

~~Australian Securities Commission~~

Corporations Law

A Company Limited by Guarantee

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
CANBERRA RAIDERS LEAGUES'
CLUB (SOUTHSIDE) LIMITED

ACN 058 401 175

~~Messrs Lawler & Co~~

Solicitors

3/30 Lowe Street

Queanbeyan NSW 2620

Phone (02) 6299 2901

Fax (02) 6299 2905

The Corporations Law

~~Association not for gain~~

~~Limited by Guarantee~~

Memorandum of Association

of

Canberra Raiders Leagues' Club (Southside) Limited

A Company Limited by Guarantee

As amended at the 2012 AGM

1. The name of the Company (hereinafter called "the Club") is "CANBERRA RAIDERS LEAGUES' CLUB (SOUTHSIDE) LIMITED."
2. The registered office of the Club shall be situated in Canberra or in such other place as the Board may from time to time determine.
3. The objects for which the Club is established are:
 - (a) ~~To~~ provide for members and the members' guests a social and sporting Club with all the usual facilities of a Club including residential and other accommodation liquid and other refreshment libraries and provision for sporting musical and educational activities and other social amenities.
 - (b) ~~To~~ promote, conduct and develop the sport of Rugby League Football in the Australian Capital Territory and elsewhere within the Commonwealth of Australia.
4. ~~(e)~~ The Club has the following powers:
 - (a) to acquire, undertake and carry on any trading activity or business of any nature the acquisition or undertaking or carrying on ~~of~~ which ~~may seem to~~ the Club ~~to be calculated~~ may think may directly or indirectly ~~to be~~ of benefit to the Club ~~and, in particular, to acquire the Licensed Club business at Mawson in the Australian Capital Territory heretofore carried on by the District Club;~~
 - ~~(d)~~ (b) to provide accommodation for members of the Club, club rooms, board and residence and other facilities and conveniences;

- (c) to purchase, hire, lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them;
- ~~(e) To~~ (d) to give sell mortgage exchange hire lease or otherwise dispose of the property of the Club or any part or of its parts thereof;
- ~~(f) To~~ (e) to invest and deal with any of the monies of the Club not immediately required for the Club's purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments;
- ~~(g) To~~ (f) to make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments;
- ~~(h) To~~ (g) to borrow money from time to time and for for such purposes to give debentures liens mortgages guarantees charges or other security over the whole or any part of the property real or personal of the Club (both present and future) and to purchase, redeem or pay off any such securities of the Club;
- (h) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others;
- (i) ~~To~~ to apply for and obtain and hold a Club liquor licence and Gaming licence and or any other licence or licences or certificatecertificates of registration underrequired to operate the Liquor Act,business affairs of the Gaming Machine ActClub;
- (j) to enter into any arrangements with any Government or any authority, local or otherwise, that may seem conducive to the Club's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the Club may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (k) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other Act or Lawspersons as may be necessary or convenient for the time being operative and for such purpose or purposes to appoint if necessary or desirable a manager or managers or other officer or officers to act as Nominee or Nominees. Licensee or Licensees and hold the licenee or licences on behalf of the Club.of the Club;
- ~~(j) To obtain and hold any license 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, provisions and services required used or desired by the Club.~~
- ~~(k) To~~ (l) to take or reject any gift of property, money or goods whether subject to any special trust or not;
- ~~(l) To erect~~ (m) to construct, maintain, improve or, develop, manage, carry out, alter or control any building or buildings grounds and, works which may seem directly or indirectly to advance the objects of the Club, and conveniences for the purposes of the Club and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working management, carrying out or control of same;

- (m) ~~To~~n to render aid either financial or by other means to clubs or associations which are playing or conducting Rugby League Football played in accordance with the rules of the New South Wales Rugby Football League Limited, or the peak body administering Rugby League Football in Australia;
- (n) ~~To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club.~~
- (o) ~~To~~to establish support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit ~~the member~~employees or past employees of the Club or the ~~dependents~~dependants or connections of such ~~members~~persons and to grant pensions and allowances and to make payments towards insurance ~~for any purpose,~~ and to subscribe or guarantee money ~~to~~for charitable or benevolent objects or for any ~~exhibitions or for any~~ public, general or useful object.;
- (p) ~~From~~from time to time to make donations to such persons, corporations, associations, funds trusts and conveniences ~~as the Club may think directly or indirectly conducive to any of its objects.;~~
- (q) ~~To~~to print and publish any newspapers, periodicals, books or leaflets that the Club may consider appropriate for the promotion of its objects.;
- (r) ~~To carry on to do~~ all such ~~activities~~things as ~~may be necessary~~are incidental or ~~convenient for~~conducive to the ~~objects~~attainment of the ~~Club or any of them.~~objects;
- (s) ~~To~~to act as Trustee.;
- (t) ~~To~~to do any act or perform any function or carry out any activity that is authorised by law.

~~4.5.~~ 4.5. The income and property of the Club ~~whencesoever~~ however derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion ~~thereof~~ shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to or amongst the members of the Club. ~~Provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Club or otherwise owing by the Club to 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 these provisions shall not prevent the allowance of an honorarium to any member in respect of special honorary services rendered or the repayment to any member of out of pocket expenses and interest on money lent or for the hire of goods or rent for premises demised to the Club.~~

~~5.6.~~ 5.6. The liability of the members is limited.

