

BAYVIEW GOLF CLUB LIMITED

**ARTICLES
OF
ASSOCIATION**

THE COMPANIES ACT, 1936-1940

**MEMORANDUM OF ASSOCIATION
of
BAYVIEW GOLF CLUB LIMITED**

Limited by Guarantee and not having a Capital
divided into shares

1. The name of the Company is "**BAYVIEW GOLF CLUB LIMITED**".
2. The objects for which the Company is established are:-
 - (a) To acquire and take over from the Bayview Country Golf Club in such manner and upon such terms and conditions as may be considered advisable all or any part of the assets and liabilities of that Club and to provide for the admission of Members thereof as Members of the Company.
 - (b) To provide layout establish and maintain golf links with all accessories necessary for golf links lawn tennis courts bowling greens and such other grounds to be used for sporting athletic or recreation purposes as may be determined upon by the Company in New South Wales and also to provide furnish and maintain a Club House to contain accommodation for ladies and gentlemen and to contain recreation reading writing entertainment chess billiard ball dining and meeting rooms and such other rooms as may be considered necessary for club purposes.
 - (c) To promote the games of golf lawn tennis bowls and other athletic sports recreations and pastimes.
 - (d) To hold or arrange either alone or jointly with any other association club or persons golf or other matches or competitions and to offer and grant or contribute towards the provision of prizes awards and distinctions.
 - (e) To use and to allow the use of the premises of the Company for holding of concerts dances dinners meetings and other social events to make charges for admission thereto and to charge for the use thereof.
 - (f) To buy make supply sell and deal in all kinds of golf clubs balls and all other apparatus and all kinds of provisions and refreshments both liquid and solid required or used by members of the Company or other persons frequenting the Company's Club House golf links and other grounds.
 - (g) To purchase take on lease or hire or otherwise acquire by tender or otherwise any land buildings easements or other property whatsoever whether real or personal which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Company and to surrender any lease or tenancy.

- (h) To construct maintain and alter any buildings or works necessary or convenient for the purposes of the company.
- (i) To borrow or raise and secure the payment of money in such manner as the Company shall think fit and in particular by the issue of mortgages on the real estate of the Company or by debentures or debenture stock perpetual or otherwise charged upon all or any of the Company's property (both present and future) and/or undertaking and to purchase redeem or pay off any such securities.
- (j) To sell hire dispose of let lease and demise mortgage or give in exchange any land or other property belonging to the Company for such consideration and upon such terms and conditions as the Company may think fit and to accept surrenders of leases or tenancies provided always that no portion of the Company's premises which is covered by a Certificate of Registration under the Liquor Act, 1912, shall be let leased or demised.
- (k) To invest and deal with the moneys of the Company not immediately required in such manner as the Committee may from time to time determine.
- (l) To hire and employ secretaries clerks managers servants and workmen and to pay to them and to other persons in return for services rendered to the Company salaries wages gratuities and pensions.
- (m) To establish promote or assist in establishing or promoting and to subscribe to or become a member of any association or club whether incorporated or not whose objects are similar or in part similar to the objects of the Company or the establishment or promotion of which may be beneficial to the Company.
- (n) To hold a Club Restaurant or other License for the sale of spirituous and other liquors and carry on the business of restaurant keepers wine and spirit merchants Australian Wine Licensees and Licensed Victuallers and also of sellers of tobacco cigars and cigarettes.
- (o) To carry on and/or to subsidise or assist by payment of money or otherwise any person firm or Company in the carrying on of the business of running motor omnibuses and/or proprietors of taxi-cabs motor cars cabs or other public or private conveyances and to enter into contracts with any such person firm or Company which may directly or indirectly benefit the Company.
- (p) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (q) To promote any Company or Companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (r) To amalgamate with any other company having objects altogether or in part similar to those of this Company.

- (s) To sell or dispose of the undertaking of the Company or of any part thereof for such consideration as the Company may think fit and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of this Company.
 - (t) To make draw accept endorse discount and execute and issue cheques promissory notes bills of exchange debentures or other transferable or negotiable instruments of any description.
 - (u) To do all or any of the matters hereby authorised either alone or in conjunction with or as Trustee or as Agent for any other company club association or person or by or through any factors trustees or agents.
 - (v) To pay all costs and expenses of and in connection with the formation and registration of the Company.
 - (w) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.
3. The liability of the Members is limited.
4. 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 he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member and 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 two dollars.
5. The place in New South Wales in which the registered office is proposed to be situate is Mona Vale or such other place or places in the said State as the Committee shall from time to time determine.

