

CORPORATIONS ACT 2001

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
of
RICHMOND CLUB LIMITED**

ABN 14 001 034 911

1. Amended: 27 October 2004
2. Amended: 26 October 2005
3. Amended: 6 November 2006
4. Amended: 12 November 2008
5. Amended: 18 November 2009
6. Amended: 24 November 2010
7. Amended: 16 November 2011
8. Amended: 25 May 2012
9. Amended: 21 November 2018
10. Amended: 20 November 2019
11. Amended: 25 November 2020
12. Amended: 23 November 2022
13. Amended: 6 September 2023

MEMORANDUM OF ASSOCIATION

OF

RICHMOND CLUB LIMITED

ACN 001 034 911

1. The name of the Company (hereinafter called "the Club") is Richmond Club Limited.
2. The registered office of the Club shall be situated in Richmond or in such other place in New South Wales as the Board may from time to time determine.
3. The objects for which the Club is established are:
 - (a) to provide for members and for members' guests a social and sporting club with all the usual facilities of a club including residential and other accommodation, liquid and other refreshments, libraries and provisions for sporting and educational activities and other social amenities;
 - (b)
 - (i) To take over or otherwise acquire all of the assets and liabilities of an unincorporated association or club known as Richmond Ex Servicemen's Club.
 - (ii) To carry on such trade or business as may be hereafter determined for the benefit of the Club and not for individual profits.
 - (c) To purchase, hire, lease or otherwise acquire for the purpose of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
 - (d) To sell, convey, transfer, assign, mortgage, charge, give in exchange, dispose of, let, manage or otherwise deal with all or any of the property, real or personal, of the Club, subject to the requirements of the Liquor Act and the Registered Clubs Act.
 - (e) To invest and deal with any of the monies of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
 - (f) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
 - (g) To borrow money from time to time, and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the property, real or personal of the Club.
 - (h) To hold a club licence under the Liquor Act, gaming machine entitlements and own gaming machines under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the Club.
 - (i) To take or reject any gift of property, monies or goods whether subject to any special trust or not.

- (j) To erect, maintain, improve or alter any building or buildings for the purposes of the Club.
 - (k) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
 - (l) To establish, support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object.
 - (m) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them always provided they are not associated with party politics or sectarian activities or institutions.
 - (n) To do all such acts, deeds, matters and things, and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club for any of them.
 - (o) To own, operate, manage or carry on either directly or through a related body corporate, any aged care facility including, but not limited to, nursing homes, retirement villages, community care, respite care and any public benevolent institution including (and without limiting the generality of this provision):
 - (i) to carry on the activities services and business carried on by Hawkesbury Community & RSL Nursing Homes Limited or its successor;
 - (ii) to acquire by purchase, transfer or lease the land improvements and all the property and assets of Hawkesbury Community & RSL Nursing Homes Limited;
 - (iii) to do all things reasonably necessary to provide, extend and improve facilities and amenities for aged care and suitable accommodation for the disabled and frail in the Hawkesbury area by carrying on, extending and improving the services, facilities and amenities formerly undertaken by Hawkesbury Community & RSL Nursing Homes Limited.
 - (iv) to give assurances guarantees and undertakings in respect of the debts of Hawkesbury Community & RSL Nursing Homes Limited.
 - (p) To honor the memory of those who have suffered and died for Australia as members of the Australian Defence Forces or as members of their family or as members or family of members of forces of nations traditionally allied with Australia.
 - (q) To acknowledge and where possible support and participate in the traditional services of the Returned and Services League of Australia (NSW Branch) and of local sub branches of the Returned and Services League of Australia (NSW Branch).
4. The income and property of the Club whensoever 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 or amongst the 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 of any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club. Provided further that no member of the Board of Directors or governing body shall be appointed to any salaried office of the Club, paid by fees and that no remuneration shall be given by the Club to any member of such Board of Directors or governing body provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium to any such member in respect of special honorary services rendered, or the repayment to any such member of out of pocket expenses and interest on money lent, or hire of goods or rent for premises demised to the Club. The amount of such honorarium shall be approved by the members of the Club at a general meeting.

5. The liability of the 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 during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the Club and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding four dollars (\$4.00).
7. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to the Kurrajong and District Community Nursing Home.
8. True accounts shall be kept of the sums of money received and expended by the Club, and the matters in respect of which such receipt and expenditure take place and of the property, credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed, in accordance with the regulations of the Club for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more qualified persons who are a registered company auditor.

CORPORATIONS ACT 2001

**A Company Limited by Guarantee
and not having a Share Capital**

ARTICLES OF ASSOCIATION

of

RICHMOND CLUB LIMITED

ABN 14 001 034 911

DEFINITIONS

1. (a) In these presents unless there be something in the subject or context inconsistent therewith:

“The Act” means the Corporations Act 2001. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.

“Biennial General Meeting” means the Annual General Meeting of the Club to be held in the year 2005 (which shall be the first Biennial General Meeting) and every second annual general meeting thereafter being the meeting at which the Board of Directors is to retire and the members elect a new Board of Directors.

“The Board” means the members for the time being of the Board of Directors of the Club constituted in accordance with these Articles.

“By-laws” shall mean and include Rules.

“The Club” means Richmond Club Limited (ABN 14 001 034 911).

“Director” means any person who is a member of the Board of Directors referred to in Article 48.

“Chief Executive Officer” means the person who is appointed to the office of Secretary such person being responsible to the Board of Directors for the day to day management of the business and affairs of the Club.

“The Club Notice Board” means a board designated as such within the Club premises on which notices for the information of members are posted.

“Full Member” means a person who is an Ordinary member or a Life member of the Club.

“Gaming Machines Act” means the Gaming Machines Act 2002. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

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

“Liquor Act” means the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

“Month” means calendar month.

