

“COMPANIES ACT 1961 – 1974”

A Company Limited by Guarantee and not having a
Share Capital

MEMORANDUM OF ASSOCIATION

OF

WESTERN DISTRICTS RUGBY FOOTBALL CLUB LIMITED

1. The name of the Company (hereafter called “the Club”) is WESTERN DISTRICTS RUGBY FOOTBALL CLUB LIMITED.
2. The Registered Office of the Club shall be situated at Brisbane or such other place in Queensland as the Board may from time to time determine.
3. The objects for which the Club is established are:-
 - a) To promote, foster, support and encourage the game of Rugby football.
 - b) To provide for members and for members’ guests a sporting Club with all the usual facilities of a Club.
 - c) To see, improve, manage, let, mortgage, dispose or, of turn to the account all or any part of the real or personal property of the Club.
 - d) To give all mortgage exchange hire lease or otherwise dispose of the property of the Club or any part or parts thereof provided however that the Club shall only deal with same in such manner as is allowed by law.
 - e) 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.
 - f) To borrow money from time to time 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.
 - g) In furtherance of the objects of the club to apply for obtain and hold a Club licence or any other licence or licences or Certificate of Registration under the Liquor Act or law or any Act or laws for the time being operative.
 - h) In furtherance of the objects of the club to obtain and hold any licence or permission necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco, cigars and cigarettes and of all kinds of goods provision etcetera required used or desired by members.
 - i) To take or reject any gift of property, money 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 render aid either financial or by other means to clubs or associations in the Rugby Union Football District of Brisbane or elsewhere, which clubs or associations are playing or conducting football played in accordance with the rules of Queensland Rugby Union.

- l) To identify any person or persons whether members of the club or not who may incur or have incurred any persons liability for the benefit of the Club and for the 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.
 - m) To carry on all such activities as may be necessary or convenient for the purposes of the club or any of them.
 - n) To do all such acts, 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 or any of them.
- 4. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly 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 moneys advanced by him to the Club or otherwise owing by the Club or him or of remuneration to 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 or any 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 so as to prevent the allowance of an honorarium to any such member in respect of special honorary services rendered of the repayment to any such member of out of pocket expenses and interest on money lent or hire of provision last aforesaid shall not apply to any payments to any railway gas eclectic lighting, water cable or telephone company or corporation of which a member of the Board of Directors or Governing Body may be a member or to any other company in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.
- 5. The liability of the member 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 fifty dollars.
- 7. If upon 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 some other institution or institutions having objects similar to those of this Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club or by virtue of

Clause 4 hereof such institution or institutions to be determined by the members at one before the time of the dissolution of in default thereof by the Chief Justice of the Supreme Court of Queensland or such other Judge of the court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

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 takes 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 members of a recognised Institute, Association of Body of Accountants.

The names, addresses and descriptions of the subscribers to this Memorandum are:

Lyn Anthony Crowley
19 Repton Street
Pullenvale, Brisbane
Solicitor

John Deller Taylor
92Burberry Street
Indooroopilly, Brisbane
Solicitor

Ronald Ross Harrison
95 Kenmore Road
Kenmore, Brisbane
Service Station Proprietor

Phillip Newton Stoneham
130 Ken More Road
Kenmore, Brisbane
Company Manager

Robert Thomas Warnock
73 Swann Road
Taringa, Brisbane
Clerk

Brian Ross Gridley
33 Gleneagle Street
Kenmore, Brisbane
Public Relations Consultant

Kenneth John Swenson
2/27 Bayliss Street
Toowong, Brisbane
Dentist

Angelo George Pippas
744 Brunswick Street
New Farm, Brisbane
Company Director

John George Ryan
58 Armadale Street
St. Lucia, Brisbane
Real Estate Salesman

Lester Vincent Hampson
43 Osman Street
Rainworth, Brisbane
Customs Officer

John Andrew Johnstone
40 Broseley Road
Toowong, Brisbane

Law Clerk

David Burrell Allanson
91 Gold Creek Road
Brookfield, Brisbane
Valuer.

We, the subscribers hereto, are desirous of being formed into a Company in pursuance of the Memorandum of Association.

No.	Signature of Subscribers	Witness of Signature
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DATED this _____ day of _____, 1974.

WITNESS to the above signatures:

REGISTERED in the office of the Registrar of Companies at
Brisbane this _____ day of _____, 1974.

No. _____ of 1974.