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.

Names, Addresses and Descriptions
of Subscribers

Names and Addresses
of Witnesses

Hector Roy Towle
Company Director
Vale Avenue
Dee Why

James Henry Wild Shoobert
Commercial Traveller
201 Chandos Street
Crow's Nest

Ernest Wallace Hall
Garage Proprietor
655 Pacific Highway
Killara

James Henry Wild Shoobert

Samuel Henry Sandall
Storekeeper
81 Grand View Street
Pymble

James Henry Wild Shoobert

Keith George Shead
Chartered Accountant (Aust)
23 Rhodes Avenue
Naremburn

James Henry Wild Shoobert

Nigel Ammerton Hanneford
Business Manager
385 Oxford Street
Paddington

James Henry Wild Shoobert

Richard Lindsay Paul
Chartered Accountant (Aust)
14 Darley Road
Manly

James Henry Wild Shoobert

James Joseph Thompson
Radio Engineer
249 Ernest Street
North Sydney

James Henry Wild Shoobert

DATED this Twenty Ninth day of November, 1948.

Articles of Association

of

BAYVIEW GOLF CLUB LIMITED

Limited by Guarantee and not having a Capital divided
into shares

INTERPRETATION

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

"The Act" means the Corporations Law.

"The By-Laws" means the By-Laws of the Club for the time
being in force.

"The Club" means the above named Company.

"The directors" means the President, Vice President, Captain, Treasurer, and five
(5) other members constituted as directors hereunder.

"Financial Member" means an elected member who has paid all instalments of
entrance fee and annual subscription and all other moneys due to the Club.

"The Register" means the Register of Members kept pursuant to the Act.

"Regulation" or "Rule" means any advice, direction or instruction not being a
By-Law issued by the directors under the provisions of these Articles or of the
By-Laws for the guidance of Members and others.

"In Writing" means written, typed, printed or partly written, typed or printed.

"Year" means the Club's financial year.

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

Words importing the masculine gender only include the feminine gender and vice
versa.

2. The regulations contained in Table "C" in the Second Schedule to the Companies Act 1936-
1940 shall not apply to this Club.

MEMBERSHIP

3. The number of members with which the Club proposes to be registered is Five Hundred (500)
Ordinary Members but the directors may from time to time register an increase of members.

4. The first members of the Club shall be:
 - (a) The signatories to the Memorandum of Association and these Articles, and
 - (b) Every person who at the date of the registration of the Club shall be a Member of any class of the unincorporated Club known as the "Bayview Country Golf Club" and who shall on or before the 31st day of December, 1948, agree in writing to become a member of the Club. Every member of the Club who shall previously to his agreeing to become a member of the Club have paid his subscription due on the First day of January, 1948, and all other amounts due by him as a member of the said unincorporated Club shall not be liable to pay any entrance fee or further sum by way of annual subscription to the club for the period prior to the Thirty-first day of December, 1948.

5. The Club is established for the purpose expressed in the Memorandum of Association and shall forthwith acquire from the Bayview Country Golf Club the assets and undertake that Club's Liabilities in such manner and upon such terms and conditions as the directors shall think fit.

6. Every amateur golfer shall be qualified to be elected a member of the Club.

- 7A. (a) A person shall not be admitted to membership of the club except as an Ordinary Member, Provisional Member or a Temporary Member.

- (b) Ordinary membership of the club shall consist of the following classes;
 - (i) Full Playing Members
 - (ii) Other Playing Members
 - (iii) Life Members
 - (iv) Non Playing Members
 - (v) Honorary Members

Eligibility for the classes of Ordinary membership shall be defined by By-Law.

- (c) A Provisional member means a person who has applied for admission as a Full member of the Club, has paid the subscription appropriate for the class of membership applied for and is awaiting a decision on the application. Provisional members shall be entitled only to the social privileges of the Club and to participate in such games, recreations and past times as are determined by the Board from time to time.

- (d) Life member means a member who has rendered exceptional or distinguished service to the Club and is elected by a 75% majority of those members present and entitled to vote at a General Meeting and who is recommended by the Board of the Club for Life membership of the Club. Life members are relieved from payment of annual subscriptions and shall have all the rights of a playing member of the Club.