“Officers” include the Chairman, Vice-Chairman, Secretary and members of the Board but does not include the Auditor.

“Ordinary Member” means a member of the Club other than a Life, Provisional, Honorary or Temporary member of the Club.

“Registered Clubs Act” means the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

“Secretary” includes Acting Secretary, Honorary Secretary or Acting Honorary Secretary and Secretary Manager.

“Special Resolution” has the meaning assigned thereto by The Act.

“The Office” means the registered office for the time being of the Club.

“Voting Member” means a financial Ordinary Member (other than a Junior member) and a Life Member but does not include any member who is an employee of the Club.

- (b) A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:
- (i) If at the expiration of 30 days from the due date his subscription or any part thereof payable on that date remains unpaid; or
 - (ii) If any money (other than the subscription) owing by him to the Club has remained unpaid at the expiration of 14 days from service on him of a notice from the Club requiring payment thereof; and

in either case he shall be and remain unfinancial until payment in full of the amount owing.

2. Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

INTERPRETATION

3. A decision of the Board on the construction or interpretation of the Memorandum of Association of the Club or these Articles, or on any By-laws or Rules of the Club made pursuant to these Articles or on any matter arising thereout, shall be conclusive and binding

on all members of the Club, subject to such construction or interpretation being varied or revised by the Members of the Club in General Meeting or by the Supreme Court of New South Wales.

PRELIMINARY

4. Pursuant to Section 135(2) of the Act all Replaceable Rules referred to in the Act are hereby displaced or modified as provided by these Articles.
5. The Board shall pay out of the assets of the Club all costs charges and expenses of and incidental to the preparation of the Memorandum and Articles of Association and the formation and registration of the Club.
6. The Club is established for the purposes set out in the Memorandum of Association.
7.
 - (a) The Club shall be a non-proprietary Club.
 - (b) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he is a member of the governing body, or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.
 - (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a club licence.
 - (d) The Secretary or Manager, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
 - (e) Subject to subsection (2)(b) of section 73 of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part-payment by way of commission or an allowance from or on any such receipts.
 - (f) Subject to subsection (2) of section 74 of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.
8.
 - (a) An employee of the club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
 - (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
9.
 - (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply if the Club holds a club licence under the Liquor Act in respect of the sale, supply or disposal of liquor to

any person at a function in respect of which an authority is granted to the Club under Section 23 (1) (b) of the Registered Clubs Act.

- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

MEMBERSHIP

- 10. No person under the age of 18 years shall be admitted as a member of the Club other than as a Junior member.
- 11. The first members of the Club shall be:
 - (a) The signatories to the Memorandum of Association and to the Articles of Association of the Club upon incorporation.
 - (b) Every person who at the date of the incorporation of the Club was a member of the unincorporated Club known as "Richmond Ex-Servicemen's Club Limited". Such persons shall be elected by the Board to the class of Ordinary membership for which they are qualified.
- 12. A person shall not be admitted to membership of the Club except as an Ordinary member, Life member, Provisional member, Honorary member or Temporary member.
- 13. Unless and until otherwise determined by the Board there shall be only two classes of Ordinary membership namely:
 - (a) Ordinary members;
 - (b) Junior members.
- 13A. All persons who:
 - (a) being members of the Club at the date of the adoption of this Article 13A and also being members of Richmond Golf Club Limited ;
 - (b) being members of Richmond Golf Club Limited are, pursuant to the amalgamation between the Club and Richmond Golf Club Limited, admitted as Ordinary members (or in the case of persons under the age of 18 years, Junior members)

shall for the purposes of section 17AC(2) of the Registered Clubs Act be separately identified in the Register of Members as being Golf Club members.
- 14. The Full members of the Club entitled to vote at the election of the Board of the Club shall at all times comprise a majority of the Full Members of the Club.

RIGHTS OF MEMBERS AND ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

- 15. Subject to Article 8(a) and Article 14 and Article 15A, Financial Ordinary Members (other than Junior members) and Life Members shall be the only members of the Club entitled to attend and to vote at Annual General Meetings or General Meetings of members. Each such member shall have one vote.

- 15A. Those persons who being members of Richmond Golf Club Limited are admitted to Ordinary membership of the Club pursuant to the amalgamation between the Club and Richmond Golf Club Limited shall have full voting rights from the date of completion of the amalgamation but will not have the right to be nominated and elected or appointed to hold office as a director of the Club until three (3) years after the date of completion of the amalgamation
16. The rights of members to use the facilities of the Club shall be as the Board may determine from time to time by By-Law or otherwise.
17. The requirements for eligibility of persons for election to Ordinary membership other than Junior membership shall be that they are persons who are of or over the age of eighteen years who in the opinion of the Board of the Club are persons suitable to be members of the Club and are elected to Ordinary Membership of the Club in accordance with these Articles.

LIFE MEMBERS

18. Life Membership may be conferred upon an Ordinary Member who has rendered outstanding service to the Club or unincorporated Club. To be eligible for Life Membership an Ordinary Member must be nominated by one Ordinary Member and seconded by another. The nomination shall then be forwarded to the Board of the Club for approval. If such nomination is approved by the Board the nomination shall be referred to the next General Meeting of the Club and if such nomination is approved at such General Meeting the person nominated shall be a Life Member. Life Members are deemed to be Financial Ordinary Members and to enjoy the full privileges of the Club. Notwithstanding anything hereinbefore contained all persons who at the date of incorporation of the Club were Life Members of the unincorporated Club shall upon becoming Full Members of the Club be deemed to be Life Members of the Club.