DEPUTY REGISTRAR OF COMPANIES
BRISBANE

“COMPANIES ACT 1961 – 1974”

A Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

WESTERN DISTRICTS RUGBY FOOTBALL CLUB LIMITED

DEFINITIONS

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

“The Act” means the Companies Act of Queensland 1961 – 1974 as amended from time to time.

“The Annual General Meeting” means the General Meeting held each year, as required by the Act and these Articles.

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

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

“The Club” means the abovenamed Company.

“Notice Board” means the Board or Boards provided in a conspicuous place in the Club premises on which notices for the information of members are posted.

“Month” means calendar month.

“Playing member” for the purpose of section 15(2) means any player presently playing with the Club or past player who has played with the Club for five years or greater. (Added by Resolution at Annual General meeting 16 November 1998)

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

“The Register” means the Register of Members kept pursuant to the Act.

In “writing” and “written” include, printing, lithography and other modes or reproducing or representing words in a visible form.

“Secretary” includes Acting Secretary.

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

2. (a) For the purpose of registration but not by way of limitation, the number of members of the Club is declared to be three hundred (300) but the Board may from time to time register an increase of members.
- (b) A subscriber to the Memorandum of Association shall be a member of the Club and any person who shall have made application for membership of the Club in the manner hereinafter prescribed and who shall have been duly elected to membership shall also upon payment to the Club of all necessary fees and subscriptions become and be a member of the Club.
3. (a) Any person having attained the age of 18 years and having a desire to further the aims and objects of the Western Districts Rugby Football Club Brisbane shall be eligible for membership.
- (b) Every candidate for membership of the Club unless a subscriber to the memorandum of Association shall be proposed by one and seconded by another member of the Club to them of whom the candidate shall be personally well knows. Every nomination shall be made in writing and shall give the full name and the address of the candidate and his proposed and seconder and shall be in such form as the Board shall from time to time require.
- (c) Every nomination for membership shall be lodged with the Secretary and all particulars thereof shall forthwith upon receipt be entered in the order of time in which they are received by the Secretary in a book to be called “Proposed Members Register” which shall be kept by the Secretary and which shall be set forth in relation to every application the full name and address of the person proposed for membership and the time and date of receipt of the proposal by the Secretary. Every proposal for membership whether arising

from a vacancy in the membership of the Club or otherwise shall be dealt with and determined in the order of priority in which it is recorded in the Proposed Members Register PROVIDED THAT for the purpose of enquiring with respect to the person proposed for membership the matter of dealing with and determining his proposal whether upon a vacancy occurring in the membership of the Club or otherwise may be postponed for not longer than three (3) months and other proposal for membership may be dealt with and determined during the period of postponement but only:

- (1) if where a vacancy has arisen requiring the proposal to be dealt with, such vacancy is kept open during the period of postponement; and
- (2) any postponement proposal is dealt with and determined forthwith upon the expiration of the period of postponement and in priority to any and every proposal which is subsisting of thereafter to be made.

(d) Particulars of the nomination for membership shall be posted by the Secretary on the notice board in a conspicuous place in the Club premises and shall remain posted for at least fourteen days and when the period has expired and not until then the nomination shall be submitted by the Secretary to the Board.

4. All proposals for membership other than as Honorary, Temporary or Associate members shall be dealt with and determined by the Committee at a meeting or meetings duly convened and a record to be called "Members Admission Book" shall be kept by the Secretary in which he shall enter the time and date of the holding of every such meeting, the names of the members present and voting on the question of the admission of each and every person proposed as a member at such meeting and the names of the persons so proposed and whether they are accepted as members or not.
5. On the election of a member, the Secretary shall at once give such member notice of his election forwarded or posted to the address given on his nomination for membership and shall issue with such notice as account for the fees and subscriptions due and payable by the member which account shall specify the due date of payment.
6. Every person elected to membership and informed of his election as directed by the foregoing Article shall be deemed to agree to pay as Entrance Fee and Annual Subscription and other fees and charges as prescribed in the memorandum and

Articles of the Club and to be bound by the memorandum and Articles of Association of the Club and by the Club's By-Laws from time to time in force and the payment of the said Entrance Fee or part thereof and/or the said subscription or part thereof shall be conclusive evidence of such agreement.

7. Every person elected to membership shall be required to pay within one month of the date of notice of election and fees and/or subscription specified in the account rendered to him with the notice of election failing which payment and election may be declared null and void.
8. The Board may from time to time as it sees fit provide for different classes of members and of membership including, Playing, Permanent, Ordinary, Honorary, Life and other classes and shall define such classes by By-Law.