- (e) persons previously belonging to the existing class titled Ordinary Members shall be referred to as Playing Members on and from the adoption of these Articles.

- (f) Persons previously belonging to the existing class entitled Perpetual Members shall now be categorised as Playing Members on and from the adoption of these Articles.

- (g) Full Playing Members and Life Members only shall have the right to attend and vote at all meetings of the Club and at the election of the Board or any member of the Board and to:
 - (i) vote on any special resolution including any special resolution to amend the Memorandum of Association or these Articles;

- (ii) stand for election to the Board, or nominate or second a member for election to the Board.
- (h) Notwithstanding paragraph (g) hereof all other Playing Members, over the age of 18 years shall have the right to attend and vote at all meetings of the club and at the election of the Board and to:
- (i) vote on any resolution except a resolution relating to any changes of Article 8.
 - (ii) nominate or second a member for election to the Board.
- 7B. (1) The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) the patron or patrons for the time being of the Club;
 - (b) any prominent citizen visiting the Club for some special occasion.
 - (c) Honorary Members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
 - (d) When Honorary Membership is conferred on any person the following particulars shall be entered in the Club's register of Honorary Members:
 - (i) the name in full of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary Membership is conferred.
- (2) The following persons in accordance with procedures established by the Board may be made Temporary Members of the Club:
- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance from the Club as may be determined from time to time by the Board by By-Law pursuant to these Articles (but being not less than a radius of 5 kilometres from the Club).
 - (b) Full Members (as defined in the Registered Clubs Act) of other clubs which are registered under the Registered Clubs Act and which may have objects similar to those of the Club.
 - (c) A Full Member (as defined in the Registered Clubs Act) of any registered Club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of the day.
 - (d) Any interstate or overseas visitor.
 - (e) temporary Members shall not be required to pay an entrance fee or annual subscription.
 - (f) Temporary Members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management business and affairs of the Club in any way.

- (g) Temporary Members shall not be permitted to introduce guests into the Club.
 - (h) A Director or the Secretary of the Club may terminate the membership of any Temporary Member at any time without notice and without having to provide any reason.
 - (i) No person under the age of eighteen (18) years may be admitted as a Temporary Member of the Club.
- (3) When a Temporary Member (other than a Temporary member admitted pursuant to paragraph (c) of this Article) first enters the Club premises on any day the following particulars shall be entered in the Club's register for temporary members:
- (a) the name in full of the Temporary Member;
 - (b) the residential address of the Temporary Member;
 - (c) the date on which temporary membership is granted;
 - (d) the signature of the temporary member.
8. Every candidate for membership of the Club (other than the members referred to in Clause 4 hereof) shall be proposed in writing by one and seconded by another member of the Club to both of whom the candidate shall be personally known. The application shall be in such form and contain such information as from time to time determined by the directors and shall be signed by the candidate and by his or her proposer and seconder and notice thereof, giving the name, address and occupation of the persons proposed as members shall be displayed by the Secretary in a conspicuous place in the Club premises for at least fourteen days before the date of the meeting of the directors at which the application is to be submitted for consideration and an interval of not less than twenty-one days shall elapse between nomination and election of Ordinary Members. Any applicant for Club membership who may not be known to any two members of the Club who is able to satisfy the Membership Committee as to his qualifications for club membership may then be proposed and seconded by two members of the Membership Committee.
9. The directors of the Club shall at a duly convened meeting elect or otherwise deal with candidates submitted for election to the club and its decision shall be final but no application for membership shall be considered by the directors unless such application has been the subject of inquiry and report by the Membership Committee or, in the case of applications for admission to any class of Associate Membership, unless the Associates' Committee, established as required by the By-Law has notified the Membership Committee of the Club of its approval of the admission of the applicant to membership, provided that in the event of an objection being lodged by the Associates' Committee to the admission of any candidate, the reason for such objection shall be made known by the Associates' Committee to directors. A record shall be kept by the Secretary of the Club of the names of the Members present and voting at such meeting.
10. The directors shall have power to elect members of the various classes and shall have power to make by-laws regulating all matters in connection with their election not otherwise provided by the Articles of Association. Subject to the provisions of Article 4 hereof, the directors may reject the application for membership of any candidate therefore without giving any reason for such rejection.
11. On the election of a member the Secretary shall at once give such member notice thereof together with a copy of the Articles of Association and By-Laws of the Club. Entrance Fees

and Annual Subscription shall be paid to the Secretary in advance and in no case later than one month from the date of notice of election failing which the election may be declared null and void. Every member shall be deemed to agree to be bound by the Memorandum and Articles of Association and By-Laws of the Club and the payment of Entrance Fee or instalment of annual subscription shall be conclusive evidence of such agreement.