JUNIOR MEMBERS

19. A Junior member shall be a person who is under the age of eighteen (18) years and who satisfies the Board that he or she has an interest in taking an active part in the sporting activities of the Club on a regular basis and from whose parent or guardian the Board receives written consent to that person becoming a Junior member of the Club and taking part in the sporting activities of the Club and who has been nominated for membership in accordance with these Articles and who in the opinion of the Board is suitable to be admitted to Junior membership of the Club. Junior members shall:
- (a) have full playing rights in respect of all the Club's sporting facilities;
 - (b) Be permitted to use only those licensed areas of the Club for which an authority under Section 22 of the Registered Clubs Act 1976 is in force but shall not be served with or consume alcohol in the Club;
 - (c) Be entitled only to those social privileges of the Club as may be determined by the Board from time to time;
 - (d) Not be eligible to hold office or vote at meetings of the Club or nominate persons for membership or introduce visitors to the Club;
 - (e) Not have any part in the management of the Club.

HONORARY MEMBERS

20. A person shall not be admitted as an Honorary Member of the Club unless he has the qualifications, as specified in these Articles for honorary membership of the Club.
21. The following may in accordance with the procedures established by the Board be made Honorary members of the Club:
- (a) The patron or patrons for the time being of the Club;
 - (b) Any prominent citizen visiting the Club for some special occasion.
22. An Honorary member shall be entitled only to the social privileges of the Club and to introduce guests into the Club but shall not be entitled to attend and vote at any meetings of the Club or take any part in the business and affairs of the Club.
23. Honorary members may be relieved of any obligation or liability with respect to the payment of Entrance Fees and/or subscriptions.
24. The Board shall have the power to cancel the membership of any Honorary member without notice and without assigning any reason therefore.

PROVISIONAL MEMBERS

25. (a) Any person who has lodged with the Secretary a nomination form in accordance with Article 1(b) and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for full membership of the Club.
- (b) Should a person who is admitted as a provisional member not be elected to full membership of the Club within six weeks from the date of lodging the nomination form with the Secretary or should his application for full membership be refused the annual subscription shall be returned to the person and that person shall forthwith cease to be a provisional member of the Club.
- (c) Provisional members shall be entitled only to the social facilities and amenities of the Club and to introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so but shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.

TEMPORARY MEMBERS

26. (a) A Temporary member shall mean a person who has the qualifications specified in these Articles for Temporary membership of the Club and is admitted to Temporary membership of the Club.
- (b) The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (i) Any visitor whose permanent place of residence 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);

- (ii) Full Members of other clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club;
- (c) (i) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (ii) 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;
- (iii) Temporary members shall be entitled to the social privileges of the Club but shall not be permitted to introduce guests into the Club other than a minor in accordance with Article 46;
- (iv) The Secretary of the Club or senior employee then on duty in the Club may terminate the membership of any temporary member at any time without notice and without having to provide any reason therefore;
- (v) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club who satisfies the requirements of paragraph (d) of this Article;
- (vi) When a Temporary member first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (1) the name in full or surname and initials of the temporary member;
 - (2) the residential address of the temporary member;
 - (3) the dates on which the period of temporary membership commences and ends;
 - (4) the signature of the Temporary member.
- (d) A Full member of any registered club who, at the invitation of the Board or of a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in a game or competition of a sporting or athletic nature to be conducted by the Club on that day shall be a Temporary member of the Club from the time on that day when he so attends the premises of the Club until the end of that day. Such Temporary member shall be relieved of the requirements of paragraph (c)(vi) of this Article 26.

TRANSFER OF MEMBERSHIP

27. The Board, at its discretion, may on the written application of a member transfer that member from any class of Ordinary membership to another class of Ordinary membership. Any member so transferred may at the discretion of the Board receive a refund or reduction of any entrance fee or subscription paid by or payable by him for the then financial year and may be required to pay the difference between the entrance and/or annual subscription applicable for his present membership and the entrance and/or annual subscription applicable to the class of membership to which he desires to be transferred.

ABSENTEE LIST

28. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the

State of New South Wales or residing outside that State. For the purpose of this Article the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on an Absentee List.

ELECTION OF MEMBERS

29. A person shall not be admitted as a member of the Club, other than as a Provisional member, a Life member, an Honorary member or a Temporary member, unless he is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection. The election shall be determined by a two-thirds majority of the Board or Election Committee.
30. (a) In respect of every nomination for membership there shall be completed a nomination form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address, email address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Memorandum and Articles of Association of the Club.
- (b) The nomination form together with the entrance fee (if any) and subject to Article 34 the annual subscription shall be lodged with the Secretary of the Club who shall forthwith cause the name of the candidate be exhibited in a conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the proposal of a person for election and his election.
31. (a) When a person has been elected to membership the Secretary shall cause notice of such election to be given personally or forwarded or posted to such person.
- (b) A copy of the Memorandum and Articles of Association of the Club shall be supplied to a member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act.
- 31A. (a) Articles 29 and 30 shall not apply to a person who is admitted as a member of the Club, pursuant to the amalgamation between the Club and Richmond Golf Club Limited. This Article 31A shall be the only rule to apply to the admission of such a person to membership of the Club.
- (b) A person shall be admitted as a member of the Club pursuant to the amalgamation with Richmond Golf Club Limited if that person:
- (i) is a full member (as that term is used in the Registered Clubs Act) of Richmond Golf Club Limited and the Independent Liquor and Gaming Authority has approved the amalgamation with that Club; and
- (ii) has agreed to be a member of the Club pursuant to the amalgamation.
- (c) The agreement referred to in paragraph (b)(ii) shall be in accordance with paragraph (d).
- (d) (i) as soon as practicable before Completion of the Amalgamation between the Club and Richmond Golf Club Limited the Club shall forward a notice to each person who is a member of Richmond Golf Club Limited (other than those who are already members of the Club or who have been expelled from or are under suspension from the Club);

