

THE CORPORATIONS LAW

A Company Limited by Guarantee
And not having a Share Capital

ARTICLES OF ASSOCIATION

OF

ST. GEORGES BASIN COUNTRY CLUB LIMITED

INTERPRETATION

1. In these Articles –
 - “The Act” means The Corporations Law;
 - “The Registered Clubs Act” means the Registered Clubs Act 1976 (as amended);
 - “The Club” or “The Company” means the St. Georges Basin Country Club Limited;
 - “The Seal” means the Common Seal of the Club;
 - “Secretary” means any person appointed to perform the duties of a Secretary of the Club and includes an Honorary Secretary;
 - “State” means the State of New South Wales’
 - “Board” means the Board of Directors of the St. Georges Basin Country Club Limited;
 - “Bowls” means the game as adopted by the Royal New South Wales Bowling Association.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography and other modes of representing or reproducing the words in a visible form; Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act 1897 and the Act as in force at the date at which these Articles become binding on the Company.

PRELIMINARY

2. The Club is established for the purposes set out in the Memorandum of Association.
3. Deleted.
4. Deleted.
5. (a) The Club shall be a non-proprietary Club.
(b) All profits (if any) and other income of the Club shall be applied to the promotion of the purposes for which the members are associated together and

no payment of dividends or distributions of profits shall be made to or amongst the members of the Club. No person other than the Club or its members shall directly or indirectly derive any profit or advantage from any registration of the Club under the Registered Clubs Act 1976 (as amended) and any amendment thereof from any added value which may accrue because of such registration to the land upon which the Club's premises are situated.

- (c) The Secretary or any employee or 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 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 receipt to the Club for any liquor supplied or disposed of by the Club. Notwithstanding anything herein contained members of the Board of Directors may be entitled to receive an honorarium to be paid from the funds of the Club. The amount of such an honorarium shall be determined by the Club at the Annual General Meeting or Special General Meetings and may be subject to such conditions as the Club sees fit to impose. Provided however, that no payment or part payment to any Secretary, Manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
 - (d) Accommodation for members of the Club and their guests shall be provided and maintained from the joint funds of the Club except as hereinafter provided and no person shall be entitled to derive any profit or advantage from the Club which is not shared equally by every member.
 - (e) Provided that it shall not be a breach of these Articles if a member of the Club derives or is entitled to derive any profit, benefit or advantage from the Club that is not equally offered to every full member of the Club if (i) the member derived or is entitled to derive a profit, benefit or advantage not being a profit, benefit or advantage referred to in Paragraph (b) pursuant to a Contract including a Contract of employment or agreement with the Club and the deriving of or entitlement to the profit, benefit or advantage is in the opinion of the Licensing Court reasonable in the circumstances of the case or (ii) the profit benefit or advantage consists only of a bar allowance of fixed monetary value made to a member in respect of his services as a member of a governing body or of any committee of the Club and that allowance has been approved by resolution passed at a General Meeting of those members entitled to vote at the Annual Election of the governing body of the Club.
6. No liquor shall be sold or supplied to any person under the age of eighteen (18) years. No person under the age of eighteen (18) years shall use or operate or be allowed to use or operate poker machines in the premises of the Club.
7. No visitor to the Club shall be supplied with liquor in the Club premises unless on the invitation and in the company of a Member.

8. The number of members with which the Club proposes to be registered is three thousand (3,000) but the Board of Directors may from time to time register an increase of members.
9. (a) The subscribers to the Memorandum of Association and such other persons as the Board of Directors shall admit to membership in accordance with these Regulations shall be members of the Club. The Secretary shall keep on the Club premises a Register of Members setting forth the names in full, occupations and addresses of all members of the Club and the date of the latest payment by each member of their subscription. Such Register shall be open at any time to the inspection of the Inspector or any member of the Police Force authorised in writing by any member of the Licensing Court.