ENTRANCE FEES AND SUBSCRIPTIONS

12. The entrance fees, annual subscription and any other fees or charges payable by each class of members of the Club shall be such as the directors may from time to time prescribe.
13. The directors shall have discretionary power to make special arrangements with reference to the fees payable by any member of any class under any special circumstances that may arise.
14. All annual subscriptions shall become due and payable on the first day of October in each year and shall be payable half-yearly or annually in advance as the directors may determine.
15. Subject to the express provisions of these Articles and to the Memorandum of Association and to any By-Laws for the time being in force made by the directors of the Club as hereinafter provided and to any license, lease or tenancy on which the present golf links are held or used, all members of the Club shall subject to the provisions of the By-Laws be entitled at all times to use in common all the premises and property of the Club and to be supplied, at such charges as the directors shall from time to time determine, with such meals, refreshments and things as are provided by the Club or which may be available for the use of its members.
16. The directors of the Club shall have power to permit any person who at the date of incorporation of the Club is a member of the before mentioned unincorporated Club and who refuses or neglects to become a member of the Club as provided by Article 4 hereof to use in common with the members of the Club for such period as the directors shall determine all the premises and property of the Club on such terms and conditions as the directors may from time to time determine and particularly without payment of any entrance fee.

CESSATION OF MEMBERSHIP

17. A member may at any time by giving notice in writing to the Secretary resign his membership from the Club but shall continue to be liable for any annual subscription and any other fees or charges and all arrears due and unpaid at the date of his resignation and for any sum not exceeding Two Dollars as a member of the Club under Clause 4 of the Memorandum of Association of the Club.
18. Any member whose subscription or any instalment thereof remains unpaid after the expiration of one month from the due date shall be notified in writing by the Secretary of the default and if the sum due shall remain unpaid for a further period of seven days after the date of issue of the default notice, such member shall automatically cease to be a member of the Club unless owing to special circumstances the directors decides otherwise.
19. (a) If any member shall wilfully refuse, shall neglect or fail to comply with the provisions of the Memorandum or Articles of Association, By-Laws, Rules or Regulations of the Club, or if any member shall, in the opinion of the directors, be guilty of any conduct deemed by the directors to be unbecoming of a member or prejudicial to the interests of the Club, such member may, by resolution of the directors, be expelled, be suspended for such period as the directors think fit, be fined or be otherwise disciplined provided that:-
 - (i) Such member shall be given, either verbally or in writing, fourteen days' notice of the date on which the case is to be considered by the directors;

- (ii) Such member shall have the right to appear and be heard by the directors before a vote is taken on such resolution;
 - (iii) Any resolution under this Article shall require for its passage the affirmative votes of not less than two-thirds of the members of the directors present.
 - (b) Should a member incur any debt to the Club, to the club's Professional, to the Proprietor of any golf course from time to time utilised by the Club or to the Club's Caterer (which debt is not covered by the provisions of Article 18 hereof) and fail to discharge such debt upon request in writing by the Secretary, he may, by resolution of the directors, be adjudged guilty of an offence, provided that before so resolving the directors shall give the member concerned due notice of its intention to take such course, and the member may then be dealt with according to the provisions of Article 19 (a) hereof.
20. Every person ceasing to be a member of the Club whether by retirement, expulsion, death, neglecting to pay subscription or otherwise shall forfeit ipso facto all rights to or claims upon the Club.

GENERAL MEETING

21. A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the directors may determine.
22. The above named General Meetings shall be called Ordinary General Meetings. All other General Meetings shall be called Extraordinary General Meetings. The directors may whenever they think fit convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened on a requisition of that number of members of the Club required pursuant to Section 246 of the Act.