- (ii) the notice referred to in sub-paragraph (i) above will be to the effect that the Club invites the person to become a member of the Club and that unless the person informs the Club in writing within fourteen (14) days from the date of the notice that the person does not accept the invitation then the person will be deemed to have accepted the invitation and consented to be a member of the Club with effect from the date of completion of the amalgamation;
- (iii) The name of each person who pursuant to this Article 31A is deemed to have consented to become a member of the Club shall (subject to the Club complying with section 30(2)(a) and (b) of the Registered Clubs Act in relation to that person) become a member upon the Board of the Club passing a resolution to that effect;
- (iv) All persons admitted to membership of the Club pursuant to this Article 31A shall be identified in the register of members as being Ordinary members or (if they are under 18 years of age) Junior members but shall also be identified as "Golf Club members" for the purposes of section 17AC(2) of the Registered Clubs Act.
- (v) Persons who are under the age of eighteen (18) years shall be admitted to Junior membership pursuant to this Article 31A provided that the consent of the parent or guardian of each such person (in accordance with Article 19) is received by the Club;
- (vi) All persons admitted to membership of the Club pursuant to this Article 31A shall be deemed to have paid the annual subscription applicable to their class of membership of the Club until the first date that annual subscriptions fall due for payment after the date of completion of the amalgamation between the Club and Richmond Golf Club.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

- 32. Members subscriptions shall be paid annually or if the Board so directs and approves by quarterly or half-yearly instalments or for more than one year and in advance. The time and manner of payment thereof and all other matters pertaining thereto not specifically provided for by these Articles shall be as prescribed by the Board from time to time.
- 33. The entrance fees and subscriptions or payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription payable by Ordinary members shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act and shall fall due for payment on the first day of June each year.
- 34. Any candidate elected during the financial year to any class of membership shall in respect of that financial year pay one-half of the annual subscription only if he shall be elected after the expiration of six months from the date of commencement of the financial year.
- 35. If the entrance fee or subscription or any part thereof of any member shall not be paid within a period of 30 days from the date upon which it shall fall due for payment the Secretary shall give to the member in default 14 days written notice within which such entrance fee or subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting member shall from that date be debarred from all privileges of membership and his name shall be removed from the register of members of the Club.
- 36. The Board shall have power to make charges and levies on Ordinary Members for general or special purposes.

PATRONS

37. The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons if not already a Full Member or Full Members shall thereupon be deemed to be Honorary members of the Club and subject to these Articles shall remain Honorary members while they remain a Patron.

ADDRESSES OF MEMBERS

38. Members must advise the Secretary of the Club of any change to their details (including address, email address and telephone number) within seven (7) days of the change.

REGISTERS OF MEMBERS AND GUESTS

39. The Club shall, in accordance with the Registered Clubs Act, keep the following registers:
- (a) A register of persons who are Full members. This register shall set forth in respect of each of those members:
 - (i) the name in full; and
 - (ii) the occupation;
 - (iii) the address;
 - (iv) the date on which the entry of the member's name in the register is made;
 - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
 - (b) A register of persons who are Honorary members. This register shall set forth in respect of each of those members:
 - (i) the name in full or the surname and initials; and
 - (ii) the address.
 - (c) A register of persons who are Temporary members (other than Temporary members referred to in Article 26(d)). This register shall set forth in respect of each of those members:
 - (i) the name in full or the surname and initials; and
 - (ii) the address;
 - (iii) the signature of the member.
 - (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members. This register shall set forth in respect of each of those guests:
 - (i) the name in full or the surname and initials; and
 - (ii) the address;

- (iii) the date on which the entry of the guest's name in the register is made;
- (iv) the signature of the member introducing the guest.

SUSPENSION AND EXPULSION

40. If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum of Association or of these Articles of the Club or the By-Laws thereof or be in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which in the opinion of the Board is unbecoming of a member or which shall render him unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase his name from the register of members provided that:
- (a) Such member shall be notified of any charge against him pursuant to this Article by notice in writing by a prepaid letter posted to his last known address at least fourteen clear days before the meeting of the Board at which such charge is to be heard.
 - (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
 - (c) The voting by the members of the Board present at such meeting shall be by secret ballot and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Board present vote in favour of such motion.
 - (d) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to, any representations made to it in writing, by the member charged.
 - (e) Any decision of the Board of such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision. No appeal whatsoever shall lie from a decision of the Board pursuant to this Article and any member reprimanded, suspended or expelled pursuant to this said Article shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or Board or any member thereof by reason of such reprimand, suspension, expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.
41. In the event that a notice of charge is issued to a member pursuant to paragraph (a) of Article 40 the Board and separately the Secretary shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
42. Any member suspended pursuant to Articles 40 or 41 shall during the period of such suspension not be entitled to:
- (a) attend at the premises of the Club for any purpose without the permission of the Board;
 - (b) participate in any of the social or sporting activities of the Club or any sub-club of the Club;
 - (c) attend or vote at any meeting of the Club;

- (d) nominate or be elected or appointed to the Board;
- (e) propose, second or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any person for membership of the Club;
- (g) propose, second or nominate any eligible member for Life membership.

REMOVAL OF PERSONS FROM THE CLUB

43. (a) In addition to section 77 of the Liquor Act the Secretary or subject to paragraph (c) of this Article 43 an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club; or
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or Liquor Act; or
 - (iv) who hawks, peddles or sells any goods on the premises of the Club; or
 - (v) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant;
 - (vi) who, within the meaning of the *Smoke-Free Environment Act*, smokes while on any part of the premises which is smoke-free;
 - (vii) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to paragraph (a) of this Article 43 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (c) of this Article 43) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting the provisions of section 77 of the Liquor Act the employee who under these Articles is entitled to exercise the powers set out in this Article shall be:
- (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; and
 - (ii) Any employee authorised by the Secretary to exercise such power.
- (d) Without limiting Article 1(c) if a person has been refused admission to or turned out of the Club in accordance with Article 43(a) the person must not re-enter or attempt to re-enter the Club within twenty four hours of being refused admission or being turned out.