~~6.7.~~ 6.7. ~~Every~~ Each member of the Club undertakes to contribute to the assets of the Club in the event of ~~the same~~ its being wound up during the time that he is a member or within one year ~~afterwards~~ afterward they cease to be a Member for the 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 amounts as may be required not exceeding four dollars (\$4.00).

~~7.8.~~ 7.8. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to 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 under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members at or before the time of dissolution or in default thereof by ~~the Chief Judge of the Supreme Court of the Australian Capital Territory or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision to some charitable object~~ a Court of competent jurisdiction.

~~8.~~ 8. ~~The full names, addresses and occupants of the subscribers are as follows:~~

Names, Addresses and Occupations:

~~John William Edwards~~

~~4 Hakea Street~~

~~Queanbeyan NSW 2620~~

~~Sales Representative~~

~~Peter Edward Lawler~~

~~12 Tullaroop Street~~

~~Duffy ACT 2611~~

~~Solicitor~~

~~Leslie John McIntyre~~

14 Hillbar Rise

Queanbeyan NSW 2620

Retired

~~Robert Alexander Kinkade~~

~~12 Hirshfield Crescent~~

~~Maegregor ACT 2615~~

~~Public Servant~~

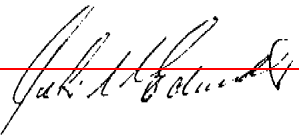
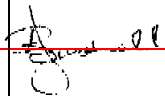
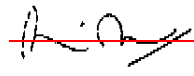
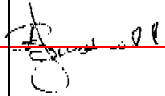
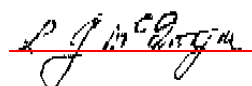
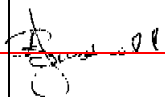
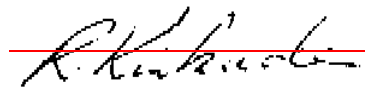
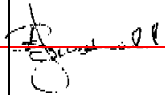
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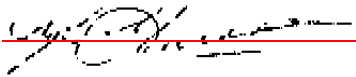
~~3 Anne Street~~

~~Queanbeyan NSW 2620~~

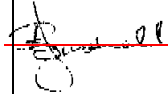
~~Curator~~

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

Signatures of Subscribers	Witness to all Signatures
 JOHN WILLIAM EDWARDS	 ELIZABETH JAN BUSHELL 3/30 Lowe Street, Queanbeyan
 PETER EDWARD LAWLER	 ELIZABETH JAN BUSHELL 3/30 Lowe Street, Queanbeyan
 LESLIE JOHN MCINTYRE	 ELIZABETH JAN BUSHELL 3/30 Lowe Street, Queanbeyan
 ROBERT ALEXANDER KINKADE	 ELIZABETH JAN BUSHELL 3/30 Lowe Street, Queanbeyan



HEINRICK REINT INDERWISCH



ELIZABETH JAN BUSHELL

3/30 Lowe Street, Queanbeyan

Articles of Association
of
Canberra Raiders Leagues' Club (Southside) Limited

A Company Limited by Guarantee

As amended at the 2012 AGM

Definitions

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

~~“The Act”~~ means the Corporations ~~Law as amended from time to time and includes any enactment amending repealing or enacted in substitution for the same~~ Act 2001.

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

~~“Board Auditor”~~ means the ~~members~~ auditor for the time being of the Club.

~~“Board”~~ means all or some of the Directors acting as ~~constituted in accordance with these Articles~~ a board.

~~“The Chairman”~~ means the chairman of the board of directors of the Club.

~~“Club”~~ means the Canberra Raiders Leagues' Club (Southside) Limited.

~~“The Director”~~ includes any person occupying the position of director of the Club.

~~“Commission”~~ means the Gambling and Racing Commission of the Australian Capital Territory.

~~“Corporations Law”~~ means the Act.

~~“Gaming Machine Act Law”~~ means the Gaming Machine Act ~~1987 as amended from time to time and includes any enactment amending repealing or enacted in substitution for~~ 2004.

~~“General Meeting”~~ has the same meaning given to it in the Corporations Law.

~~“The Liquor Act Law”~~ means the Liquor Act ~~1975-1987 as amended from time to time and includes~~ 2010.

~~“Member” means any enactment amending repealing or enacted in substitution for the same~~“Member” means any class of member of the Club and does not include Visitors.

~~“The 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.

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

~~“The Register”~~ means the Register of ~~members~~Members required to be kept by the Act, the Liquor ~~Act~~Law and the Gaming ~~Machine Act~~Law.

“Secretary” includes acting secretary.

~~Word importing~~ “Visitor” includes guests, as defined in the Gaming Law.