ENTRANCE FEES AND ANNUAL SUBSCRIPTION

9. (a) The Entrance Fees, Annual Subscriptions and other annual fees or charges payable by any class of members, the amount thereof and the time and manner of payment thereof and all other matters pertaining thereto, not by these Articles specially provided for, shall be such as from time to time be prescribed by the Board provided that the Annual Subscription shall not be less than Six Dollars payable by members annually in advance.
 - (b) Entrance Fees and Annual Subscriptions and any other fees or charges payable annually shall be payable in advance in full, according to the provisions of the By-Laws or Regulations or other decisions of the Board.
10. If any fee or subscription or call or charge shall remain unpaid for a period of one month after it becomes due, the Directors shall debar such member from all privileges or membership and remove his name by resolution of the Board from the Register. The provisions of Article 41 shall not apply to any such resolution.
11. The Board may at any time to times suspend the payment of Entrance Fees either generally or in respect to individual cases and shall have discretionary power to fix and determine or waive the Entrance Fee chargeable to any member under any special circumstances that may rise.
12. (i) Honorary membership may be granted by the Board without payment of any

subscription to any person over the age of eighteen years provided he has one of the following qualification:

- (a) Manager or member of any visiting country, interstate or overseas sporting team for the duration of the visit of such team.
 - (b) Any member of any Football Club which Club is visiting Brisbane for the purpose of playing a football match against the Club for the duration of the visit of such Club.
 - (c) A member of a Club registered under the provisions of the Liquor Act which member is visiting the Club premises for the purpose of participating in a sport or competition being held on the Club premises which sport or competition is part of a recognized competition in which the Club is participating for the day of such visit.
 - (d) Any prominent citizen or sportsman visiting Brisbane for some special occasion.
- (ii) An Honorary member (other than a Life member) shall be entitled only to the social privileges of the Club and to play such games, recreations and pastimes as determined by or on the invitation of the Committee from time to time.
 - (iii) The Board shall have the power to cancel the Honorary Membership of any person at any time and without assigning any reason.
 - (iv) No person shall be made a life Member except by resolution of a General Meeting of the Club following the submission to such meeting of an appropriate recommendation from the Board. No person shall be made an Honorary Life Member except in the case of exception or unusual or distinguished merit and except on the recommendation of the Board endorsed by a two-third majority at a General Meeting.

13. The business and affairs of the Club shall be managed by the Board of Directors consisting of nine Directors one of whom shall be the President who shall be elected in a manner hereinafter provided.

14. No person shall be qualified to be a Director who is not a member of the Club.

15. The President and the eight other Directors shall be elected by the general body of members from the persons nominated as hereinafter provided:-

- 1) No less than four days before the day fixed for the Annual General Meeting nominations for the offices of President or Director shall be delivered to the Secretary.
 - 2) At least four of the Directors to be elected shall be playing members **currently and regularly playing in the football competition provided** that in the event of fewer than four playing members being nominated for election the vacancies there created may be filled by any other class of member. **(Deleted by Resolution at Annual General Meeting 16 November 1998)**
16. (a) Any casual vacancy or vacancies which may occur in the Board of Directors may be filled by the Directors and the person or persons appointed shall hold office until the next Annual General Meeting subject to Article 18 when he or they shall retire but shall be eligible for re-election provided however that the person so appointed shall be of the same class of membership as the Director causing the vacancy.
- (b) Nominations for election of the President or Directors shall be made in writing and signed by two members of the Club and by the nominee who shall also signify his consent to the nomination.
- (c) The Secretary shall immediately after receiving nominations post the names of the candidates and their proposers on the Notice Board and if so directed by the President shall notify members by mail of the names of the candidate and their proposers.
- (d) If the full number of candidates for the position of President and Directors is not nominated as prescribed, additional nominations may, with the consent of the nominee or nominees, be made at the meeting. If there be more than the required number nominated, an election by ballot shall take place, but if there be only the requisite number nominated, the Chairman, subject to Article 15, shall declare those nominated duly elected.
17. An election by ballot of the President and members of the Board of Directors shall be conducted in the following manner;-
- (a) The voting papers shall contain in alphabetical order the names of all duly nominated candidates for the respective positions.
- (b) The voter shall mark his voting paper by striking out the names of the candidates for whom he does not wish to vote and thus leave the name or names of the candidate or candidates for whom he votes.