- (e) Without limiting Article 1(c) if a person has been refused admission to or turned out of the Club pursuant to Article 43(a) the person must not:
 - (i) remain in the vicinity of the Club;
 - (ii) re-enter the vicinity of the Club within six hours of being refused admission or being turned out.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 44. (a) A member may at any time resign from his or her membership of the Club by either:
 - (i) giving notice in writing to the Secretary; or
 - (ii) returning his or her membership card to an officer of the Club and clearly indicating to that officer that he or she resigns from membership.
- (b) A resignation pursuant to Article 44(a) shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- (c) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance or subscription fee or otherwise) shall ipso facto forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of his membership of the Club and any other moneys due by him at the date of cessation of his membership of the Club or for which he is or may become liable under Clause 6 of the Memorandum of Association.

GUESTS

- 45. (a) All members (excluding Junior members) shall have the privilege of introducing guests to the Club and when a member brings a guest to the Club and (unless the guest is a minor) he shall complete the Register of Guests as required by these Articles. No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by By-law, nor shall he introduce any person as a guest who has been expelled from the Club, who is currently under suspension or who has been turned out or refused admission to the Club.
- (b) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (c) The Board shall have power to make By-laws from time to time regulating the terms and conditions on which guests may be admitted to the Club.
- (d) No guest shall be supplied with liquor on the premises of the Club except on the invitation and in the company of a member.
- (e) The guest of a member shall at all times while on the premises of the Club remain in the reasonable company of the member who signed the Register in respect of that guest.
- (f) A guest shall not remain on the premises of the Club any longer than the member who signed the Register in respect of that guest.

46. A Temporary member may bring into the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the Temporary member is a responsible adult.
47. For the purposes of Article 46, “responsible adult” mean an adult who is:
- (a) a parent, step-parent or guardian of the minor; or
 - (b) the minor’s spouse or de facto partner;
 - (c) for the time being, standing in as the parent of the minor.

BOARD OF DIRECTORS

48. (a) Until the conclusion of the September 2023 General Meeting, the Board shall consist of a Chairperson, a Vice Chairperson and six (6) other Board members.
- (b) On and from the conclusion of the September 2023 General Meeting, the Board shall consist of a Chairperson, a Vice Chairperson and four (4) other Board members.
49. (a) Until the Annual General Meeting in 2005, the Board shall be elected annually. At and from the Annual General Meeting in 2005 the Board shall be elected biennially.
- (b) The persons so appointed shall hold office only until the conclusion of the following Biennial General Meeting, when they shall retire but shall be eligible for re-election.
- (c) A person shall not be elected to or hold office as a member of the Board unless he is an Ordinary member (other than Junior member) or Life member of the Club.
- (d) No member currently under suspension shall be elected to office or perform duties as holder of an office or member of any committee while he remains unfinancial or during the period of such suspension.
- (e) A member who is:
- (i) an employee; or
 - (ii) currently under suspension;
 - (iii) not a Financial member,
- shall not be eligible to stand for or be elected or appointed to the Board.
- (f) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

ELECTION OF BOARD

50. The election by ballot of the Board shall be conducted in the manner set out in this Article 50 and in accordance with guidelines which are not inconsistent with guidelines for club

elections published by ClubsNSW from time to time ("the Guidelines") adopted by the Club by By-law, provided that, in the case of any inconsistency between the provisions of this Article 50 and the Guidelines, the provisions of Article 50 shall prevail.

- (a) The date and time of the last day for receiving nominations for election to the Board ("the close of nominations"), shall be posted on the Club Notice Board at least fourteen (14) days prior to the close of nominations.
- (b) The close of nominations shall be twenty-one (21) days prior to the date of the Biennial General Meeting.
- (c) Nominations for election of a director shall be made in writing and signed by two Voting or Life members and the nominee who shall hereby signify his or her consent to the nomination.
- (d) The nomination shall specify the position on the Board for which the nominee is nominated.
- (e) A nominee for election to the Board must provide to the Club the following information in such manner as determined by the Board from time to time when submitting a nomination and by giving the information and submitting a nomination consents to the information being sent to members for the purposes of the election:
 - (i) the full name of the member;
 - (ii) the membership number of the member;
 - (iii) for how long the member has been a member of the Club;
 - (iv) a profile of not more than fifty (50) words describing the member's involvement in Club activities and the experience and skills that member would bring to the role of a Director of the Club if they are elected to the Board;
 - (v) a recent passport style photograph of the member.
- (f) Any eligible member may be nominated for more than one position on the Board but shall only be entitled to hold one such position. The order of seniority of positions on the Board shall be:
 - Firstly: Chairperson
 - Secondly: Vice Chairperson
 - Thirdly: Ordinary Board Member
- (g) The Secretary shall upon receipt of a nomination forthwith post on the Club Notice Board the name of the candidate, the names of his or her proposers and the position for which that candidate has been nominated.
- (h) If by the close of nominations the number of candidates duly nominated for any position equals the number required to be elected those candidates shall be declared duly elected.
- (i) If by the close of nominations the number of candidates nominated for any position is less than is required by these Articles to fill the position then those candidates who are nominated for that position shall be declared elected and additional nominations may, with the consent of the nominee or nominees, be made at the meeting for the vacancies then remaining.