Interpretation

1.2 In this Constitution unless the contrary intention appears:

(a) the word person includes a firm, a body corporate, an unincorporated association or an authority;

(b) words which import gender shall include the other gender;

(c) the singular ~~number only include~~includes the plural and vice versa;

(d) where a word or phrase is given a particular meaning, other parts of speech and ~~words importing on gender shall include the other gender.~~grammatical forms of that word or phrase have corresponding meanings;

~~2. The regulations contained in Table “B” in Schedule 3 to the Act are excluded and shall not apply to this Club except in so far as they are repeated or contained in these Articles.~~

(e) a reference to a writing includes typewriting, printing, texting, facsimile, email and other modes of representing or reproducing words in a visible form;

(f) a reference to the Memorandum of Association and the Articles of Association are to be read as the Constitution;

(g) a reference to an article is a reference to one of the Articles;

(h) a reference to a section is a reference to a section of the Corporations Law;

(i) a reference to the Corporations Law or to a provision of the Corporations Law, means the Corporations Law or that provision as amended from time to time, or any statute, code or provision enacted in its place, whether by Australian Capital Territory or the Commonwealth of Australia, and includes regulations and other instruments under it;

(j) a reference to the Gaming Law or to a provision of the Gaming Law, means the Gaming Law or that provision as amended from time to time, or any statute, code or provision

enacted in its place, whether by Australian Capital Territory or the Commonwealth of Australia, and includes regulations and other instruments under it;

(k) a reference to the Liquor Law or to a provision of the Liquor Law, means the Liquor Law or that provision as amended from time to time, or any statute, code or provision enacted in its place, whether by Australian Capital Territory or the Commonwealth of Australia, and includes regulations and other instruments under it.

1.3 Powers conferred on the Club, the Directors, a Committee of Directors, a Director or a Member may be exercised at any time and from time to time.

1.4 The provisions of the Act that apply to certain companies as replaceable rules are displaced by this Constitution in their entirety and do not apply to the Company.

2. Omitted.

3. (a) The Club shall have no less than ~~two~~three hundred (~~200~~300) voting members.

~~(b) The initial members of the Club are the subscribers to the Memorandum of Association.~~

- ~~(e)~~(b) 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~~Member of the Club.
4. (a) ~~The qualifications of members shall~~All Members must be ~~that they are~~ over the age of eighteen years.
- (b) Every candidate for membership of the Club, ~~except those members mentioned in Articles 3(b);~~ shall be proposed by one and seconded by another member of the Club. Every nomination shall be made in writing and shall give the full name and address of the candidate and be signed by the candidate and his proposer and seconder and shall be in such ~~from~~form as the Board shall from time to time require.
- ~~(c) Particulars of the names and addresses of applicants 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 that period has expired and not until then the nomination shall be submitted by the Secretary to the Board.~~
5. (a) The election of ~~members~~Members shall be by the Board at a meeting or meetings duly convened
_____ and the Board shall examine all nominations for membership and inquire into the _____ qualifications of candidates. ~~The Board may reject any application for membership without assigning any reason for such rejection. When applications for membership come before the Board negative votes at the rate of one in four or at a higher rate shall exclude~~ _____ the applicant from election.
- (b) The Secretary shall maintain a record of each application for membership ~~and if the applicant is elected as a member the Secretary shall enter his name in the Register.~~
6. On the election of a ~~member~~Member the Secretary shall ~~at once give such member notice of~~ enter his ~~or her election forwarded or posted to~~ name in the ~~address given on his or her nomination for membership and shall issue with such notice any necessary account for fees and subscriptions due and payable by the member which account shall specify the due date of payment~~register.
7. Every person elected to membership ~~and informed of his or her election as directed by the foregoing article~~ shall be deemed to agree to pay any entrance fee and ~~annual~~ subscription and other fees and charges as prescribed in the Memorandum and Articles of Association or By-Laws and Regulations of the Club or fixed by the Board and to be bound by the Memorandum and Articles of Association of the Club and by the Club's By-Laws and Regulations 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.
- ~~8. Every person elected to membership shall be required to pay within one month of the date of notice of election the fees and/or subscription specified in the account rendered to him or her with the notice of election failing which payment the election may be declared null and void.~~
8. Omitted.
9. The Board may from time to time as it thinks fit provide for different classes of members and/or membership including ordinary, special, country, life, ~~honorary life~~, foundation and other ~~classed~~ classes and shall define such classes by By-Law. ~~Honorary members shall not be deemed to be members for provided it complies with the purpose of Article 3(a). Provided always that if Act, the Board creates a Class of Life Membership it shall also insert in~~ Gaming Law and the ~~By-~~

~~Laws creating that Class a provision that the number of life members of the Club can never exceed a number equal~~Liquor Law with respect to any set limits or criteria from time to 5% of the number of ordinary members of the Club~~time.~~

Entrance Fees and Annual Subscriptions

10. (a) The amount of and method of payment of entrance fees ~~annual~~-subscriptions and other ~~annual~~-fees or charges payable by any class of member ~~the amount thereof and the time and manner of payment thereof~~ and all other matters ~~pertaining thereto~~regarding same that are not ~~by these Articles~~ specifically provided for in these Articles shall be ~~such~~ as from time to time prescribed by the ~~Board~~board provided that the annual subscription shall not be less than ~~two dollars~~one dollar.

