

**POLISH CLUB,** MEMORANDUM AND ARTICLES OF ASSOCIATION  
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New South Wales Companies (N.S.W.) Code

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

POLISH CLUB LIMITED

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**Amendments:** (approved by the Club General Assembly)

1. Article 56 (2001) – re elections
2. Articles 4; 5; 7; 14; 18 (2005) – re Members (Associate)
3. Number of Commity [sic] members reduced from 13 to 9

NEW SOUTH WALES COMPANIES (N.S.W.) CODE

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

POLISH CLUB LIMITED

1. The name of the Company is “POLISH CLUB LIMITED” (hereinafter called “the Club”).
2. The Registered Office of the Club shall be situated in Sydney in the State of New South Wales or such other place in the said State as the Directors may from time to time determine.

OBJECTS

3. The objects to which the Club is establish are:
  - a) To provide for members who shall be of Polish extraction or related to persons of Polish extraction or who shall be Australians interested in Polish activities, and for the guests of members, a Club with all the usual facilities of a Club,
  - b) To promote and maintain social and cultural activities of the Polish community,
  - c) To promote and encourage the integration of the Polish community with the Australian community and preserving the Polish culture and traditions,
  - d) To obtain and hold the Certificate of Registration under the Registered Clubs Act, 1976 (as amended) or such other license, certificate or permit as may be required or available from time to time by the law applying to clubs.

POWERS

4. The powers of the Club are those contained in the Companies (N.S.W.) Code but subject to the provisions of this Memorandum, and without limiting the generality of the foregoing the Club his power:
  - a) To issue debentures of the Club;
  - b) To give security by granting a fixed or floating charge of property of the Club;
  - c) To procure the Club to be registered or recognised as a Body Corporate in any place outside the State;
  - d) To do any other act that is authorised to do by any other law.
5. The liability of members is limited.
6. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound-up whilst he or she is a member or within one year afterwards for payment of the debts or liabilities of the Club contracted before he or she ceases to be a member and the costs and expenses of winding-up and for the adjustment of the rights

of the contributories among themselves such an amount as may be required not exceeding Twenty (20) dollars.

7. The income and property of the whencesoever derived shall be applied solely towards the promotion of the objects of the Club 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 Members of the Club. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servants of the Club or to any member thereof or other person in return for any services actually rendered to the Club nor prevent the payment of interest at a rate which is considered by the Committee to be reasonable, on money lent or reasonable and proper rent for premises demised or let to the Club. Provided further that no member of the Committee shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration shall be given by the Club to any Member except reimbursement of out-of-pocket expenses and interest at the rate of aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club.
8. If upon winding-up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, than the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some other institution or institutions having objects similar to this Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Memorandum and Articles of Association, such institution or institutions to be determined by the members of the Club at or before the time of dissolution and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

New South Wales Companies (New South Wales) Code

A Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION  
OF  
POLISH CLUB LIMITED  
INTERPRETATION

1. If the Company shall be registered under the Registered Clubs Act, 1976 words contained in these Articles shall have the meaning ascribed to them by such Act unless the context shall require otherwise.
2. In the Articles –
  - “Code” means the Companies (New South Wales) Code as amended or replaced from time to time and unless the context otherwise requires expressions defined in the code shall have the meaning so defined;
  - “Club” shall mean and include this Company;
  - “Full Member” shall mean and include any Life Member, Foundation Member, and Ordinary Member as defined in these Articles;
  - “Ordinary Resolution” shall mean a Resolution passed by a simple majority of votes of members present and entitled to vote, the Chairman of the meeting having the second or casting vote in the event of an equality of votes;
  - “Special Resolution” shall mean a resolution passed at a General Meeting of members of the Club of which not less than twenty-one (21) days notice has been given, specifying the intention to propose the resolution as a Special Resolution, and which has been passed by a majority of not less than three-quarters of the members present and entitled to vote.

Unless the context otherwise requires –

- (a) expressions defined in the Act or any modifications made by any law in force at the date at which these regulations become binding on the company shall have the meaning so defined;
- (b) the singular includes the plural;
- (c) masculine included the feminine and vice versa;
- (d) writing includes print and anything in the nature of print;
- (e) month means calendar month.