(b) Deleted
10. Deleted
11. Unless otherwise determined by the Board of Directors membership of the Club shall consist of the following classes or designations, namely:-
 - (a) Ordinary Members
 - (b) Honorary Members
 - (c) Life Members
 - (d) Temporary Members
 - (e) Provisional Members
 - (f) Junior Members
12. Ordinary Members and Life Members only shall be entitled to hold office (with the exception of the position of Patron or the office of Auditor or Auditors) in the Club or to be elected or appointed to the Board of Directors of the Club and to have the right to nominate any member to hold office or become elected or appointed to the Club Board of Directors as aforesaid and to vote at any meeting of the Club.
13. Deleted.
14. Junior membership may be granted by the Board to any person under the age of eighteen (18) years who has applied for membership as a Junior Member of the Club.

Junior Membership shall be limited to those persons under the age of eighteen (18) years who wish to participate in the sporting or cultural activities of the Club. Junior members are not eligible to:-
 - a. nominate or second the nomination of any person for membership of the Club;
 - b. nominate or second the nomination of any person for election to the Board;
 - c. be nominated for election to the Board;
 - d. vote at any general meeting of the Club;

- e. enter or remain upon the Club's premises otherwise than in accordance with the provisions of the Registered Clubs Act.

ORDINARY MEMBERS

15. Ordinary members shall comprise the following: any person whether male or female who has been duly elected to membership and who pays a prescribed fee and who has attained the age of eighteen (18) years.

HONORARY MEMBERS

16. Honorary Members shall be those persons who have been elected to the position of Patron of the Club or who are a prominent citizen or local dignitary upon whom the Board has resolved to bestow Honorary Membership for such time and upon such conditions as the Board may impose subject to these Articles. The Board may withdraw such Honorary Membership at any time without notice.

LIFE MEMBERS

17. A Life Member shall be an Ordinary Member who in consideration of exceptional valued and distinguished service to the Club is granted Life Membership by resolution of a general meeting of the Club following the submission to such meeting of an appropriate and unanimous recommendation of the Board of Directors. No such grant of Life Membership shall be made other than on the affirmative vote of two-thirds of the members present at any general meeting. No more than one Life Member shall be elected in any one financial year.

TEMPORARY MEMBERS

18. Temporary Membership may be granted by the Board or the Chief Executive Officer without payment of any fee or subscription to any person over the age of eighteen (18) years provided that person is either:-
 - a. an ordinary member or life member of another registered Club with similar objects to those of the Club;
 - b. an ordinary member or life member of a registered Club and who at the invitation of the Board or an ordinary member of the Club attends the Clubs premises for the purpose of participating in an organised sport or competition to be conducted by the Club on that day;
 - c. a person who is a visitor to the St. Georges Basin District and resided at a distance of not less than 5 kilometres from the premises of the Club.

PROVISIONAL MEMBERS

19. Provisional membership may be granted by the Board or the Chief Executive Officer to any person over the age of eighteen (18) years who has applied for membership as an ordinary member of the Club in accordance with Article 20 hereof and has paid the entrance fees and annual subscription payable pursuant to Article 24 hereof. Such provisional membership shall cease forthwith upon either the provisional member becoming an ordinary member, the proposal for membership being rejected or upon notice in writing by the Board or Chief Executive Officer.

ELECTION OF MEMBERS

20. All proposals for membership shall be made in writing on the form prescribed by the Board of Directors and shall be signed by the proposer and seconder who each shall be Ordinary Members of the Club to both of whom the applicant shall be personally known. When a person nominated is under the age of twenty-one (21) years his proposer and seconder shall be not less than twenty-one (21) years of age.

The nomination forms shall be delivered to the Secretary and shall bear the name and address of the person proposed for membership and the name and addresses of the proposer and seconder.

21. Every applicant for membership shall be dealt with at a meeting of the Board of Directors duly convened. The Board of Directors may reject any application for membership without assigning any reason for such rejection.
22. The name and address of each person proposed or nominated for membership of the Club shall be displayed in a conspicuous place in the Club premises for at least one (1) week before being submitted to the Board of Directors for election and an interval of not less than two (2) weeks shall elapse between the date upon which the proposal is received by the Secretary and the election.
23. When an applicant has been elected to membership the Secretary shall give such person notice of his election personally by forwarding or posting the same to such person. Upon payment of his entrance fee and first annual subscription the applicant shall become a member of the Club, provided nevertheless that if such payment be not made within one (1) calendar month after the date of the notice, the Board of Directors may in its discretion cancel its acceptance of the applicant for membership of the Club.