- (c) The ballot shall be conducted by the Secretary or other authorised person appointed by the Directors assisted by scrutineers to be appointed by the Directors. Each candidate to have the right to appoint one scrutineer if he so desires.
 - (d) At the closing of the poll, the Secretary or other authorised person assisted by the Scrutineers shall proceed with the examination of the voting papers and shall report the result to the Chairman or the Annual General Meeting who shall then declare such candidate or candidates who received the greatest number of votes to be duly elected.
 - (e) In any case of doubt as to the formality of the voting paper, the matter shall be referred to the Chairman whose decision shall be final.
 - (f) In the event of an equality of votes in favour of two or more candidates, the Chairman of the meeting shall have a casting vote necessary to fill the vacancies.
18. (a) If any Director die or shall fail to attend a regular Board Meeting for three consecutive meetings without leave of absence or if he shall resign or shall cease to be qualified under the provisions of Article 14 hereof, or if he shall become bankrupt or of unsound mind, his office shall be declared vacant by the Board and he shall ipso facto cease to be a Director and the Board may appoint a successor to hold office until the next election by the Annual General Meeting and until such appointment is made the continuing Directors may act notwithstanding such vacancy.
- (b) The Club may by special resolution carried at an Extra ordinary General Meeting remove any Director or all the Directors before the expiration of his or their period of office and appoint another or other Director or Directors as the case may be in his or their place. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.
- (c) Should the Director so removed or in respect of whom a vacancy has been created be one who is the holder of the special qualification, the person so appointed in his stead shall also be a holder of the special qualification.
19. All acts done at any Board Meeting or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or Director or that they or any of

them were disqualified by as valid as if every such person had been duly appointed and was qualified to be a Director.

20.No Director shall receive any remuneration for his services in his capacity as a Director.

21.Any Director may from time to time and at any time appoint any person approved by the Board to be an alternate director of the company, and may at any time revoke any such appointment. A person appointed alternate Director shall not be entitled as such to receive any remuneration from the Company. If the Director making the appointment is the holder of the special qualification, the person so appointed as an alternate Director must also be a holder of the special qualification, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall be entitled to receive notices of all meetings of the Board, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of a Director in the absence of such appointer. An alternate Director shall ipso facto, cease to be an alternate Director if his appointer ceases for any reason to be A Director.

POWERS AND DUTIES OF THE DIRECTORS

22.The business and general affairs of the Club shall be under the management of the Board of Directors who shall have full control of the property of the Club and absolute authority subject to the memorandum of Association regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect to the Club except insofar as is otherwise expressly provided by these Articles. In particular but without derogating from the general powers hereinbefore conferred the Board shall have power from time to time:-

- (a) To appoint from among its members or from members of the Club, Sub-Committees for any purpose whatever which from time to time it may think desirable and to delegate to any such Sub-Committee such powers as it may think fit and any such appointment or delegation from time to time to revoke or alter. Unless otherwise specified in the minute of the Directors appointing the Sub-Committee the quorum of all sub-committees shall consist of a majority of the members of such Sub-Committee.
- (b) Subject to Article 23 to make such By-Laws, rules or regulations 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 rescuing from time to time any such By-Laws, Rules and Regulations.
- (c) To enforce the observance of all By-Laws, Rules and Regulations by suspension from enjoyment of Club privileges or any of them or otherwise as the Board thinks fit.
 - (d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
 - (e) To engage, appoint, control, remove, discharge suspend and dismiss such managers, secretaries, officers, solicitors, accountants, surveyors, bankers, clerk 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 but not payment or part payment of any secretary, manager or other officer or servant of the club shall be made by way of commission or allowance from or upon the receipts of the Club for Liquor supplied.
 - (f) The purchase or otherwise acquire from 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.
 - (g) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (h) 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 allot time for payment and satisfaction of any debts due to and 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.
 - (i) To determine who shall be entitled to sign or endorse on the Club's behalf, contract, receipts, acceptances, cheques, bill of exchange, promissory notes and other documents or instruments.
 - (j) 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.
 - (k) 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 to raise or secure the payment of

such sum or sums in such manner and upon such terms and condition in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charges upon all or any 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.