NOTICE OF GENERAL MEETINGS

23. Subject to the provisions of Section 253(1) of the Act relating to special resolutions, not less than twenty-one (21) days' notice specifying the place, the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given in the manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Club in General Meeting, to such persons as are, under the provisions of Article 7 of these Articles, entitled to receive such notices from the Club; but with the consent of all the members entitled to receive notice of such particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit. The accidental omission to give notice of a meeting to or in non-receipt of a notice of a meeting by any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

24. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Ordinary General Meeting, with the exception of the consideration of the Accounts, Balance Sheets and the Report of the directors and Auditor or Auditors, prescribed by the Act, the election of the directors, and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the Auditor or Auditors.

25. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided forty-five (45) members personally present and entitled to vote shall be a quorum.
26. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members present shall be a quorum.
27. The President shall preside as Chairman at every General Meeting of the Club.
28. If there is no such President, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the Vice-President shall act as Chairman. If neither the President nor the Vice-President are present or if they are unwilling to act, the members present and entitled to vote shall choose some one of their number to be Chairman.
29. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjourned meeting otherwise than by a notice to be exhibited in the Club House for at least four days previously to the adjourned date.
30. At any General Meeting a resolution put to the vote of the meeting shall, unless a poll is demanded by the Chairman or by at least five members present and entitled to vote at the meeting, be decided on a show of hands, and a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, 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, that resolution. 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 of adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.
31. In the case of an equality of votes, the Chairman of the meeting shall on a show of hands and on a poll be entitled to a second or casting vote.
32. Every Playing Member and Senior Member (excluding any servant of the club) present at such meeting and who is a financial member at the date of the meeting and every Life Member present at such meeting shall both on a show of hands and on the taking of a poll have one vote, but no members of any other class shall be entitled to vote.

PATRONS

33. There may be one or more Patrons as the directors may from time to time determine. Such one or more Patrons shall be elected from time to time at a General Meeting and hold office until the following General Meeting.

DIRECTORS

34. The business and affairs of the Club and the custody and control of its funds and property shall be managed by a Board of Directors consisting of President, Vice-president, Captain, Treasurer and five (5) Ordinary Directors.

35. The first directors of the club shall be the President Mr N A Hanneford, the two Vice-Presidents Messrs N G Wilcox and R L Paul, the Captain Mr E W Hall, the Treasurer Mr L K Huxtable and the nine Ordinary Members of the present unregistered Club, Bayview Country Golf Club, Messrs. T E Ballard, W J Mackenzie, S H Sandall, F W Scholtz, K G Shead, J H Shoobert, J J Thompson, R Towle and H T Turner, who shall hold office until the first General Meeting of the Club.

ELECTION OF DIRECTORS

36. (A) No member under suspension shall be elected to office or perform duties as the holder of an officer or member of any committee of the Club while the member remains un-financial or during the period of such suspension. Only Playing members, Senior members and Life members are eligible for election to the Board.
36. (B) (a) The Board of Directors shall be elected annually at an election at which the members entitled to vote consist of a majority of Full members of the Club as defined in the Registered Clubs Act.
- (b) Nominations for the election of a member to the Board shall be made in writing and signed by two (2) Playing members, Senior members or Life members of the Club and by the nominee (who shall thereby signify his or her consent to the nominations) and shall be lodged with the General Manager not less than twenty-one (21) days before the Annual General meeting which shall be the closing date for nominations.
- (c) The General Manager shall immediately after the closing date for nominations post the names of the candidates on the notice board.
- (d) If the number of candidates nominated is less than that required to be filled those candidates nominated shall be declared elected and additional nominations shall be called for at the Annual General Meeting of the Club. If more than the required number of candidates is nominated at the Annual General Meeting for the remaining positions then an election shall be conducted at the Annual General Meeting which election shall be determined by a show of hands or if a poll is demanded in accordance with these Articles then by a ballot.
- (e) In the event of more than the required number of candidates being nominated for any position by the closing date for nominations referred to in Article 36(b) an election by ballot which shall be determined on a 'first past the post' system shall be conducted in the manner set out in the following paragraphs of the Article.
- (f) The Board shall appoint a Returning Officer to take charge of any ballot or ballots and not less than two (2) Assisting Returning Officers who shall act as scrutineers of the ballot or ballots. Neither the Returning Officer nor Assistant Returning Officers shall be candidates in the election or seconders in the election.
- (g) The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of returned ballot papers and the counting of votes after the ballot is closed and shall report of the ballot to the Chairman of the Annual General Meeting. The Returning Officer shall forward a postal ballot paper to a member if so requested by the member.