ENTRANCE FEES AND SUBSCRIPTIONS

24. The entrance fees and annual subscriptions payable by members of the Club shall be such as the Board of Directors shall from time to time prescribe, provided however that the Board of Directors may in such amount as it may see fit reduce subscriptions payable by social services or repatriation department pensioners.

Provided further that the annual subscription shall at no time be less than the minimum annual subscription prescribed by the Registered Clubs Act. The Board of Directors may in its discretion in the case of a member who is elected to membership after the 30th day of June fix the subscription of such newly elected member on a proportionate basis for the remainder of the Club's financial year.

25. All annual subscriptions shall become due and payable in advance on the first day of July in every year.

CESSATION OF MEMBERSHIP

26. If any member shall fail to pay his subscription within one calendar month after it becomes due the Board of Directors shall resolve that the member concerned by reason of such failure shall be excluded from membership and thereupon such member shall cease to be a member of the Club.
27. A member may at any time by giving notice in writing to the Secretary resign his membership of the Club but shall continue liable for any annual subscriptions and all arrears due and unpaid at the date of his resignation and for all moneys due by him to the Club and in addition for any sum not exceeding Two Dollars (\$2.00) for which he is liable as a member of the Club under Clause 5 of the Memorandum of Association of the Club.
28. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum of Association or of these Articles or of any Rule or By-Law of the Club or shall be guilty of any conduct of which in the opinion of the Board of Directors is unbecoming of a member or prejudicial to the interest of the Club the Board of Directors shall have power to reprimand, fine, suspend, or expel such member from the Club provided that at least seven days before the meeting of the Board of Directors at which a resolution to reprimand, fine, suspend, or expel such member is passed the member shall have had notice in writing of such meeting and of what is alleged against him and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that no member shall be expelled from the Club unless the resolution for his expulsion is passed by a majority of two thirds of those members of the Board of Directors present and voting.

Any member expelled pursuant to this Article shall forfeit all subscriptions previously paid by him and shall cease to have any right or any claim in or to any property of the Club.

Provided that where in the opinion of the Secretary any member may have been guilty of such refusal or neglect or such conduct as hereinbefore referred to, then the Secretary may at the time of giving notice to the member of the meeting at which a resolution to reprimand, fine, suspend or expel is to be put, suspend such member until such time as the meeting has been held, provided that such meeting shall be held within the period of fourteen (14) days from the date of such suspension.

- (a) Provided further that where in the opinion of the Secretary a member has been guilty of such refusal or neglect or such conduct as hereinbefore referred to and where in the opinion of the Secretary it is appropriate for such a member to be suspended for a period not exceeding one calendar month then the Secretary may suspend the member for a period which shall not exceed one calendar month. Any member who is so suspended by the Secretary may give notice in writing to the Secretary that he requires the matter to be dealt with by the Board of Directors whereupon the member shall be dealt with according to the provisions of Article 28.
29. No appeal whatsoever shall lie from the decision of the Board of Directors nor shall any member reprimanded, suspended or expelled or upon whom a fine has been imposed have any right of action whatever at law or in equity or other remedy whatsoever against the Club or the Board of Directors or any member thereof by reason of such reprimand, suspension, expulsion or fine or by reason of any act done or notice given prior to or consequent on or incidental to the same.

GENERAL MEETINGS

30. A General Meeting termed the Annual General Meeting shall be held as soon as practicable after the 30th June but not later than the last day in September of each year. All General Meetings, other than the Annual General Meeting, shall be called Special General Meetings.
31. The Board of Directors may whenever it thinks fit convene a Special General Meeting and Special General Meetings shall also be convened on requisition as provided for by the Act or in default by the requisitionists as provided by the Act.
32. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-one (21) days' notice at the least (exclusive of the day on which the notice is served is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Club.
33. All business shall be special that is transacted at a Special General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the report of the Board of Directors and Auditors, the election of officers and other members of the Board of Directors in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.

PROCEEDINGS AT GENERAL MEETINGS

34. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, thirty members present in person shall be a quorum.