- (j) If by the close of nominations there are more than the required number of candidates nominated for any position an election by secret ballot shall take place in respect of that position in accordance with paragraphs (j) to (u) of this Article 50.
- (k) The Board shall appoint a Returning Officer to take charge of the ballot and not more than four (4) Assistant Returning Officers who shall also act as scrutineers of the ballot.
- (l) For the purposes of this Article 50, the Returning Officer and Assistant Returning Officers may be representatives of the Electoral Commissioner for New South Wales.
- (m) The Returning Officer and Assistant Returning Officers must not vote in any ballot.
- (n) The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of ballot papers and the counting of votes and shall report the result of the ballot to the Chairperson of the Club and the Secretary and shall declare the result at the Biennial General Meeting.
- (o) Ballots shall be taken separately for each position and in the event of a candidate standing for more than one position then upon his/her election to a position his/her name shall be deleted from all lower positions (having regard to paragraph (e) for which he/she is a candidate.
- (p) The ballot shall be conducted on the Club's premises on such days and between such hours as may be determined by the Board from time to time but so as to give as many members as possible a reasonable opportunity to vote in the ballot.
- (q) Notice of the dates and times for the conduct of the ballot shall be posted on the Club Notice Board at least fourteen (14) days prior to the date of the Biennial General Meeting.
- (r) A member shall record his or her vote by placing on the ballot paper numbers against the names of each of the candidates for a position in the member's order of preference so that the number '1' will be placed against the candidate which is the member's first preference, the number 2 against the candidate which is the member's second preference and continuing in numerical order until a number has been placed against all candidates for that position. Failure to comply with these requirements shall render the ballot paper for that position informal and it will not be counted for the purpose of determining the ballot.
- (s) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (t) In the event of an equality of votes for any position, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
- (u) The Board shall have the power to make by-laws not inconsistent with this Article 50 regulating all matters in connection with the election of the Board.
- (v) The result of the ballot shall be reported by the Returning Officer to the Secretary and shall be declared at the Biennial General Meeting by the Returning Officer.

POWERS OF BOARD

51. The Board shall be responsible for the management of the business and affairs of the Club.

52. The Board may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of these presents. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) to delegate any of its powers to committees consisting of such member or members of its body and/or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The Chairman shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.
 - (b) To make such By-Laws not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
 - (i) Such matters as the Board is specifically by these Articles empowered to regulate by By-law.
 - (ii) The general management control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The management and control of play and dress on the greens.
 - (v) The upkeep and control of the greens.
 - (vi) The control and management of all competitions.
 - (vii) The conduct of members.
 - (viii) The privileges to be enjoyed by each category of members.
 - (ix) The relationship between members and club employees.
 - (x) And generally all such matters as are commonly the subject matter of the Club Rules or By-laws or which by the Memorandum and Articles of Association are not reserved for decision by the Club in general meeting.
 - (c) To enforce the observance of all By-laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (d) 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 it shall think fit.

- (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (f) 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 any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) To sell, exchange or otherwise dispose of any furniture fittings, equipment, plant or other goods or chattels, and any land or buildings belonging to the Club and to lease any property of the Club to exchange or sell any of the lands, buildings or any property or rights to which the Club may be entitled from time to time PROVIDED that the power of the Board in relation to any disposal of land of the Club which is subject to Section 41E of the *Registered Clubs Act* shall not be exercised until the requirements of that sub-club and any applicable Regulations made under the *Registered Clubs Act* have been satisfied.
- (k)
 - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Articles.
- (m)
 - (i) To create sub-clubs and committees for the conduct, management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sub-clubs and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sub-clubs or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sub-clubs or committees and

the conduct and activities thereof and also to terminate and dissolve any such sub-club or committee or to reconstitute the same on a similar or different basis.

- (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such sub-club (provided it be described as a sub-club of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with these Articles or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.
- (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
- (iv) Subject to the general control and supervision of the Board each such sub-club shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the sub-club shall also be produced regularly and promptly for inspection by or on behalf of the Board.
- (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such sub-club may be amended from time to time by a majority of the members for the time being of such sub-club at a general meeting of such members either annually or at a meeting convened specifically for such purpose: provided that no amendment proposed to and approved by the meeting of members of the sub-club shall have effect unless and until it shall have been approved by resolution of the Board.
- (vi) Any disciplinary action by the sub-club in respect of any member of such sub-club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
- (n)
 - (i) Without limiting paragraph (m) of this Article 52 there will be a sub-club hereafter called "the Richmond Golf Club" to which the provisions of paragraph (m) shall apply but subject to this paragraph (n).
 - (ii) The first members of the Richmond Golf Club will be the Golf Club members referred to in Article 13A who have paid the current subscription for golfing membership of Richmond Golf Club Limited as at the date of Completion of the Amalgamation between the Club and that club and such other members of the Club who wish to play golf using the golfing facilities of and amenities of the Richmond Golf Club at 34 Bourke Street, East Richmond and who are admitted to membership of the Richmond Golf Club.
 - (iii) The sport of golf conducted by the Richmond Golf Club will be managed by a Golf Club Management Committee.
 - (iv) The first Golf Club Management Committee will consist of the Board of Directors of the Richmond Golf Club Limited (as at Completion of the Amalgamation between the Club and the Richmond Golf Club Limited) and the approved manager (if any) of the former premises of the Richmond Golf Club Limited.