- (h) The position of the names of candidates on the ballot paper shall be determined by lot by the Returning Officer in the presence of the Assistant Returning Officers.
- (i) The ballot shall be taken over seven (7) consecutive days to be fixed by the Board at the Club's premises.
- (j) A member of the Club shall record a vote for the candidate or candidates for whom the member wishes to vote by marking the ballot paper in accordance with the directions given on the ballot paper.
- (k) The Returning Officer shall give to each Assistant Returning Officer reasonable notice of the time and place of the opening of the ballot papers and the envelopes shall be opened by the Returning Officer in such a manner that the secrecy of the ballot shall be maintained and the Returning Officers shall ensure that votes are recorded only by members entitled to vote and that no duplication of voting has taken place.
- (l) The Returning Officer shall first examine each ballot paper and any invalid ballot papers shall be discarded from the ballot but shall not be destroyed. The decision of the Returning Officer as to the validity of any ballot papers shall be final.
- (m) After the ballot papers have been examined they should be counted and the candidate for each position with the highest number of votes shall be elected.
- (n) If there shall be an equality of votes for any candidates then the Returning Officer with the assistance of the Assistant Returning Officers shall determine by lot the candidate or candidates who is or are to be elected.
- (o) After the Returning Officer has reported the result of the ballot to the Chairman of the Annual General Meeting the Chairman shall forthwith announce the result to the meeting.
- (p) The Board may from time to time make such by-laws not inconsistent with these Articles as they think necessary for the conduct of any election and all matters in connection therewith.

MEETINGS OF DIRECTORS

- 37. (a) The directors shall meet together at least once in each month for the dispatch of business, adjourn and otherwise regulate its meetings as they think fit.
 - (b) The President shall, if present, preside at all meetings of the directors in his absence the Vice-President shall act as Chairman. If neither the President nor the Vice-President are present, or if present are unwilling to act, the meeting shall elect another director to be Chairman of the meeting.
 - (c) Questions arising at any meeting shall be decided by majority of votes. In case of an equality of votes the Chairman shall have a deciding or casting vote.
 - (d) The President may at any time, and the Secretary shall forthwith on the requisition of five members of the directors, summon a meeting of the directors.
 - (e) The quorum necessary for the transaction of the business of the directors shall be five (5).
 - (f) Minutes of all resolutions and proceedings of the directors shall be entered in a book to be provided.
38. All acts done by any meeting of the directors or by a Committee or by any person acting as a director or member of a Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or that any of the members thereof were disqualified be as valid as if every such person had been duly appointed and was qualified to be a director or member of a Committee.

VACANCIES OF DIRECTORS

39. If a director shall die or shall fail to attend three consecutive Meetings of directors or four (4) Meetings of the directors in any one year without leave of absence or shall cease to be qualified under the provisions of Article 7 hereof to participate in the management of the Club or shall become bankrupt or if he shall signify in writing his desire to resign his office shall be declared vacant by the directors who may at their discretion appoint a successor to hold office until the next election by the General Meeting.
40. A casual vacancy in the office of a director shall be filled by the remaining directors. A member chosen to fill a casual vacancy as a director shall retain his office so long only as the vacating member would have retained the same if no vacancy had occurred.

POWERS AND DUTIES OF DIRECTORS

41. The directors shall have full control of the property of the Club and absolute authority regarding its disposition and in the conduct of all the affairs and business of the Club except insofar as is otherwise expressly provided in these Articles. In particular, but without derogating from the general powers hereinbefore conferred the directors shall have power from time to time:-
- (a) To appoint from among their number or from among the members of the Club Committees to act for such purposes as from time to time the directors may consider desirable and to delegate to any such Committees such powers as they think fit and to revoke or alter such appointments and delegation.
- (b) To delegate to the Bayview Ladies Golf Club Committee to be elected by the Bayview Golf Club Members in such manner as the directors may determine such powers as may be thought fit in regards to the Bayview Ladies Golf Club Members and to revoke or alter such delegation.
- (c) To make, alter and repeal such By-Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club, and in particular, but not exclusively, they may by such By-Laws regulate:-
- (i) The admission of members of the various classes of the Club and the rights and privileges of such members.
 - (ii) The terms and conditions upon which honorary guests, children of members of the Club, visitors and the Members of the before mentioned unincorporated Club who shall refuse or neglect to become members of the Club, shall be permitted to use the premises and property of the club.
 - (iii) The times of opening and closing the links and grounds, Club house and premises of the club, or any part thereof.
 - (iv) The rules to be observed and prizes or stakes to be played for by members of the Club playing any games on the premises of the Club.
 - (v) The prohibition of particular games on the premises of the Club entirely or at any particular time or times.
 - (vi) The conduct of members of the Club in relation to one another, and to the Club's servants.