~~—~~(b) All ~~annual~~-subscriptions shall be payable ~~annually~~ in advance.

11. If any fee ~~or~~, subscription ~~or~~, call or charge or any instalment thereof shall remain unpaid for a period of one month after it becomes due, the member concerned shall be notified by the Secretary in writing of the default and the member shall be suspended from privileges of membership until the member pays the amount due. ~~If the member fails to pay before the expiration of a further period of one month he or she shall cease to be a member. The provisions of Article 41 shall not apply to any such suspension from or cessation of membership.~~

~~12. The Board may at any time or times suspend the payment of entrance fees either generally or in respect of 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 arise.~~

~~Honorary Members and Honorary Life Members and Life Members¹~~

~~12. Omitted.~~

Classes of Members

~~13.~~ 13. (a) Ordinary Member means a member elected in accordance with these Articles ~~3e, 3(b), 4 and 5 and is not an Honorary, Foundation or Life Member.~~

~~—~~(b) ~~Honorary Member means a member who has been granted temporary membership in accordance with this paragraph. Honorary members shall not be under any obligation or liability with respect to the payment of subscriptions or the Guarantee provided for in Clause 6 of the Memorandum of Association. Honorary members shall be admitted to the Club for such period and on such conditions as may be imposed by the Board. Honorary members shall not be entitled to vote at any meeting of the Club or be elected as an officer or members of the Board. Honorary members shall be entitled only to the social privileges of the Club and play such games, recreation and pastime, and to participate in any Club activity as determined by or art the invitation of the Board from time to time. No person shall be admitted as an Honorary member unless he/she passes such qualifications as defined here. The following persons may qualify for Honorary Membership:~~

~~i. The patron or patrons for the time being;~~

~~ii. An interstate, inter territory or overseas visitor for the duration of such visit or for three months whichever is the shorter period;~~

~~iii. Any prominent citizen visiting the Club for some special occasion;~~

~~iv. Any member of a Club that has reciprocal arrangements for Honorary memberships with the Club;~~

~~v. Officials, players and staff associated with the Canberra Raiders Rugby League Football teams for a period of twelve months.~~

~~(e)~~ (b) Foundation Member means a member whose name appears on the list of members to be known as the List of Foundation Members. ~~No additional persons may be added to the List of Foundation Members. Foundation members shall be entitled to all the rights, powers and privileges, and be subject to all the duties and obligations of an ordinary member. — Foundation members will be excused the payment of annual subscriptions.~~

(dc) Life Member means a member whose name appears on a list of members to be known as the List of Life Members. ~~No person shall be admitted to Life Membership except in the case of exceptional or unusual or distinguished merit and on the recommendation of the Board, endorsed by two-thirds majority of the members present at a General Meeting. Life members shall be entitled to all the rights, powers and privileges and be subject to all the duties and obligations of an ordinary member. — Life members will be excused the payment of annual subscriptions.~~

The Board of Directors

14. The business and affairs of the Club shall be managed by the Board of Directors consisting of seven (7) Directors who shall appoint one of their number as President and may do so from time to time as occasion may require.

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

16. ~~The Board of Three~~ Directors shall be elected by the general body of members from persons nominated as hereinafter provided:

(a) ~~(a)~~ — Not more than forty-two (42) and not less than twenty-one (21) days before the day fixed for the Annual General Meeting nominations for the offices of Director ~~shall be delivered to the Secretary; may be made as follows:~~

i. ~~(b)~~ — From in the ~~persons nominated~~ form prescribed by the Board from time to time;

ii. signed by two members ~~shall elect seven who have the right to vote;~~

iii. bear the written consent of the nominee; and

iv. be delivered to the Secretary within the time period set in 16(a).

(b) ~~No less or more than four~~ Directors ~~who shall hold office until the next Annual General Meeting. Of the seven Directors so elected at least three~~ shall be persons nominated by the Canberra District Rugby League Football Club Limited (“The Raiders”) and ~~one shall be a person nominated by, and a Supporting Member of, “The Raiders”, (“The Special Qualification”). In this Article a reference to a Supporting Member is a reference to a person”), being an associated organisation as defined as such in the Memorandum and Articles of Association of “The Raiders”² under the Gaming Law.~~

~~(c) — Any election at which less than four of the Directors hold the Special Qualification shall be invalid and a fresh election shall be called and determined at an Extraordinary General Meeting. The Directors who held office prior to the said election shall continue to hold office until a Board is elected that satisfies this Article.~~

17. 17. (a) Any casual vacancy or vacancies which may occur in the Board of Directors may be filled by the Directors and a person or persons appointed shall hold office until the next Annual General Meeting subject to Article 19 when he, she, or they shall retire but shall be eligible for re-election provided however that if the vacancy is that of a Director with the Special Qualification the Board shall appoint another member with the Special Qualification.

(b) ~~Nominations for election for the Directors shall be made in writing and signed by two members of the Club and by the nominee who shall 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, provide the names of the candidates and their proposers and if such candidate has the Special Qualification~~ Qualifications on the Club's notice board, the website or by other electronic means.