MEMBERS

3. The number of members with which the Club has first been registered is five hundred (500) but the Committee may from time to time register an increase of members.
4. Any person having attained the age of eighteen (18) years and having an interest in the encouragement and promotion of the Club and its object shall be eligible for

membership of the Club. The members of the Club shall be divided into the following classes: -

(a) LIFE MEMBERS

A Life Member shall be an Ordinary Member or Foundation Member who in the opinion of the Committee has rendered special services to the Club and is elected to membership for life. A Life Member shall be elected by a General Meeting of Members of the Club on the recommendation of the Committee and not otherwise.

(b) FOUNDATION MEMBERS

A Foundation Member shall be a person who is a subscriber of the Memorandum and Articles of Association of the Club.

(c) ORDINARY MEMBERS

An Ordinary Member shall be a person who is in the opinion of the Committee a fit and proper person, and who is admitted to membership in any of the following categories:

GENERAL MEMBER – being a person of Polish extraction or related by blood or marriage to a person of Polish extraction

SOCIAL MEMBER – being any person

ASSOCIATE MEMBER – being any person, who does not wish to apply for membership as a General Member or a Social Member.

and in any case, who has paid such fees and subscriptions as are payable under these Articles.

(d) TEMPORARY & HONORARY MEMBERS

Temporary Membership may be granted at the discretion of the Committee without the payment of any subscription fee to any person over the age of eighteen (18) years PROVIDED that he has one of the following qualifications namely:

- (i) He is a visitor to the Club premises who attends by invitation for the purpose of participating in the playing of any athletic sport or any competition of a sporting nature and on that day only.
- (ii) He is a non-member visiting the Club for a special occasion, a special function or entertainment.
- (iii) He is a visitor from outside the metropolitan area of Sydney but only for the duration of his visit or one month which ever shall first expire.

Honorary Membership may be granted at the discretion of the Committee without the payment of any subscription fee or levy to any person over eighteen (18) years for any reason which in the opinion of the Committee shall further the object or interest of the Club for a period not exceeding (14) fourteen days.

No person shall be allowed to become Honorary or Temporary Members of the Club or be relieved of the payment of the annual subscription fee except those possessing the qualifications defined in these articles and subject to the conditions and regulations prescribed herein. The Committee shall have power to cancel Honorary or Temporary Membership of any person at any time without assigning

any reason.

5. Application for admission to Membership in any class except Honorary or Temporary Membership shall be made in accordance in Article 10 thereof. Upon admission to membership the member shall have all the rights and privileges and obligations of membership as are set out in Article 8 hereof.

6. No more than two life members shall be elected in any financial year.

7. ENTRANCE FEES AND SUBSCRIPTIONS

All Foundation and Ordinary Members shall upon applying for membership pay an entrance fee, as the Committee shall from time to time prescribe provided that such entrance fee shall not be less than Two Dollars (\$2.00).

All such members shall pay in addition the annual subscription fee. Such fees shall be payable in advance, and in such amount as the Committee shall from time to time prescribe.

Life Members, Honorary and Temporary Members shall not be required to pay any annual subscription fee.

8. RIGHTS OF MEMBERS

Full Members shall be entitled to exercise all the privileges of the Club including the right to vote at any General Meeting of the Club and to be elected to the Committee or any Sub-Committee of the Club except as restricted by these Articles.

Associate Members shall have no rights to vote at any General Meeting of the Club nor to be elected to the Committee of the Club, but shall otherwise be entitled to exercise all the other privileges of the Club membership including the rights to be elected to, and to vote (if elected) at the meeting of, any Sub-Committee established pursuant to Article 63 hereof.

Honorary and Temporary Members shall have no rights to vote at any General Meeting or Committee Meeting of the Club nor to be elected to the Committee of the Club nor to be elected to any Sub-Committee established pursuant to Article 63 hereof, but shall otherwise be entitled to exercise all the other privileges of Club membership.