- (v) The first Golf Club Management Committee will continue in office until the first Annual General Meeting of the amalgamated club following completion of the amalgamation between the Club and the Richmond Golf Club Limited.
- (vi) From the first Annual General Meeting of the Club following Completion of the Amalgamation between the Club and the Richmond Golf Club Limited, the Golf Club Management Committee will comprise:
- the Course Superintendent of the golf course;
 - the approved manager (if any) of the former premises of the Richmond Golf Club Limited;
 - the Secretary of the Club or his/her nominee;
 - four (4) members of the Richmond Golf Club who will be elected in accordance with the Constitution of the Richmond Golf Club to be established pursuant to paragraph (m) of this Article 52. The four (4) members so elected will hold office until the second annual general meeting after that at which they were last elected.
- (vii) Two (2) members of the Golf Club Management Committee will be invited to attend any monthly meeting of the Board at which there is an agenda item of business that is related to golf for the purpose of giving recommendations to the Board.
- (viii) The Golf Club Management Committee will be entitled to make recommendations to the Board in relation to the management of golf and the golf course but will not have the authority of the Board of the Club. Recommendations of the Golf Club Management Committee will be considered at meetings of the Board of the Amalgamated Club.
- (ix) The Golf Club Management Committee will make determinations within a budget as agreed with the Board of the Club and in consultation with the management of the Club on the following matters:
- the golf subscription non affiliation component;
 - green fees;
 - golf competitions, events and fees;
 - golf carts and fees;
 - golf playing rights of members including various levels of golf.
- (x) The members of the Richmond Golf Club entitled to vote in an election of the Golf Club Management Committee will be only those full members of the Club who have paid a membership subscription that includes a golf subscription affiliation component and a golf subscription non-affiliation component and who meet any other additional requirements for membership of the Richmond Golf Club or as determined by By-Laws of the Club.
- (xi) The Golf Club Management Committee will meet at least monthly and at such other times as determined by the Golf Club Management Committee. The Secretary of the Club or his or her nominee will be entitled to receive

notice of and attend all meetings and receive a copy of all minutes of meetings of the Golf Club Management Committee.

- (xii) Life members of the Richmond Golf Club Limited will be recognised as Life members of the Richmond Golf Club but will not be Life members of the Club.

- 53. Any By-laws made under these Articles shall come into force and have the full authority of a By-law of the Club on being posted upon the Club Notice Board.

PROCEEDINGS OF THE BOARD

- 54. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The Chairman shall preside at every Meeting of the Board or if at any meeting he is not present or is unwilling or unable to act then a Vice-Chairman shall act as Chairman. If no Vice-Chairman is present or is unwilling or unable to act then the Board members present may elect their own Chairman. The quorum for meetings of the Board shall be four (4) members of the Board personally present.
- 55. The Chairman may at any time and the Secretary upon the request of not less than three members of the Board shall convene a meeting of the Board.
- 56. Subject to these Articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall not have a second or casting vote.
- 57. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
- 58. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board 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 Board.
- 59. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board. In addition to this Article 59, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by each director sending a reply email to the Club to that effect. The resolution shall be passed when the last director has sent their reply email agreeing to the proposed resolution.
- 59A. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

MATERIAL PERSONAL INTERESTS OF DIRECTORS

60. Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:
- (a) declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Article 61.
61. Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.

REGISTERED CLUBS ACCOUNTABILITY CODE

62. The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Articles 62 to 63K inclusive.
63. For the purposes of Articles 62 to 63K inclusive, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

Contracts with Top Executives

- 63A. The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (a) the top executive's terms of employment; and
 - (b) the roles and responsibilities of the top executive;
 - (c) the remuneration (including fees for service) of the top executive;
 - (d) the termination of the top executive's employment.
- 63B. Contracts of employment with top executives:
- (a) will not have any effect until they approved by the Board; and
 - (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

Contracts with Directors or Top Executives

- 63C. The Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 63D. A "pecuniary interest" in a company for the purposes of Article 63C does not include any interest exempted by the Registered Clubs Act.

Contracts with Secretary and Managers

- 63E. Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- (a) the Secretary or a manager; or
 - (b) any close relative of the Secretary or a manager;
 - (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

Loans to Directors and Employees

- 63F. The Club must not:
- (a) lend money to a director of the Club; and
 - (b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

Restrictions on the Employment of Close Relatives of Directors and Top Executives

- 63G. A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- 63H. If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

Disclosures by Directors and Employees of the Club

- 63I. A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
 - (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
 - (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
 - (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- 63J. The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Article 63I.

Provision of Information to Members

63K. The Club must:

- (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates; and
- (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

VACANCIES ON BOARD

64. Subject to the provisions of these Articles the members in General Meeting may by ordinary resolution of which special notice has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or their period of office and may by ordinary resolution appoint another person or persons in his or their stead. Any person so appointed shall hold office during such time only as the person whose place he is appointed would have held the same if he had not so removed.

65. The office of Chairman, Vice-Chairman, and a member of the Board shall ipso facto be vacated -

- (a) If he is disqualified for any reason referred to in Section 206B of the Act.
- (b) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (c) If he is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves that his office be vacated.
- (d) If by notice in writing given to the Secretary he resigns his office.
- (e) If he becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, Liquor Act or Registered Clubs Act.
- (f) If he ceases to be a member of the Club.
- (g) If he fails to declare the nature of his interest in a contract or office or property as provided by the Act.
- (h) if he becomes an employee of the Club.
- (i) If he fails to complete the mandatory training requirements for directors referred to in Article 49(f) within the prescribed period (unless exempted).

66. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Biennial General Meeting.

GENERAL MEETINGS

67. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings.

68. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting. In this Article 68, the term "the request" shall mean the request referred to in this paragraph (b).

In Article 68 the term "the request" shall mean the request referred to in this paragraph (b).