35. If within half an hour 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 such date as the members present may then decide and those present at such adjourned meeting shall be entitled to transact the business whether there is a quorum present or not.
36. The President shall preside as Chairman at every General Meeting of the Club or in his absence a Vice-President. Should neither be in attendance within fifteen minutes after the time appointed for the holding of the meeting or if they are unwilling to act, the members present shall elect one of their number to be Chairman of the Meeting.
37. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting.
38. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on declaration of the result of the show of hands) demanded:-
 - (a) Deleted.
 - (b) By the Chairman, or
 - (c) By at least three members present in person.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost, 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 of proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

39. If a poll is duly demanded it shall be taken in such manner and either at once or after an 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 or adjournment shall be taken forthwith.
40. In the case of an equality of votes, whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
41. No member shall be entitled to vote at any General Meeting if his annual subscription shall be unpaid at the date of the meeting.

42. No person shall attend or vote at any meeting of the Club or at the Board of Directors or of any committee of the Club or vote in the election of or for the Board of Directors of the Club in the proxy of another person.

OFFICERS AND BOARD

43. The Board of Directors of the Club shall consist of a President, two Vice Presidents and four Directors. A ballot to elect the members of the Board shall be conducted in accordance with the provisions of Article No. 44 of the Articles of Association and the By-Laws of the Club immediately prior to the Annual General Meeting of the Club. The result of the ballot shall be declared at the Annual General Meeting.
- (a) The members of the Board shall be elected from among the Ordinary and/or Life Members of the Club.
- (b) **First general meeting under triennial rule**
- i. (1) The members elected to the Board at the Annual General Meeting in 2005 shall be divided into three (3) groups.
- (2) The groups
- a) shall be determined by drawing lots; and
- b) shall be nearly as practicable equal in number; and
- c) shall be designated as group 1, group 2, and group 3.
- (3) Unless otherwise disqualified, the members of the Board:
- a) in group 1 shall hold office for 1 year; and
- b) in group 2 shall hold office for 2 years; and
- c) in group 3 shall hold office for 3 years.

Subsequent General Meetings

- ii. At each general meeting held while this clause is in force (other than the first such meeting) the number of members required to fill vacancies on the Board shall be elected and shall unless otherwise disqualified, hold office for three (3) years.

Casual Vacancies

- iii. (1) A person who fills a casual vacancy in the office of a member of the Board elected in accordance with this Schedule shall, unless otherwise disqualified hold office until the next succeeding general meeting.
- (2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue for the term of office of

the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

Re-election

- iv. A person whose term of office as a member of the Board under this clause expires is not for that reason ineligible for election for a further term.

Revocation of triennial rule

- v. If this clause is revoked:
 - (a) at a general meeting – all the members of the Board cease to hold office; or
 - (b) at a meeting other than a general meeting – all members of the Board cease to hold office at the next succeeding general meeting.
- (c) Seniority of Vice Presidents shall be determined by the order in which they were placed in the result of the ballot declared at the Annual General Meeting of the Club or in the event of a ballot not having been conducted then by the resolution of the members at the Annual General Meeting
- (d) No employee of the Club shall be entitled to be a member of the Board of Directors.

44. The election of Officers and other members of the Board of Directors shall take place in the following manner:

- (a) The Secretary shall call for nominations for all available positions for the Board of Directors on the 1st July in each year and all nominations must be received by the Secretary not later than 6.00pm on the Saturday next following the 20th July in each year whereupon nominations shall close.
- (b) Any two (2) Ordinary or Life Members of the Club shall be at liberty to nominate any other Ordinary or Life Member to serve as an officer or other member of the Board of Directors. Nominations for members of the Board of Directors shall be in writing on the form prescribed by the Board and shall be signed by the proposer and the seconder and the person so nominated shall sign so as to indicate his acceptance of the nomination.
- (c) The Secretary shall as soon as possible after the receipt of such nomination cause the candidate's name and the position for which he has been nominated, and the name of his proposer and seconder, to be displayed in a conspicuous place on the Club's premises and remain on display for a period of not less than twenty-one (21) days following the close of nominations, and to register the nomination and the date of receipt of such nomination in a book kept for that purpose. No nomination shall be informal or invalid only by reason of

either neglect or non-compliance with these Articles on the part of the Secretary with any duty cast upon him by these Articles.