9. CLUB EMPLOYEES

An employee of the Club shall not vote at any meeting of the Club or hold office as a member of the Committee or any Sub-Committee.

10. APPLICATION FOR MEMBERSHIP

Every candidate for membership (other than as a Life Member, Foundation Member, Honorary or Temporary Member) shall be nominated by two Full Members of the Club. An application for membership shall be signed by the candidate and by two Full Members sponsoring him. The application shall contain a declaration that the applicant has read and if admitted as a member agrees to be bound by the Memorandum and Articles of the Association of the Club and shall be in such form and contain such particulars as the Committee may from time to time direct. The names and addresses of person nominated for membership shall be displayed in a

conspicuous place on the Club premises for at least seven days before their admission as members and no person shall be admitted as a member until after the expiry of a period of at least fourteen (14) days from his proposal.

The application shall be submitted to and may be approved or rejected by the Committee at a duly convened meeting of the Committee and if approved the Candidate shall be elected the member of the Club by the resolution of the Committee and a record shall be kept by the Honorary Secretary of the names of the members present and voting at the meeting. The Committee shall not be bound to give any reason for a rejection of any application.

12. MEMBERSHIP

A candidate who is elected shall become a member on payment of the entrance fee but shall not be admitted to the Club premises until he shall paid the same. Upon payment of the entrance fee and subscription fee the Honorary Secretary shall enrol such a member in the appropriate Register of Members of the Club. Every member at the time of enrolment shall inform the Honorary Secretary in writing of his name address and occupation for entry in the appropriate Register and shall from time to time inform him in writing of any alterations in any such particulars. Every member at the time of enrolment shall sign his name in the Members Book acknowledging himself bound by all the rules by-laws and regulations of the Club.

13. The rights and privileges of any member shall be personal to himself. They shall not be transferable by his own act or by operation of law. No member shall be entitled to exercise his rights and privileges of membership until his name is entered in the appropriate Register of Members, and all money due by him to the Club has been paid.

14. Subject to article 4 (a) herein the Committee may on the written application of a member transfer that member from any class of membership (other than Honorary or Temporary Membership) to another class of membership for which he has been found eligible by the Committee.

15. Any member may withdraw from the Club by giving notice in writing of his resignation to the Honorary Secretary and upon acceptance of his resignation by the Committee he shall cease to be a member

16. Any person who shall cease to be a member of the Club shall nevertheless remain liable for and shall pay to the Club all monies which at the time of ceasing to be a member may be due by him to the Club.

17. REGISTERS OF MEMBERS AND VISITORS

A Register of the Full Members of the Club for the time being shall be kept by the Honorary Secretary on the Club premises and shall be opened at any time for inspection by any member or any person duly authorised under the Registered Clubs Act, 1976.

The Register shall be called the Register of Full Members and shall state the name in full, the occupation and the address of each Full Member of the Club and the date on he last paid the annual subscription fee for membership of the Club.

18. A Register of the Honorary and Temporary Members of the Club for the time being shall be kept by the Honorary Secretary on the Club premises and shall be open at any time for inspection by any member or any person duly authorised under the Registered Clubs Act, 1976.

The Register shall be called the Register of Honorary and Temporary Members and shall state the name in full and the address of each Honorary and Temporary Member of the Club and (where applicable) the date of commencement and termination of his period of membership.

19. A Register shall be kept by the Secretary of the Club (called the “Visitors’ Register”) in which there shall be entered on each occasion on any day on which a person enters the premises of the Club as a guest of a member, the name in full or the surname and initials of the given names and the address of that guest, the date of that day and the signature of that member.

20. The Committee may remove from the appropriate Register of Members any member whose annual subscription fee is unpaid at the expiration of two month from the date upon which it became due.