~~(d)~~ (e) If the number or numbers required for election as Director ~~be~~ are not nominated or if a person or persons elected for such office declare before or at the Annual General Meeting verbally or in writing that he, she, or they, is or are, unable to unwilling to take that office or if an elected person or persons becomes or become for any reason set forth in Article 19 ~~hereof~~ unable to take office then the members may propose and second orally ~~as~~ at such Annual General Meeting ordinary members to fill any such office or offices. Subject always to the provisions of Article 16 ~~hereof~~ if there be more than the required number nominated for election an election by members by Ballot shall take place at such meeting but if there be only the requisite number nominated the Chairman subject to Article 16 (b) ~~hereof~~ declare those nominated to be duly elected.

(d) Elections will be held in accordance with the Act, Gaming Law and Liquor Law.

18. An election by ballot for the members of the Board of Directors shall be conducted in the following manner³:

(a) The ballot shall be taken during the period of seven (7) consecutive days immediately prior to 12 noon on the day prior to the day fixed for the holding of the Annual General Meeting.

(b) The ballot shall be conducted at the ~~club's~~ Club's premises.

(c) The voting papers shall contain the names of all duly nominated candidates who do not have the Special Qualification.

(d) The names of the candidates shall be listed on the voting papers in the order as determined by a public draw conducted by the manager of the ~~club~~ Club, at the ~~club's~~ Club's premises, witnessed by at least two (2) members of the ~~club~~ Club who are not candidates or employees of the ~~club~~ Club.

(e) The voter shall mark his or her voting paper by placing a tick or a cross alongside the names of the candidates for whom he or she wishes to vote.

(f) The ballot shall be conducted by the Secretary or other authorised person appointed by the Board.

(g) At the closing of the ballot the Secretary or other authorised person assisted by two scrutineers appointed by the Board of Directors shall proceed with the examination of the

voting papers and shall report the result to the Chairman at the Annual General Meeting who shall then declare ~~subject to Article 16 (c)~~ such candidates who received the greatest number of votes to be duly elected.

- (h) Any voting paper upon which the votes are not recorded for the exact number of candidates to be elected shall be rejected as informal.
- (i) 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.
- (j) 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 or votes so as to ensure the election of not more than the number necessary to fill the vacancies.

- (k) The Secretary shall ensure all records of nominations and elections are kept for a minimum of two years from the relevant nomination and election dates.

Vacancies in Board of Directors

- ~~19.~~ 19. (a) If any Director shall die or shall fail to attend a regular board meeting for three consecutive meetings without leave of absence, or if he/she shall resign or shall cease to be qualified under the provisions of Article 15 hereof, or if the Director no longer meets the suitability criteria under the Act, the Liquor Law or the Gaming Law, or if he/she shall become bankrupt or of unsound mind, his/her office shall be declared vacant by the Board and he/she 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 or by an extraordinary general meeting held for the purpose of the election of Directors and until such appointment is made the continuing Directors may act notwithstanding such vacancy.
- (b) The Club may ~~be~~by special resolution carried at an extraordinary general meeting remove any Director or all the Directors as the case may be in his, her, or their period of office and elect another or other Director or Directors as the case may be in his, her, or their place. ~~The person or persons so elected shall hold office during such time as the Director or Directors removed would have held office if he, she, 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 with the Special Qualification the person so appointed in his or her stead shall also be a person with the Special Qualification.
20. 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 be as valid as if every such person had been duly appointed and was qualified to be a Director.
21. No Director shall receive any remuneration for his or her services in his/her capacity as a Director provided however that nothing herein contained shall be deemed to prohibit the reimbursement of expenses incurred by a Director in the performance of his or her duties as such 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 which 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 of the Club except in so far 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~~whatsoever which from time to time it may think desirable and delegate to any such sub-committee such power as it may think fit and any such appointment or delegation from time to time revoke or alter. ~~Unless otherwise specified in the Minutes of the Directors appointing the sub-committee the quorum of all sub-committees shall consist of a majority of the members of such sub-committees.~~

- (b) Subject to Article 23 to make such By-Laws Articles 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, interest, effects, and property and for the convenience, comfort, and well-being of the members of the Club and to amend or rescind from time to time any such By-Laws Articles and Regulations.
- (c) To enforce the observance of these Articles and of all By-Laws or Regulations by suspension of members 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 the Board thinks fit.
- (e) To engage, appoint, control, remove, discharge, suspend, and dismiss such managers, secretaries, officers, representatives, agents, and servants or other employees in respect to permanent, temporary, or special services as it may from time to time think fit and to determine the duties, pay salary, emoluments, or other remuneration but no payment or part payment to any Secretary Manager, other officer, servant or member of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
- (f) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as the Board thinks fit.
- (g) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any part of the property of the Club as the Board thinks 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 allow 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.
- (i) To determine who shall be entitled to sign and endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (j) To invest and deal with any of the monies of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board thinks 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 conditions in all respects as the Board thinks fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. ~~Any debentures or other securities may be issued with any special rights and privileges which the Board thinks 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 THAT the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Liquor Act, without the consent of the Licensing Board.~~