- (d) Should there be an insufficient number of persons nominated for a position within the prescribed time those persons who were so nominated shall be declared duly elected at the Annual General Meeting and at that meeting verbal nominations shall be accepted and if necessary a ballot conducted to fill the vacancies.
- (e) If there are more candidates for any office than required the election shall be by secret ballot.
- (f) The Board of Directors of the Club shall appoint a Returning Officer to take charge of the ballot for the election of the Board. The Returning Officer shall conduct a draw for positions on the ballot paper on the Club's premises immediately following the close of nominations; supervise the issue of the ballot papers and the safe custody of the ballot papers returned; examination of such papers; counting of votes after the ballot is closed and shall make known to the Chairman and the Secretary the result of each ballot. The Chairman will announce the result of the ballot to the members at the Annual General Meeting. The decision of the Returning Officer as to the formality of any vote shall be final. The Board of Directors shall appoint two scrutineers, none of whom shall be an Officer of the Club or candidate for election as an Officer of the Club, to assist the Returning Officer in the conduct and counting of the ballot.

The Returning Officer shall destroy all ballot papers not less than seven (7) days and not more than ten (10) days after the Annual General Meeting. The Board of Directors may prescribe on such matters as it may deem necessary to secure the secrecy and propriety of the ballot.

- (g) Voting for positions on the Board of Directors will take place at the Clubhouse during a period of eight (8) consecutive days immediately preceding an Annual General Meeting. Voting shall close at 4.00pm on the day preceding the Annual General Meeting. Voting times shall be advised in the Notice of Meeting. Each member attending to vote will, after identification by the examination of their Club Membership Card, be issued with a ballot paper whereupon the member may lodge a vote by placing sequential numbers starting with the number one and numbering boxes in preference order.
- (h) In any ballot for election of candidates, numbers on each ballot paper up to and including the number of Board members required to be elected to any position shall be deemed to be first preference votes.
- (i) The successful candidates for a position on the Board shall be the person/persons receiving the highest number of first preference votes.

- (j) Where a candidate is nominated for more than one position on the Board, upon his being elected to the most senior position for which he is a candidate, he shall cease to be eligible for election to any other position.
 - (k) Where a candidate has already been elected to a position on the Board the Returning Officer shall delete such person's name from the ballot paper for all other positions and the ballot papers shall for those persons be deemed to be amended so that the voting members preferred numbering sequence for the remaining positions Starts with the number one and continues in numerical sequential order.
 - (l) In the event of an equality of votes in favour of two or more candidates for a particular position or for the last position of a number of the same positions, the Returning Officer shall draw lots between the candidates having an equality of votes to determine the candidate who shall be declared elected to that position.
 - (m) Should the number of ballot papers returned at the time of the ballot is closed be less than the number required by these Articles of Association to constitute a quorum at a General Meeting, then the ballot shall be invalid and a further ballot shall be called as soon as possible.
45. The Club may by ordinary resolution remove any officer or other member of the Board of Directors before the expiration of his period of office and may by an ordinary resolution appoint another person in his Stead; the person so appointed shall hold office only until the next following Annual General Meeting.
46. The office of a member of the Board of Directors shall become vacant if the member:-
- (a) Ceases to be a member of the Board of Directors by virtue of the Act.
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally.
 - (c) Becomes prohibited from being a Director of a company by reason of any order made under the Act.
 - (d) 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;
 - (e) Resigns his office by notice in writing to the Club;
 - (f) For more than two months absent without permission of the Board of Directors from meetings of the Board of Directors held during that period.
 - (g) Holds any office or profit under the Club;
 - (h) Ceases to be a member of the Club; or

- (i) Fails to declare the nature of his interest in a contract or office or property as provided by Section 231(1) and 231(6) of the Act.
- 47. In the event of the office of a member of the Board of Directors becoming vacant the continuing members of the Board MUST by resolution fill the casual vacancy or vacancies in the terms set out in clause 48.
- 48. The Board of Directors shall have the power at any time by resolution of the Board of Directors to fill a casual vacancy or vacancies as follows:

In respect of the position of President by a Vice-President in order of seniority provided that if all two (2) Vice Presidents are unable or unwilling to accept the appointment then the Board may appoint any person amongst their number and if no Board member shall be able or willing to accept the appointment, then an Extraordinary General Meeting of the Club shall be called for the purpose of conducting a ballot and nominations for the position of President shall be called for by the Secretary.