21. SUSPENSION AND EXPULSION

The Committee shall have power to suspend either for a fixed period or indefinitely or to expel any member if in their opinion –

- (a) His conduct is in disobedience of these Articles or any By-Laws or regulations and interest of the Club or is calculated to bring the Club into disrepute or contempt; or
  - (b) His membership was obtained by improper means or without the required qualifications; or
  - (c) He is not desirable as a member of the Club; or
  - (d) He has knowingly introduced any person into the activities of the Club who has been expelled from or has been refused membership or admission to the Club; or
  - (e) He has become a bankrupt or has committed any act of bankruptcy; or
  - (f) He becomes a patient or an incapable person or a mentally ill person within the meaning of these terms in the Mental Health Act, 1950 of New South Wales or any enactment by which the Act is replaced.
22. The President or Honorary Secretary or any Vice-President or in their absence any two members of the Committee or the Duty Officer may reprimand or suspend until the date of next scheduled Committee Meeting, and if necessary effect the removal of, any member who in the opinion has rendered himself liable to be dealt with by the Committee under paragraph (a) of Article 21.
- The person or persons so reprimanding or suspending any member shall forthwith report the fact and circumstances to the Honorary Secretary in writing which he shall then bring before the next scheduled meeting of the Committee to consider the matter and to determine what further action (if any) shall be taken.
23. Subject to article 21 the Committee may deal with the matter in such manner as it thinks fit and pending its decision the Committee may lift or continue its suspension.



The Committee shall only deal with any charges against the member under paragraphs (a) and/or (c) of Article 21 at a scheduled meeting of which such member shall be given not less than five (5) days notice in writing posted to him at his registered address specifying the charge and short particulars thereof and the time and place at which he may be heard in his defence and at such meeting a member shall be given a reasonable opportunity of stating his defence either orally or in writing.

24. No member against whom a charge has been made or who has been called on to show cause why he shall not be suspended or expelled shall be entitled to commence or prosecute any action or legal proceeding against any member of the Club or other person who gave evidence (orally or in writing) or exercise any power or duty as a member or executive member of the Committee it being a condition of membership of the Club that all complaints notices letters evidence and other matter arising under or incidental to any complaint and the hearing and determination thereof and all proceedings and utterances at General and Committee meetings held in connection herewith shall be privileged and protected accordingly and should any action or legal proceeding be taken as aforesaid this Article may be pleaded as an absolute bar thereto. Provided that this Article shall not protect any person against the legal liability (if any) for making with express malice a statement false to the knowledge of such person.

25. Any person who has been expelled or who has resigned from membership of the Club shall be admitted as a member only in accordance with the provisions of these Articles for election of members.

26. BORROWING POWERS

The Committee may from time to time at its discretion raise or borrow any sum of money for the purpose of the Club with or without security and on such terms as it see fit.

27. The Committee may secure the repayment of moneys raised or borrowed pursuant to the preceding Article by mortgage or charge of all or any part of the property rights and undertaking of the Club or by the issue of debentures or debenture stock of the Club charge upon all or any part of the property of the Club either present or the future or in such manner and upon such terms and conditions as the Committee may think fit.

28. Every debenture or other security created by the Club may be so framed that the same shall be assignable free from any equities between the Club and the original or any intermediate holders. Any debenture bonds or other securities may be issued at the discount premium or otherwise.

29. VOTING

General Meeting of members shall be either Ordinary General Meetings or Extraordinary General Meetings. A resolution of a General Meeting shall be passed by a simple majority unless it is a Special Resolution.

30. Unless otherwise stipulated in these Articles every member with the right to vote shall have one vote and no more. No member shall be entitled to vote at any General Meeting, Committee meeting, Sub-Committee meeting of the Club unless all moneys due from that member to the Club has been paid.

31. At any General Meeting of the Club votes shall be given personally by the members entitled to vote. No member shall be entitled to vote by means of appointing a proxy.

32. GENERAL MEETINGS

An Ordinary Meeting shall be held once every calendar year at such time (not being more than five (5) months after the end of the last proceeding financial year) and at such place as may be determined by the Committee.

33. The business to be dealt with at such General Meeting shall be to receive the reports of the Committee and the Auditors, to receive and deal with the annual accounts, to receive the result of the ballot for officers of the Club and such other business as shall be required by law to dealt with. Any other business shall only be dealt with if due notice thereof has been given to members.

34. The above mentioned General Meetings shall be called Annual General Meetings, and other General Meetings shall be called Extraordinary General Meetings.