- (m) To fix the maximum number of each class of members who may be admitted to the Club.
 - (n) In addition to the power contained in Articles 41 and 42 to fine and caution or suspend for such period as it thinks fit any member who shall willfully infringe any provisions or the Memorandum or Articles of Association or of the By-Laws Articles or Regulations of the Club or 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~~ Visitors relating to the use by them of the Club premises and/or any amenity or facility therein contained 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 an appropriate notice containing such By-Law or Regulation on the ~~Notice Board~~ website or other electronic means.
- (b) The Club in general meeting may revoke and disallow any such By-Laws 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 or Regulation objected to.
- ~~(c) Without limiting the rights of members under Article 27 any five members may at any time during the month of October in any year give to the Secretary notice in writing signed by them that they object to one or more specified By Laws or Regulations and the Secretary shall then include a statement to that effect on the notice convening the next ordinary general meeting.~~
- ~~(d)~~ (c) Neither the revocation or disallowance by the Club in general meeting of any By-Law or Regulation nor the knowledge that it might take place nor its amendment or rescission by the Board shall invalidate any act by the Board or by an officer or servant of the Club prior to such amendment or rescission.

Meetings of the Board

- ~~24.~~ 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 to 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.
- (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 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 (15) minutes from the time appointed for the meeting the members present shall be a quorum.

- ⁴(d) Except for the purpose of paragraph (c) of this article, a Director who has been granted a leave of absence under paragraph (e) of this article by the board shall be deemed to have been in attendance at the meeting for which the leave of absence was granted.
- ⁵(e) A Director may be granted a leave of absence from any meeting of the board where his or her absence is necessitated to permit him or her to carry out or perform duties or conduct activities on behalf of or for the benefit of the Club or an associated body.

General Meetings

- 25. The Annual General Meeting of the Club shall be held ~~if practicable in the month of December~~ as prescribed by the Act 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 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 when requested to by him/her of a requisition which need not be~~ Members if acting in one document signed by not less than one per cent (1%) of ~~accordance with the ordinary members stating provisions stipulated in the business to be considered. Act.~~ The date of such meeting shall be within forty days of the receipt by the Secretary 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.~~ request.

Notice of General Meetings

- 28. (a) Every notice convening a general meeting shall specify the place, 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 these Articles or the Act.
- (b) Every notice convening a general meeting shall be given in the manner prescribed by Article ~~5355~~ to those members who are entitled to attend and vote at general meetings under the provisions of Article 39.
- (c) The period of notice with respect to general meetings shall be as follows:
 - i. Fourteen (14) days in respect of ordinary general meetings and such extraordinary general meetings as are convened for ~~purposed~~ purposes other than those requiring the passage of a special resolution.
 - ii. 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 website 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 two per cent (2%) of the 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 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 a 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~~ Annual Financial Report, to elect Directors and an auditor or auditors and to transact any other business which under the Articles is to be transacted at an Annual General Meeting. -All other business transacted at an Annual General Meeting and all business transacted at an extraordinary general meeting shall be deemed special.
31. The President shall if present be entitled to preside at all general meetings of the Club. Should the President be absent the same procedure for the appointment of the Chairman shall be followed as is provided in Article 24(b) of these Articles for the appointment of a Chairman at a meeting of the Board.
32. At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is demanded:
- (a) By the Chairman; or
 - (b) By at least three persons present at the meeting.
33. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. -The demand for a poll may be withdrawn.- In the case of equality of votes the Chairman shall both on a show of hands or on a poll have a casting vote in addition to the vote to which he is entitled as a member.
34. If a poll is demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise and the result of the poll shall be the resolution of the meeting at which the poll was demanded. -In the case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination if made in good faith shall be final and conclusive.
35. At a general meeting each member entitled to vote may vote in person or by proxy and on a show of hands every member shall have one vote and on a poll every member present in person or by proxy shall have one vote.
36. A member shall not be entitled to vote by proxy unless ~~he has~~ they have lodged a form of proxy with the Secretary ~~and~~, not less than 48 hours prior to the commencement of the meeting to which it applies.

37. The form of proxy must be signed by the member giving the proxy and must:
- (a) Set out the full name and address of the member giving the proxy;
 - (b) Set out the full name of the member to whom the proxy is given;
 - (c) Identify the meeting to which it applies; and may
 - (d) Specify that it is to be exercised for or against any or all specified resolutions.

~~38. A proxy must be a member of the Club. Omitted.~~

~~38. No member of the Club shall be entitled to vote for more than one proxy on any one question at any general meeting of the Club.~~

39. ~~No member other than an Honorary Life Member or a Life Member~~ shall be entitled to be present and vote either in person or by proxy unless ~~both he and the proxy shall have~~ he has paid all instalments of entrance fees and annual subscriptions and all other monies due to the Club at the time of the general 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 to be 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 Articles or Regulations of the Club or if any member 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 interest 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 (7) 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 that he/she shall at such meeting and before such resolution is passed have had an opportunity of giving orally or in writing any explanation of defence he/she may think fit.
- (b) That seven (7) days written notice of the meeting to consider the case of a 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 his/her or their membership 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 the Club's staff or servants or persons under contract to the Club in the course of the Club's business and fail to discharge such debts upon request in writing by the Secretary he may be 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 monies due or payable under the provisions of Clause 6 or the Memorandum of Association.
44. Every member shall on becoming a member furnish to the Secretary particulars of ~~his~~their address ~~and occupation~~ if those particulars have not already been stated on the nomination for 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 purposes 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/she belongs and setting out the date of the latest payment by each member of his/her subscription. The Secretary shall keep such register for a period of not less than two (2) years.