In respect of the position of Vice President, any existing Junior Vice President shall be advanced accordingly and the vacancy shall be filled by the appointment of any existing member of the Board. In the event that no existing Board member is able and willing to accept this appointment then the Board may appoint any member of the Club to the position.

In respect of the position of Director, the position shall be offered to the unsuccessful candidates for the position of Director at the preceding Annual General Meeting in the order in which they polled in the ballot, provided that the unsuccessful candidate obtained a number of votes being no less than one-fifth of the total number of members who voted in the ballot. In the event of there being no unsuccessful candidate qualified and willing to accept the appointment then the Board may appoint any member of the Club to the position.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- 49. (a) The Board may pay all expenses incurred in promoting the Club and may exercise all such powers of the Club as are not, by the Act or by these Articles, required to be exercised by the Club in General Meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act, and all such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Club in General Meeting; but any regulation made by the Club in General Meeting shall not invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- (b) The Board of Directors shall appoint one Secretary only who shall be approved by the Licensing Court and shall be employed at such remuneration and upon such conditions as the Board thinks fit. Any Secretary so appointed may be removed by the Board of Directors.

- (c) Subject to the Memorandum of these Articles the Board shall have the power to appoint sub-committees thereof, fill any vacancies therein, appoint Members of the Club whether or not they are members of the Board to assist subcommittees and in the case of temporary absence appoint acting officers, retain legal advisers, elect new members, engage, re-engage and discharge any servants and authorise expenditures. The Club shall, at the annual General Meeting or at an Extraordinary General Meeting called for that purpose have the power of disallowing, repealing or amending any such new or amended rule or by-law aforesaid.
50. The Board of Directors may exercise all the powers of the Club to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Club.
51. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any two of the following persons namely: The President, the Vice Presidents or in such other manner as the Board of Directors shall from time to time determine.
52. The Board of Directors shall cause minutes to be made:-
- (a). Of all appointments of officers and servants.
 - (b). Of names of members of the Board of Directors present at all meetings of the Club and of the Board of Directors; and
 - (c). Of all proceedings and resolutions at all meetings of the Club and of the Board of Directors.

BY-LAWS

53. The Board of Directors may from time to time make, alter and repeal all such by-laws as it may deem necessary or expedient for the proper conduct and management of the Club or in anywise in relation thereto and in particular but not exclusively it may by by-law regulate:-
- (i) The general management control and trading activities of the Club.
 - (ii) Such matters as they are specifically by these Articles empowered to do.
 - (iii) The control and management of the Club's 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 rights, privileges and restrictions attaching to the various classes or designations of members.
- (ix) And generally all such matters as are commonly the subject of Club Rules or By-Laws or which the Memorandum and Articles of Association are not reserved for decision by the Club in General Meeting.
- (x) The control and management of all sporting and house sub-committees.

Any By-Law under this Article or any alteration to or repeal of any such By-Law shall come into force and have full effect and authority and be binding upon members of the Club after notice thereof has been posted on the Club's Notice Board for seven (7) days.

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 54. The Board of Directors shall hold a regular meeting once in each month and a special meeting may be convened at any time it is deemed necessary by the President and a special meeting shall be convened by the Secretary upon the receipt of a written requisition signed by four (4) members of the Board of Directors such requisition shall clearly express the object of the meeting proposed to be called.
- 55. Subject to these regulations questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and a determination by a majority of the members of the Board of Directors shall for all purposes be deemed a determination of the Board of Directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 56. Every Director who is in any way, whether directly or indirectly, interested in a Contract or proposed Contract with the Club shall as soon as practicable after the relevant facts have come to his knowledge, declare the nature and extent of his interest to the Board of Directors, or if any Director holds office or possesses property which might create a conflict of duty or interest the fact, nature, character and extent of the conflict. Provided that a general declaration given to the Board of Directors by a member that he is an officer or member of a specified firm or company which might contract with the Club is sufficient in compliance with the duty to disclose an interest in a particular contract. No Director shall vote in respect of any contract or proposed contract with the Club in which he has an interest or where a conflict of duty may arise. In the event of a Director making such a declaration the Board shall cause particulars of the name of the Director and the nature of the declaration to be posted conspicuously in the Club within forty-eight (48) hours of such declaration being made. Within one (1) month after the Annual General Meeting the Board shall cause to be filed with the Court a copy of all notices so exhibited between that and the previous Annual General Meeting.