35. The Committee may whenever they think fit or shall upon a requisition made in writing by not less than 5% of members or (200) members, whichever shall be the lower, convene an Extraordinary General Meeting.

36. A requisition made pursuant to the preceding Article shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Club and may consist of several documents in like form each signed by one or more requisitionists.

37. If the committee does not within twenty-one - (21) days from the date of the deposit of the requisition duly proceed to convene an Extraordinary General Meeting the requisitionists or any of them representing more than one-half of the number of such requisitionists may themselves convene an Extraordinary General Meeting but any meeting so convened shall not be held after the expiration of three months from the day of deposit of the requisition.

38. Fourteen (14) days' notice at least (exclusive of the date the notice is served but inclusive of the date for which the notice is given) specifying the place day and hour of a General Meeting shall be given to every member of the Club having the right to attend and vote thereat.

39. The accidental omission to give notice of to or non-receipt of notices of a General Meeting by any member shall not invalidate the proceedings of any General Meeting.

40. The quorum for a General Meeting shall be not less than sixty (60) full members or ten per cent of the full members on the Register (whichever shall be the less who are entitled to vote) and no business shall be transacted at any General Meeting unless a quorum of members is present when the meeting proceeds to business.

41. The President shall be entitled to take the Chair at every General Meeting or in his absence a Vice-President. Should neither be in attendance within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to act the members present shall choose one of their number to be Chairman of the Meeting.

42. If within thirty minutes from the time appointed for the General Meeting a quorum is not present the General Meeting if convened upon a requisition of members shall be dissolved and 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 General Meeting a quorum is not present within thirty minutes from the time appointed for the General Meeting the members present shall be a quorum.

43. 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.

When a meeting is adjourned for fourteen (14) days or more notice of adjournment shall be given as in the case of an original meeting.

Save as aforesaid it shall not be necessary to give any notice of the adjournment of the business to be transacted at any adjournment meeting.

44. At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by a least five members entitled to vote and unless the poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or lost or carried by a particular majority and an entry to that effect in the book of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn at the meeting at which the demand was made. The poll may be taken by voting papers.
45. If a poll is duly demanded it shall be taken in such manner and such time and place as the Chairman of the meeting shall direct and either at once or after an adjournment and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
46. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
47. In the case of an equality of votes whether on a show of hands or on a poll or at any ballot for the election of the Committee the Chairman of the meeting shall be entitled to a second or casting vote.
48. 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 the poll has been demanded.
49. A Special Resolution shall be required for any Resolution dealing with any of the following matters: -
- (a) Alterations to the Memorandum and/or Articles of the Club;
  - (b) the winding up or dissolution of the Club;
  - (c) alienation of any interest of the land which the Club may acquire;
  - (d) change of the name of the Club.

50. COMMITTEE

The Club and all its property assets and right business and affairs shall be managed and controlled by a Committee consisting of a President, a Senior Vice-President, a

Junior Vice-President, Honorary Secretary, Honorary Treasurer, and eight members all of whom shall be elected pursuant to these Rules.

The first Committee of the Club shall be elected at a meeting of the subscribers to the Memorandum of Association and shall remain in office until the first Annual General Meeting at which they shall retire in the accordance with these Articles.