- (c) The request must:
- (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board does not do so within 21 days after the request is given to the Club.
- (g) The meeting referred to in paragraph (f) of this Article 68 must be called in the same way - so far as is possible - in which general meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.
- (h) To call the meeting the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the members the copy of the Register without charge.
- (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with this Article 68. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
69. (a) At least 21 days notice must be given of the Annual General Meeting and of any general meeting of the members of the Club.
- (b) A notice of a general meeting of the Club's members must:
- (i) set out the place, date and time of the meeting; and
 - (ii) state the general nature of the meeting's business; and

- (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution;
- (c) A copy of a notice of a general meeting of the members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

70. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the Minutes of the previous Annual General Meeting;
 - (b) To receive and consider the reports referred to in Article 85;
 - (c) At each Biennial General Meeting to declare the results of any election for the Board and conduct any further election of directors and/or office bearers that may be necessary;
 - (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) To deal with any other business of which due notice has been given.
71. (a) The Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS

- 71A. The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act, The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Article 71A will not operate in relation to a meeting called pursuant to a request or requisition of members.

USE OF TECHNOLOGY FOR GENERAL MEETINGS

- 71B. The Club may hold a general meeting at two (2) or more venues using technology that gives the members as a whole a reasonable opportunity to participate at the meeting.

MEMBERS' RESOLUTIONS

72. (a) The following members may give the Club notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution;
or
 - (ii) at least 100 members who are entitled to vote at a general meeting;
- (b) The notice must:
- (i) be in writing; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy;
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice.
73. (a) If the Club has been given notice of a resolution under Article 72, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (e) The Club need not give notice of the resolution:
- (i) if it is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
74. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
- (i) a resolution that is proposed to be moved at a general meeting; or
 - (i) any other matter that may be properly considered at a general meeting;

- (b) The request must be made by:
 - (i) members with at least 5% of the votes that may be cast on the resolution;
or
 - (ii) at least 100 members who are entitled to vote at the meeting.
- (c) The request must be:
 - (i) in writing; and
 - (ii) signed by the members making the request; and
 - (iii) given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Club;
- (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting;
- (g) The Club is responsible for the cost of making the distribution if the Club receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:
 - (i) if the statement is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are responsible for the expenses of the distribution unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

75. A general meeting of the members of the Club must be held for a proper purpose.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 76. (a) The Club's auditor is entitled to attend any general meeting of the Club;
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor;
- (c) The auditor is entitled to be heard even if:
 - (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

77. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum if convened on the requisition of members shall not be less than thirty (30) members present and entitled to vote and at all other General Meetings and at all Annual General Meetings shall not be less than twenty (20) members present and entitled to vote.
78. If within fifteen (15) 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 or to such other day time and place as the Board may determine but such period shall not exceed 21 days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
79. The Chairperson shall be entitled to take the chair at every General Meeting. If the Chairperson is not present within fifteen minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice- Chairperson shall act as Chairperson. If no Vice-Chairperson is present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to be chairperson of the meeting.
80. (a) Except in the case of a Special Resolution every question submitted to a meeting shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting shall have a second or casting vote.
- (b) A person shall not:
- (i) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- (ii) Vote at any election including an election of a member or of the Board, as the proxy of another person.
81. At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
82. (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.
83. The Chairman of a Meeting may with the consent of the 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. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is

adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

84. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

85. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
86. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
87. (a) The Board shall, not less than twenty-one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club report to members in accordance with Division 4 of Part 2M.3 of the Act.
- (b) In accordance with section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
- (i) the financial report of the Club;
 - (ii) the directors' report and
 - (iii) the auditor's report on the financial report.
88. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or such other period as having regard to the Act, the Board may determine.
89. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

90. At any time there shall only be one Secretary of the Club who shall be appointed by the Board and shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

SEAL

91. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board of the Club previously given and in the presence of at least two members of the Board who shall sign every instrument to which the 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 Board. Notwithstanding this, the Club may execute a document (including a deed) without the Seal if the document is signed by two (2) directors or one (1) director and the Secretary.

NOTICES

92. A notice may be given by the Club to any member either:
- (a) personally;
 - (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution; or
 - (c) by sending it to the electronic address (if any) nominated by the member; or
 - (d) by notifying the member in accordance with Article 93 in the case of notices of general meetings.
93. If a member nominates:
- (a) an electronic means (nominated notification means) by which the member may be notified that notices of general meetings are available and
 - (b) an electronic means (nominated access means) the member may use to access the notice of meeting;
- the Club may give the member notice of a meeting by notifying the member using the nominated notification means that:
- (c) the notice of meeting is available; and
 - (d) how the member may use the nominated access means to access the notice of meeting.
- 93A. Where a notice is sent by post to a member in accordance with Article 92 or 93 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- 93B. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.
- 93C. (a) Notwithstanding anything contained in this Constitution, the Club may give a written notice to any member requiring that member to nominate to the Club:
- (i) an electronic address as referred to in Rule 92(c) to which notices of meetings can be sent by the Club to that member; or
 - (ii) an electronic “nominated notification” means referred to in paragraph (a) of Rule 93 by which the member may be notified that notices of general meetings are available and an electronic “nominated access” means referred to in paragraph (b) of Rule 93 by which the member may access notices of general meetings.
- (b) If a member who has been given a notice pursuant to paragraph (a) of this Rule 93C does not nominate to the Club the information referred to in the notice within twelve (12) weeks of the date on which the notice was posted to that member, that member is thereby deemed to have elected not to receive notices of general meetings including Annual General Meetings of the Club.

- (c) A member who has been deemed to have elected not to receive notices of general meetings and Annual General Meetings pursuant to paragraph (b) of this Rule 93C, may at any time provide to the Club the information referred to in the notice and upon receipt of that information by the Club, the member shall be deemed to have elected to receive notices of general meetings, including Annual General Meetings of the Club.

INDEMNITY TO OFFICERS

94. Every officer (as defined in Section 9 of the Act) of the Club and every auditor of the Club shall be indemnified out of the property of the Club against any liability incurred by him in his capacity as officer or auditor in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is under the Act granted to him by the Court in respect of any negligence, default, breach of any duty or trust.

GENERAL

95. The Articles of Association shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Articles are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.