57. The quorum necessary for the transaction of the business of the Board of Directors shall be four or such greater number as may be fixed by the Board of Directors, provided always that the number forming a quorum must include either a President or Vice-President.
58. Deleted.
59. The President shall preside as Chairman at every meeting of the Board of Directors or in his absence a Vice-President.
60. The Board of Directors may delegate any of its powers to sub-committees consisting of such member or members of the Board of Directors as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Directors.
61. All acts done by any meeting of the Board of Directors or of a sub-committee or by any person acting as a member of the Board of Directors shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board of Directors or person acting as aforesaid, or that the members of the Board of Directors or any of them were disqualified, be as valid as if every such person has been duly appointed and was qualified to be a member of the Board of Directors.
62. Any resolution in writing signed by all the members of the Board of Directors for the time being entitled to receive notice of a meeting of the Board of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors 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 of Directors.

SEAL

63. The Board of Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Board of Directors or a sub-committee of members of the Board of Directors authorised by the Board of Directors in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board of Directors and shall be countersigned by the Secretary or by a second member of the Board of Directors or by some other person appointed by the Board of Directors for the purpose.

ACCOUNTS

64. The Board of Directors shall cause proper accounting and other records to be kept and shall distribute copies of every profit and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act, provided that, however the Board of Directors shall cause to be made out and laid before each Annual Meeting a balance sheet and profit

and loss account made up to date not more than three (3) months before the date of the meeting.

NOTICES

65. A notice may be given by the Club to any member either personally or by sending it by post to him at his registered address or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Club for the giving of notices to him. Where a notice is sent by post, services of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.
66. (a) Notice of every General Meeting shall be given in any manner herein before authorised to:
- (i) Ordinary Members and Life Members except those members who (having no registered address within the State) have not supplied to the Club an address within the State for the giving of notices to them; and
 - (ii) The Auditor or Auditors for the time being of the Club.
- (b) No other person shall be entitled to receive notice of General Meetings.

INDEMNITY

67. Every member of the Board of Directors, Auditor, Secretary and other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability incurred by him in defending any proceedings, whether civil or criminal, arising out of his office with the Club in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default breach of duty or breach of trust.

REGISTERS

68. The Board of Directors shall cause the following registers to be kept:-
- (a) A Register of members setting forth the name in full, occupation and address of each member, specifying the class of member to which he belongs and setting out the date of the last payment by each member of his subscription.
 - (b) A Register of honorary, provisional or temporary members setting out the names and addresses of such members and particulars of qualification and the

date on which the period of such membership commences and the date on which the period of such membership terminates.

69. The abovenamed Registers shall be kept at the Club's premises to which the Certificate of Registration applies.

FINANCIAL YEAR

70. The financial year of the Club shall commence on the first day of July in one year and end on the thirtieth day of June in the next year.

GOLF COURSE

71. Deleted 14/9/97

WE, the undersigned persons whose names and addresses are subscribed being subscribers of the Memorandum of Association of St. Georges Basin Country Club Limited respectively agree to the foregoing Articles of Association.

Signature of Subscribers

Witness to Subscribers'
Signatures and Address of Witness

R A Vickery
E Massey
G McCarthy
S A Jenkins
George H Woodhouse
Alan Stewart Rainnie
T H Sayer
F C Waters
W Brown
L Goodyer
K Porter

I, the undersigned
S G GATEHOUSE
Certify that I have witnessed all signatures.
Address: No. 10 Loralyn Avenue,
ST. GEORGES BASIN

Dated at St. Georges Basin on this 12th day of November 1971.