51. The immediate Past President may be present and speak at Committee meetings but shall not be entitled to vote thereat.
52. An employee of the Club may be present at meetings of the Committee by permission of the Chairman and if the Secretary is an employee of the Club than he shall be present, if so requested by the Chairman.
53. An election of the Committee by the general body of members shall be held annually by ballot which shall opened and kept open for a period of at least fourteen (14) days prior to the Annual General Meeting.
54.
  - (1) All nominations for the Committee and for appointment as Auditors shall be in writing and signed by two members and the written consent thereto of the person so nominated shall be subscribed thereunder.
  - (2) Nominations shall close on a date to be fixed by the Committee but not later than twenty-one (21) days before the day appointed for the holding of the Annual General Meeting and all nominations shall be in the hands of the Secretary not later than 6.00 p.m. on the day so fixed for the closing of nominations.
  - (3) No nomination for the Committee shall be accepted unless the member nominated is a Life, Foundation, or Ordinary (General) member of the Club, and has been a member within any of those categories for at least two (2) years, unless the member is proposed for election pursuant to a resolution of the committee.
55. The President, Senior Vice-President, Junior Vice-President, Honorary Secretary, and Honorary Treasurer shall be appointed from their number by the Committee at its first meeting after election, and shall not be so appointed by the full Members.
56. The procedure as to nominations and the conduct and declaration of the election shall be as prescribed by by-law and until so prescribed shall be determined by the Committee. Provided that only Full Members shall be entitled to vote at the election of the Committee and the Committee shall not be validly elected unless the number of members entitled to vote at the time of the closing of the ballot shall exceed one-half of all Full Members.
57. At the Annual General Meeting in each year all members of the committee shall retire from office but shall be eligible for re-election.
58. All retiring Members of the Committee shall hold office until the election of their successors.
59. Any casual vacancy occurring among the Members of the Committee may be filled by the Committee but any person so chosen shall retain his office only until the next Annual General Meeting.
60. The continuing Committee may act notwithstanding any vacancy in their body but if and so long as their number is reduced below seven the continuing Committee may

act for the purpose of increasing the number of Members of the Committee or summoning a General Meeting of the Club but for no other purpose.

61. The members of the Club may by Special Resolution remove any Member of the Committee before the expiration of his period of office and may by an Ordinary Resolution appoint another person in his stead.

62. DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

The Office of a Member of the Committee shall be vacated if the Member:

- (a) Voluntarily or compulsory sequesters his estate or appoints a trustee thereof or enters into any deed of composition or arrangement with his creditors; or
- (b) Becomes prohibited from being a Member of the Committee by reason of any order made under the Code; or
- (c) Becomes a patient or an incapable person or a mentally ill person within the meaning of these terms in the Mental Health Act, 1958 of New South Wales or any enactment by which that Act is replaced; or
- (d) Resigns his office by notice in writing to the Committee; or
- (e) Fails without leave of absence to attend more than three consecutive duly constituted meetings of the Committee; or
- (f) Is directly or indirectly interested within the meaning of the Code in any contract with the Club or participates in the profits of any contract with the Club; or
- (g) Ceases to be a member of the Club; or
- (h) In the opinion of the Committee has been guilty of conduct unbecoming a member of the Club or detrimental to the reputation and interests of the Club; or
- (i) Is removed from office under Article 61 hereof.

PROVIDED HOWEVER that a Member of the Committee shall not vacate his office by reason of his being a member of any corporation firm or society or association which has entered into contracts with or done any work for the Club if he shall have declared the nature of his interest in the manner required by the Code.

63. SUB COMMITTEES

The Committee may delegate any of their powers to special interest Sub-Committees consisting of at least one member of the Committee with such other members as it thinks fit. Any Sub-Committee so formed is to be chaired by a member of the Committee and shall in the exercise of the powers as delegated conform to any regulation or conditions that may be imposed on it by the Committee. Any decisions of such Sub-Committees are to be of no effect unless and until ratified by the Committee.

64. The meetings and proceedings of any Sub-Committee constituted under the preceding Article shall be governed by the provisions herein contained for regulation of meetings and proceedings of the Committee so far as the same are applicable hereto and are not superseded by any regulations made by the Committee.

65. PROCEEDINGS OF COMMITTEES

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

66. It shall not be necessary to send notice of any meeting of the Committee to any Member of the Committee who may be absent from the State of New South Wales nor shall any meeting of the Committee be invalid on the ground that notice of such meeting was not sent to or received by any Member of the Committee in sufficient time to enable him to be at such meeting.
67. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it has been passed at a meeting of the Committee duly called and constituted.
68. At all meetings of the Committee, the President or in his absence a Vice-President shall be chairman. In the absence of the President and Vice-Presidents, the members of the Committee may elect one of their number to be Chairman.