- (vii) The setting aside of the whole or any part or parts of the Club's premises for gentlemen members, lady members, or any other class or classes of members, at any particular time or for any particular purpose or purposes.
 - (viii) The imposition of fines or suspension from enjoyment of Club privileges or any of them or other disciplinary action for the breach of any Article of Association, By-Law, Rule or Regulation of the Club.
 - (ix) The procedure at General Meetings and Meetings of the directors or any Committee of the Club.
 - (x) The management and control of the caddies.
 - (xi) And, generally, all such matters as are commonly the subject matter of Club rules, or which by the Memorandum and Articles of Association are not reserved for decision by the Club in General Meeting. The directors shall adopt such means as they deem sufficient to bring to the notice of members of the Club all such By-Laws, alterations and repeals, and all such By-Laws, so long as they shall be in force, shall be binding upon all members of the Club. Provided, nevertheless, that no By-Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Club, and that any By-law may be set aside by a special resolution of a General Meeting of the Club.
- (d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
 - (e) To engage, control and dismiss the Club's servants and employees and paid officials.
 - (f) To pay the costs, charges and expenses of and incidental to the formation, establishment and registration of the Club.
 - (g) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as they shall think fit.
 - (h) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging encumbering or charging all or any of the property of the Club as they may think fit.
 - (i) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club.
 - (j) To determine who shall be entitled to sign or endorse on the Club's behalf receipts acceptances cheques contracts and other documents.
 - (k) To borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the repayment of such sum or sums in such manner and upon terms and conditions in all respects as it thinks fit.
 - (l) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as they may think fit and from time to time vary or realise such investments.

- (m) To appoint discharge and determine the duties of a Secretary who may be paid such salary as the directors may fix.
 - (n) To pay out of the assets of the Club all costs charges and expenses of and incidental to the perfecting of its Memorandum and Articles and formation and of the purchase of or other acquisition of any assets that may be acquired by the directors.
 - (o) To pay to any member any sum by way of Honorarium in respect of Special Honorary Services rendered.
 - (p) Notwithstanding anything contained in the Memorandum of Association or in this Article, no part of the Company's lands shall be sold or leased except with the approval of a 2/3 majority of the members present at a General Meeting convened for that purpose.
42. Any By-law made under these Articles shall come into force and have the full authority of a Rule of the club on being posted up in the Club House.
43. The directors may from time to time delegate any of its powers to such committee or Committees consisting of one (1) or more member or members of the Club and not necessarily directors as they shall think fit to appoint and may recall or revoke any such delegation or appointment. The directors shall have power to revoke the appointment of any person or persons to such Committees and to appoint another or others either in addition to the existing member or members of such Committees whose appointment may be revoked or in place of any member who may cease to be a member of such Committees. Any such Committees shall in the exercise of the powers so delegated conform to any regulation that may be prescribed by the directors.

SEAL

44. The directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the directors 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 countersigned by the Secretary or some other person appointed by the directors.

REGISTER OF MEMBERS

45. (a) A Register setting forth the name in full, occupation and address of each member of the Club and specifying the class of members to which he or she belongs and the date of the last payment of each member of his subscription shall be kept on the Club's premises.
- (b) A register of persons who are Temporary Members other than Temporary Members referred to in Article 7B(2)(c). This register shall set out the full name or the surname and initials and the address and signature of each Temporary Member and where that member has been admitted to membership for a limited period, the dates on which the period commences and ends;
- (c) A register of persons who are Honorary members. This register shall set out the full name or the surname and initials and the address of each Honorary member;
- (d) A register of persons who are guests of members. This register shall set out the full name or the surname and initials and the address of that guest, the date of that day and the signature of that member.