Minutes

46. The Board shall cause minutes to be kept by the Secretary in books provided for the purposes:-
- (a) for 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.

Financial Year

47. The financial year of the Club shall commence ~~on the first day of~~ in November each year and end ~~on the last day of~~ in October the following year.

Accounts and Audits

48. The Board shall cause correct accounts and books to be kept showing the financial affairs of the Club and the particulars usually shown in books or accounts of a like nature and showing in particular and without limiting the generality hereof:-
- (a) All sums of monies 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.~~ 50. (a) the Board shall comply with the provisions of ~~Part 3.6 of the Act and once in every year cause to be prepared a Balance Sheet as at the end~~ preparation of the Club's financial year and an Income and Expenditure account together with the report of the Board and the auditor's report shall be laid before the Annual General Meeting of the Club as provided for in Article 30 of these Articles Financial Report.

- (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~~Annual Financial Report shall be ~~posted~~sent to every member in accordance with the Act.

51. ~~The Directors shall cause proper accounting and other than Honorary Members at least seven (7) clear~~records to be kept and shall cause copies of the annual financial report to be distributed to each Member who has made an election by notice in writing to the Club to receive copies of the annual financial report in hard or electronic copy by the earlier of:

(a) 21 days before the ~~date~~Annual General Meeting; or

(b) four months after the end of the ~~general meeting~~Club's financial year.

52. ~~The Directors shall from time to time determine at which the said accounts~~what time and reports are to be presentedplaces and under what conditions or regulations the accounting and other records of the Club shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Club except as conferred by Statute, authorised by the Directors or by the Club in General Meeting.

~~51-53.~~ Auditors shall be appointed and their duties regulated in accordance with the Act.

Seal

~~52-54.~~ 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 presence of two Directors at the least who shall sign every instrument to which the seal is affixed and shall be countersigned by the Secretary or some other person appointed by the Board.

Notices

~~53-55.~~ A notice may be given by the Club to any member either personally, by electronic means or by sending it by post to the member to his or her registered address.- Where a notice is sent by post service 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 Australian Capital Territory and has not supplied the Club an address within the Commonwealth of Australia, for the giving of notices to him a notice posted upon the notice ~~Board~~board or website shall be deemed to be well served on such member at the expiration of twenty-four hours after it is so posted up. -A notice may be given by the Club to any member by sending it to the electronic address supplied by the member to the

Company for the giving of Notices.⁶ A notice sent by electronic notification is taken to be served:

(a) by properly addressing the electronic notification and transmitting; and

(b) on the day of its transmission except if transmitted after 5.00pm in which case it is taken to be served the next day.

Indemnity

56. Every person who is or has been a Director and every member of any subscription committee constituted under Article 22 and the Secretary and other officers or Officer of the Club and any person (whether an officer of the Club or not) employed by the Club as auditor shall be is indemnified, to the maximum extent permitted by law, out of the funds property of the Club against liability any liabilities for costs and expenses incurred by him as such Director or member of a sub-committee or as Secretary officer or auditor that person:

(a) in defending any proceedings relating to that person's position with the Club, whether civil or criminal, in which judgment is given in his/her that person's favour or in which he that person is acquitted or which are withdrawn before judgment; or

(b) in connection with any administrative proceedings relating to that person's position with the Club, except proceedings which give rise to civil or criminal proceedings against that person which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or

54.(c) in connection with any application under in relation to any proceedings relating to that person's position with the Club, whether civil or criminal, in which relief is granted him/her to that person under the Act by the Federal Court of Australia or the Supreme Court of the Australian Capital Territory court.

Provisional Board

~~55. (a) there shall be a Provisional Board of Directors consisting of:-~~

~~Melville Denis Rowbotham (President)~~

~~9 Tulloch Place~~

~~Flynn ACT~~

~~Gordon Joseph McLucas~~

~~43 Lumeah Street~~

~~Narrabundah ACT~~

~~Rodney Cecil Pyne~~

~~21 Gleadow Street~~

~~Evatt ACT~~

~~John William Edwards~~

~~4 Hakea Street~~

~~Queanbeyan NSW~~

~~Gerald James Edwards~~

~~59 Williams Street~~

~~Mawson ACT~~

~~Shirley Lorraine Bentley~~

~~3 Paling Place~~

~~Melba ACT~~

~~Peter Edward Lawler~~

~~12 Tullaroop Street~~

~~Duffy ACT~~

~~———— (b) — 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) — The Provisional Board of Directors shall manage the affairs of the Club until replaced by a Board of Directors elected in accordance with Article 16.~~

57. Every person who is or has been a Director, Secretary or Officer of the Club is indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability to another person (other than the Club or its Related Bodies Corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith.