69. POWERS AND DUTIES OF THE COMMITTEE

The business and affairs of the Club and all its funds property assets and rights shall be managed by the Committee who may exercise all such powers of the Club as are not by the Code or these Articles required to be exercised by the Club in General Meeting subject nevertheless to these Articles and to the provisions of the Code. The Committee may from time to time make by-laws for the conduct of the business and affairs of the Club.

70. The Committee shall meet together once at least in each month for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit.
- The Honorary Secretary at the request of any two members of the Committee shall summon a meeting of the Committee.
71. The Committee shall cause Minutes to be made in books provided for the purpose and kept by the Secretary:-
- (a) Of all appointments made by the Committee;
  - (b) Of all resolutions and proceedings at all meetings of members of the Club and of the Committee and of any Sub-Committee;
  - (c) Of all meetings at which any person is admitted to membership and there shall be recorded therein the names and numbers of members present and voting at such meetings.
72. The quorum for the Committee meeting, subject to Article 59 hereof shall be not less than seven (7) Members of the Committee.

73. ACCOUNTS

Subject to the Act the financial year of the Club shall commence on the 1<sup>st</sup> day of July in each year and shall end on the last day of June in the following year.

74. The Committee shall cause accounts and books to be kept showing the true financial affairs of the Club and shall prepare and cause to be published all such reports and accounts as may be required by the Code or the Registered Clubs Act, 1976.
75. The accounts shall be kept at the registered office of the club or at such other place as the Committee shall think fit and shall at all times be open to inspection by any Member of the Committee.
76. The Committee may from time to time direct 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 (not being a Member of the Committee) shall have any right of inspecting any account or book or document of the Club except as conferred by Statute or authorised by the Committee or by a resolution of the Club in General meeting or by the Articles of Association or by-laws.
77. The Committee shall once at least in every calendar year lay before the Club in General Meeting:
- (a) An income and expenditure account for the period since the preceding account made up to the end of the Financial year containing such particulars as are required by the Code to be shown therein.
  - (b) A balance sheet as at the date to which the income and expenditure account is made up containing such information particulars and statements as are required by the Code or the Registered Clubs Act 1976 signed by at least two of the Members of the Committee of the Club and there shall be attached to such balance sheet a report by the Committee with respect to the state of the Club's affairs including such information in respect of all such matters as is required by the Code or the Registered Clubs Act, 1976 to be included therein.
78. The Club shall comply in all respects with the requirements of the Code and the Registered Clubs Act, 1976 in the preparation, publication and auditing of all books of account, balance sheets, profit and loss accounts and other financial statements.
79. The Auditor may be a member of the Club provided he is not disqualified by the Code or the Registered Clubs Act, 1976.

80. NOTICES

A notice may be given by the Club or by the Committee to any member either personally or by sending it by post or by telegram to him at his registered address or (if he has no registered address within the State) to the address if any within the State supplied by him to the Club for the giving of notices to him.

Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the notice and to have been effected in the case of a notice of a General Meeting at the expiration of twenty-four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

81. LICENSED PREMISES

No person under the age of eighteen (18) years may use or operate or be allowed to use or operate poker machines on the premises of the Club and no liquor shall be sold or supplied to any person under the age of eighteen (18) years.

82. VISITORS

A member shall have the privilege of introducing visitors to the premises of the Club on any day that the Club is open but he shall first sign the Visitors' Book and enter therein such particulars as to the visitor as shall be required by these Articles or by law. No visitor shall be supplied with liquor in the Club premises unless on the invitation and in the company of a member.

Visitors shall remain on the Club premises only so long as the introducing member shall remain thereon.

83. POLITICAL ACTIVITY

- (1) Neither the Club nor the Committee shall in any way pledge its support to or adhere to or actively assist a political party or any organisation associated with or assisted or supported by a political party.
- (2) Only those persons will be eligible for membership who pursue the democratic principles of freedom, social justice and respect for human rights, and are not followers of communist, fascist or other totalitarian ideologies.

84. SEAL

The Committee shall provide for the safe custody of the Common Seal of the Company which shall inly be used by the authority of the Committee and every instrument to which the seal is affixed shall be signed by a member of the Committee and shall be countersigned by the Secretary or a second member of the Committee or by some other person appointed by the Committee for the purpose.