SECRETARY

46. The Secretary of the Club shall be appointed by the directors and may be a director.
47. The Secretary or a person or persons acting on his behalf shall:-
- (a) Keep the Register;
 - (b) Keep full and correct Minutes of all resolutions and proceedings at meetings of the Club and of the directors;
 - (c) Enter such Minutes in a book provided for that purpose;
 - (d) Produce such Minutes at all meetings of the Club or the directors;
 - (e) Keep a record of the names of the directors present at each meeting of the directors and of the numbers present and voting at General Meetings of the Club;
 - (f) Post to every Playing, Senior and Life Member of the Club at least fourteen (14) days before the General Meeting a copy of the Balance Sheet, Auditor's report and Income and Expenditure Account accompanied by a copy of the Report of the directors;
 - (g) Keep all records of the Club and carry into effect all decisions of General Meetings of the Club or of the directors.

ACCOUNTS

48. (a) The financial year of the Club shall commence on the First day of October in each year and shall end on the last day of September in the following year.
- (b) Correct accounts and books shall be kept showing the financial affairs of the Company and the particulars usually shown in books of account of a like nature, and such accounts and books shall be kept at the Registered Office of the Club, or at such other place as the directors thinks fit, and shall always be open to the inspection of the directors.
- (c) The directors shall once in every year cause to be prepared a Balance Sheet as at the end of the Club's financial year and an Income and Expenditure Account made up to the end of the financial year which Balance Sheet and Income and Expenditure Account shall together with the Report of the directors and the Auditor's Report be laid before the Annual General Meeting of the Club.
- (d) The Report of the directors referred to in the foregoing Clause (c) shall include statements showing:-
- (i) The amount written off for depreciation;
 - (ii) The amount, if any, which the directors propose to transfer to the Reserve Fund or Funds of the Club;
 - (iii) The number of members of each class registered in the Register of Members as at the end of the Club's financial year;
 - (iv) The names of the patrons and Officers and Members of the directors.

TREASURER

49. The Treasurer shall cause to be kept such accounts and books and shall pay into such Bank as the directors may from time to time direct to the credit of the Club all monies he may receive and he shall prepare or cause to be prepared the Balance Sheet and Income and Expenditure Account referred to in Article 48 (c) hereof. The Treasurer shall present to the directors at each meeting a summary of the financial position of the Club and such other information relating to the accounts and finances of the Club as the directors shall require.

AUDIT

50. An Auditor or Auditors shall be appointed and their duties regulated in accordance with Sections 324, 327 and 332 of the Act.

NOTICES

51. A Notice may be given by the Club to any member either personally or by sending it by post to him or her at the address given by such member in his or her Application for Membership or any subsequently notified address. Where a Notice is sent by post service of the Notice shall be deemed to be effected by properly addressing pre-paying and posting the letter containing the Notice and shall be deemed to be effected at the time on which the letter would be delivered in the ordinary course of post.

JUNIOR MEMBERS

52. No liquor shall be sold or supplied to any person under eighteen (18) years of age. No person under eighteen (18) years of age shall use or operate or be allowed to use or operate Poker Machines in the Club premises.

NO MEMBER TO PROFIT

53. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in the 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 Members of the Club. Provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him to the Club or otherwise owing by the Club to him or of remuneration to any directors or servants of the Club or to any member of the Club or other person or persons in return for any services actually rendered to the Club.

WINDING UP

54. If upon the winding up or dissolution of the Company there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to the objects of the Club 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 Club under or by virtue of this Article. Such institution or institutions to be determined by members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

**GENERAL PROVISIONS AS REQUIRED BY THE
REGISTERED CLUBS ACT**

55. The Club shall be registered under the Registered Clubs Act, 1976. The profits (if any) and other income of the Club shall be applied to the promotion of the purposes for which its members are associated together and the payment of any dividend or distribution of profits or income to or amongst the members of the Club is prohibited. No person other than the Club or its members shall directly or indirectly derive any profit or advantage from the fact that the Club is registered under the provisions of the Registered Clubs Act, 1976 or from any added value which may accrue because of such registration of the land upon which the club premises are situated. No payment or part-payment of any Secretary, Manager or other Officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
56. The accommodation for members and their guests shall be provided and maintained from the joint funds of the Club and no person shall be entitled under the rules of the Club to derive any profit benefit or advantage from the Club which is not shared equally by every member thereof.
57. No person shall be allowed to become an honorary or temporary member of the Club or be relieved of the payment of the regular subscription except those possessing certain qualifications defined in these Articles or in the By-laws of the Club and subject to the conditions and regulations prescribed therein.
58. The directors and officers of the company shall not discriminate against members of the Club on the grounds of race, religion or sex.