- (l) To sell, exchange or otherwise dispose of any furniture fittings, equipment, plant or other goods or chattels belonging to the club and to let any property of the Club and with the sanction of a General Meeting of the Club to lease, demise, exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time, provided however, that the Board shall only deal with the same in such manner as is allowed by law.
- (m) To fix the maximum number of each class of members who may be admitted to the Club.
- (n) In addition to the powers contained in Articles 41 and 42 to fine, caution or suspend for such period as it thinks fit any member who shall wilfully infringe any provisions of the Memorandum or Articles of Association or of the By-Laws, Rules or Regulations of the club of who shall in the opinion of the Directors be guilty either in or out of the club premises of conduct unbecoming of a member or prejudicial to the interests of the Club.
- (o) To impose any restrictions or limitations on the rights and privileges of members, honorary members and visitors relating to the use by them of the Club premises and/or any amenity or facility therein contained or relating to their conduct, behaviour, clothing and dress whilst on the said premises.

- 23 (a) Any By-Law or Regulation made under these Articles shall come into force and be fully operative upon the posting of any appropriate notice containing such By-Law, Rule or Regulation on the Notice Board.
- (b) The Club in General Meeting may revoke and disallow any such by-law, Rule or Regulation provided that the notice convening the meeting states that notice has been received as provided for in Clause (c) of this Article and also specified the By-Law, Rule or Regulation to.
- (c) Without limiting the rights of members under Article 2 ... *(unable to read)*.....members may at any time give to the Secretary notice in writing signed by them that they object to one or more of the By-Laws, Rules or Regulations and the Secretary shall ... *(unable to read)*.... Include a statement to that effect on the notice convening the next General Meeting.

(d) Neither the revocation or disallowance by the Club in General Meeting of any By-Law, Rule or Regulation nor the knowledge that it might take place nor its amendment or recession by the Board shall invalidate any act by the Board or by an office or servant of the Club prior to such amendment or recession.

MEETING OF THE BOARD

24. (a) The Board shall meet at least once in every month for the transaction of business. Minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The President may at any time and the Secretary shall upon the request in writing of two Directors convene a meeting of the Board.
- (b) The President if present shall be entitled to preside at all meetings of the Board; in his absence the meeting shall elect another Director to be Chairman of the meeting, the Secretary taking the chair for the purpose only of the election but without the right vote. Any person except the Secretary acting as Chairman of a meeting of the Board shall have the same voting powers as are provided in Article 32 of these powers.
- (c) A majority of the Directors shall constitute a quorum. If a quorum be not present within fifteen (15) minutes of the time fixed for the meeting, it shall stand adjourned the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the members present shall be a quorum.

GENERAL MEETINGS

25. The Annual General Meeting of the Club shall be held if practicable in the month of November in each year at such time and place as may be prescribed by the Club in General Meeting or in default at such time and place as may be determined by the Board provided always that an Annual General Meeting shall be held at least once in every calendar year.
26. The abovementioned Annual General Meeting shall be called the Ordinary General Meeting. All other General Meetings shall be called Extraordinary General Meetings.
27. An Extraordinary General Meeting may be called on any date by the President or the Board and shall be called by the Secretary upon receipt by him or a requisition which need not be in once document signed by not less than thirty (30) members stating the business to be considered. The date of such meeting shall be within forty days of receipt of such requisition. Provided that if such meeting is not called within fourteen (14) days of receipt of the requisition, the requisitionists or a majority of them may

themselves call the meeting and for that purpose shall have access to the Register of Members and any other records necessary for the purpose of calling meetings of members.

NOTICE OF GENERAL MEETINGS

- 28 (a) Every notice convening a General meeting shall specify the place and the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by the Articles or the Act.
- (b) Every notice convening a General meeting shall be given in the manner prescribed by Article 53 to those members who are entitled to attend and vote at General Meetings under the provisions of Article 39 of these Articles and a copy shall be posted on the Notice Board.
- (c) The period of notice with respect to General Meeting shall be as follows:
Ten (10) days in respect to Ordinary General Meetings and such Extraordinary General Meetings as are convened for purposes other than those requiring the passage of a Special Resolution.
Twenty-one (21) clear days in respect of Extraordinary General Meetings convened for the purpose of passing a Special Resolution.
- (d) Neither the accidental omission to give notice of a meeting to nor the non-receipt of a notice of a meeting by any member nor the omission to post a copy on the Notice Board shall invalidate the proceedings at any meeting.