Miscellaneous

~~57.58.~~ 58. Any heading attached to any of these Articles shall not affect the construction.

~~59.~~ 59. Omitted.

~~58. — No member shall give any money, fee, or gratuity or other gift or any tip whatsoever to any employee intoxicating liquor and no liquor within the meaning of the Club in any circumstances 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 interest of the Club and be dealt with by the Board accordingly.~~

~~59. — No non-member shall be supplied with liquor on the Club's premises unless on the invitation of an in the company of a member.~~

60. ~~(a)~~ ~~No liquor~~ Liquor Law shall be sold or supplied to any person under ~~eighteen~~ (the age of 18) years ~~of age~~ and no ~~such person~~ Visitor shall ~~have or consume any~~ be supplied with liquor ~~upon~~ in the Club premises. ~~unless:~~

~~(b)~~ (a) the Member who invited the Visitor is still present on the premises of the Club;
and

(b) the person has the consent of the Club.

61. The Club shall not make any payment or permit any payment to be made to any Secretary, Manager, servant, Director or other person whatsoever by way of commission, profit or allowance from or upon the receipts from liquor disposed of on the Club premises.

62. No person under eighteen (18) years of age, shall use or operate or be allowed to use or operate gaming machines in the Club premises nor shall any such person be permitted to be in the immediate vicinity of such gaming machines.

~~61.63.~~ No person (whether or not a member) whether under these rules or otherwise shall derive directly or indirectly, any profit, benefit or advantage from the Club that is not available equally to all members of the Club other than a profit, benefit or advantage:-

(a) That arises under an agreement where the parties are dealing with each other at arms length; or

(b) Conferred on a member under a resolution passed at a general meeting of members.

~~62.64.~~ No person (whether or not a member) whether under these rules or otherwise shall derive directly or indirectly, any profit, benefit, or advantage from:-

(a) The Club having applied for the grant of a licence;

(b) The grant of a licence to the Club; or

(c) Any added value that may accrue to the premises of the Club because of the grant of a licence to the Club;

That is not available equally to all members of the Club.

~~63.65.~~ Nothing in these rules shall prohibit the playing of games of chance for money on the premises of the Club.

~~64.66.~~ The premises occupied by the Club and the facilities and property of the Club shall be kept and maintained for the benefit of members generally.

~~67.~~ (a) Notwithstanding anything in the Corporations Law, the Directors may amend this Constitution in accordance with a direction by the Commission under section 148B of the Gaming Law without a special resolution of Members.

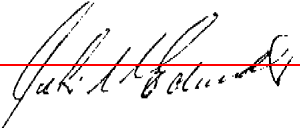
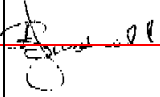
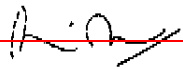
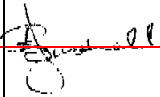
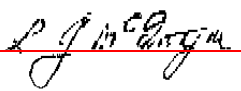
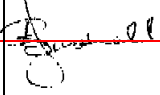
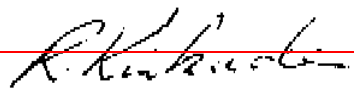
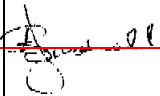

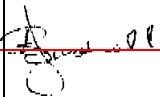
~~65.~~ (b) Notwithstanding anything contained in any other provision of these Articles, other than Article 67(a), no amendment of or addition to these Articles shall be made except at a general meeting of the Club specially requisitioned for that purpose.

(b) Notice of motion of any proposed amendment of or addition of these Articles under Article 67(b) shall be posted to all members in accordance with Article ~~53~~55 and in the Club house by the Secretary not less than twenty-one days prior to the day fixed for the general meeting at which such proposals are to be discussed.

Alteration of Memorandum

~~66.~~ 68. Alteration to the Memorandum of Association shall only be made after Articles 28(c)ii and 29 have been followed and then only if 75% of those present and entitled to vote are in favour of such alteration.

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

Signatures of Subscribers	Witness to all Signatures
 JOHN WILLIAM EDWARDS	 ELIZABETH JAN BUSHELL 3/30 Lowe Street, Queanbeyan
 PETER EDWARD LAWLER	 ELIZABETH JAN BUSHELL 3/30 Lowe Street, Queanbeyan
 LESLIE JOHN MCINTYRE	 ELIZABETH JAN BUSHELL 3/30 Lowe Street, Queanbeyan
 ROBERT ALEXANDER KINKADE	 ELIZABETH JAN BUSHELL 3/30 Lowe Street, Queanbeyan
 HEINRICK REINT INDERWISCH	 ELIZABETH JAN BUSHELL 3/30 Lowe Street, Queanbeyan

¹ Amended at Extraordinary General Meeting 21/2/1999.

² Amended at Extraordinary General Meeting 30/1/1996.

³ ~~Amended at Annual General Meeting 5/3/2000.~~

⁴ ~~Amended at Extraordinary General Meeting 21/2/1999.~~

⁵ ~~Amended at Extraordinary General Meeting 21/2/1999.~~

⁶ ~~Amended at Annual General Meeting 24/2/2009.~~