QUORUM FOR GENERAL MEETINGS

29. At any Ordinary or Extraordinary General Meeting called by the President or the Board twenty members entitled to be present under Article 39 and present in person shall be a quorum and at any Extraordinary General Meeting called on or by the requisition of members thirty-five members entitled to be present under Article 39 and present in person shall constitute a quorum. If a quorum be not present within fifteen minutes of the time fixed for an Ordinary or Extraordinary General Meeting the meeting if convened on or by the requisition of members shall be dissolved; if convened by the President or by the authority of the Board it shall be adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present shall be quorum.

PROCEEDINGS AT GENERAL MEETINGS

30. The business of an Annual General Meeting shall be to receive and consider the Report of the Board, the Income and Expenditure Account, the Balance Sheet and the Report of the Auditors to elect Directors and an Auditor or Auditors and to fix the remuneration payable to such Auditor or Auditors and to transact any other business which, under these Articles, is to be transacted at an Annual General Meeting and all business transacted at an Extraordinary General shall be deemed special.
31. The President shall if present be entitled to preside at all General Meetings of the Club. Should he be absent, the same procedure for the appointment of the Chairman shall be allowed as is provided in Article 24 (b) of these Articles for the appointment of a Chairman at a meeting of the Board.
32. Every question submitted to a General meeting of the Club or to any meeting of the Board or Sub-Committee shall be decided in the first instance by a show of hands and in the case of equality of votes, the Chairman shall, both on a show of hands and on a poll, have a casting vote in addition to the vote to which he is entitled as a member.
33. At any General Meeting unless a poll is demanded by the Chairman or by at least five members present and entitled to a vote at the meeting, a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
34. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.
35. The Chairman of a General Meeting may, with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted

at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

36. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
37. Any General meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given.

VOTES OF MEMBERS

38. Every member eligible to vote shall both on a show of hand and on the taking of poll have one vote.
39. No member other than a life member shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless he shall have paid all instalments of the entrance fee and annual subscription and all other moneys due to the Club at the time of such meeting.

CESSATION OF MEMBERSHIP

40. A member at any time by giving notice in writing to the Secretary may resign his membership of the Club but shall continue liable for any entrance fee or annual subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding four dollars as a member of the Club under Clause 6 of the Memorandum of Association of the Club.
41. If any member shall refuse or neglect to comply with the provisions of the Memorandum and Articles of Association By-Laws, Rules or Regulations of the Club or if any member shall in the opinion of the Board be guilty of any conduct deemed by the Board to be unbecoming of a member or prejudicial to the interests of the Club, such member may be expelled by resolution of the Board and such resolution need not state the grounds, facts, or opinions upon which it is based PROVIDED;-

- (a) that at least seven days before the meeting at which such resolution is passed, the member concerned shall have been notified either orally or in writing of the intended resolution and requested to be present at the meeting and he shall at such meeting and before such resolution is passed have had an opportunity of giving orally or in writing any explanation or defence he may think fit.
- b) That seven (7) days written notice of the meeting to consider the cause of the member under this Article shall be given to the members of the Board and that the notice convening the meeting shall state that the case of the particular member or members and the question of thi or their member are to be considered.

Any resolution under this Article shall require for its passage a simple majority of the votes of the Directors.

- 42. Should a member incur any debt to the Club or to the Club's staff or servants or persons under contract to the Club (which debt is not covered by the provisions of Article 10 hereof) and fall to discharge such debt upon request in writing by the Secretary, he may by resolution of a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board shall give the member concerned due notice of its intention to take such course but the provisions of Article 41 shall not apply.
- 43. Every person ceasing to be a member of the Club whether by retirement, expulsion, death, neglecting to pay the entrance fee or the subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any money due and payable under the provisions of Clause 6 of the Memorandum of Association.
- 44. Every member shall on becoming a member furnish to the Secretary particulars of his address and occupation if those particulars have not already been stated on the nomination of membership and shall notify the Secretary in writing of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

REGISTER OF MEMBERS

45. The Secretary shall keep in the Club's premises a Register of Members setting forth the name in full, occupation and address of each member specifying the class of members to which he belongs and setting out the date of the latest payment by each member of his subscription.

MINUTES

46. The Board shall cause minutes to be kept by the Secretary in books provided for the purpose:-
- (a) of all appointments of officers made by the Club in general meeting or by the Board,
 - (b) of the names of the Directors present and voting at each meeting of the Board.
 - (c) of the number of members present and voting at general meetings of the Club,
 - (d) of all resolutions and proceedings at all meetings either of the Club or of the Board.
47. The financial year of the Club shall commence on the first day of October and end on the last day of September of each year.

ACCOUNTS AND AUDIT

48. The Board shall cause correct accounts and books to be kept showing the financial affairs of Club and the particulars usually shown in books of account of a like nature and showing in particular and without limiting the generally hereof:-
- (a) All sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place.
 - (b) All sales and purchases of goods by the Club.
 - (c) The assets, credits and liabilities of the Club.
49. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.
50. (a) The Board shall comply with the provisions of section 162 of the Act and once in every year cause to be prepared a Balance Sheet as at the end of the Club's financial year and an Income and Expenditure Account made up to the

end of the financial year which Balance Sheet and Income and Expenditure Account shall, together with the Report of the Board and the Auditor's Report, be laid before the Annual General Meeting of the Club as provided for in Article 30 of these Articles.

- (b) The Report of the Board referred to in the foregoing Clause (a) shall include statements showing:-
- I. The amount written off for depreciation.
 - II. The amount if any which the Board proposes to transfer to the Reserve Fund or Funds of the Club.
 - III. The number of members of each class registered in the Register of Members at the date of the preparation of the report.
 - IV. The names of the Directors.
- (c) A copy of the Balance Sheet, Auditor's Report and Income and Expenditure Account accompanied by a copy of the Report of the Board shall be posted to every members other than Honorary members at least seven (7) clear days before the date of the General meeting at which the said Accounts and Reports are to be presented.

51. Auditors shall be appointed and names registered in accordance with the provisions of Section 165 of the Act. (*? Difficult to read*)

SEAL

52. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Board previously given and in the present of two Directors at the least who shall sign every instrument to which such Seal is affixed and every such instrument to which the Seal is affixed shall be counter-signed by the Secretary or some other person appointed by the Board.

NOTICE

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

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

If a member has no registered address within the State of Queensland and has not supplied to the Club an address within the said State for the giving of notices to him, a notice posed upon the Notice Board shall be deemed to be well served on such member at the expiration of twenty-four hours after it is so posted up.

INDEMNITY

54. Every Director and every member of any sub-committee constituted under Article 22 and the Secretary and other officer of the Club and any person (whether an officer of the Club or not) employed by the Club as Auditor shall be indemnified out of the funds of the Club against all liability incurred by him as such Director or member of a sub-committee or as Secretary, Officer or Auditor in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 133 of the Act in which relief is granted him by the Court.

PROVISIONAL BOARD

55. There shall be a provisional board of Directors consisting of the signatories to these Articles. The provisional board of Directors shall cease to exist when the Directors are elected under Article 56.
56. (a) The provisional board of Directors while in existence shall exercise all the powers and functions conferred by these articles on the board of Directors respectively. The provisional board of Directors shall elect such officers as it considers necessary and may fill any vacancies that occur in the provisional board of Directors.
- (b) Without limiting the generality the powers and functions conferred by Clause (a) of this article, it shall be the particular duty of the provisional board of Directors to arrange a general meeting of members to be deemed an annual general meeting to be held within three months of the registration of these

articles or at such later date as the provisional board of Directors shall determine not exceeding six months from the registration of the articles for the purpose of inter alia electing the members of the Board of Director Upon the election taking place, the provisional board of Directors shall cease to exist.

MISCELLANEOUS

57. Any heading attached to any of these Articles shall not affect the construction.
58. No member shall give any money, fee or gratuity or other gift or any tip to any employee of the Club in any circumstance whatsoever except in the course of a general collection approved by the Directors. Any breach of this Article may in the discretion of the Directors be deemed conduct unbecoming of a member and prejudicial to the interests of the Club and dealt with by the Board accordingly.
59. No visitor shall be supplied with liquor on the Club's premises unless on the invitation of and in the company of a member.
60. No liquor shall be sold or supplied to any person under eighteen years of age and no such person shall have or consume any liquor upon the Club premises.
61. No person other than the Club or its members shall directly or indirectly derive any profit or advantage from the fact that the Club is or may be registered in accordance with the provisions of "The Liquor Act 1912 – 1974" as amended from time to time or from any added value which may accrue because of such registration to the land upon which the Club's premises are situated.

We, the several persons whose names are subscribed below being subscribers to the Memorandum of Association of the Company hereby agree to the foregoing Articles of Association.

No.	Names,	Addresses and Descriptions of Subscribers	Witness to Signatures
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