

## **MEMORANDUM OF ASSOCIATION 2011**

of

### **EVERGLADES COUNTRY CLUB LIMITED**

1. The name of the Club is "Everglades Country Club Limited". ("the Club")
2. The objects for which the Club is established are all or any of those, set out in paragraphs (a) to (w) inclusive of this clause. It is intended that each of such objects shall unless the context otherwise requires be in no wise limited or restricted by any other paragraph or paragraphs or by the name of the Club and shall be capable of being pursued as an independent object either alone or in conjunction with all or any one or more of the object specified in the same or in any other paragraph or paragraphs.
  - (a) To promote the games of Golf and Bowls and any other indoor or outdoor sports, recreations, games, pastimes and amusements.
  - (b) To construct conduct and maintain a Golf Course, Bowling Greens and all or such other grounds buildings or structures for the purposes of the games of Golf and Bowls or any or all of such other sports, recreations games pastimes or amusements as the Club may determine.
  - (c) To construct establish furnish conduct and maintain a clubhouse and such other conveniences for the accommodation of members and their friends as the Club may determine.
  - (d) To lease the grounds, clubhouse and premises or any part or parts thereof or any rights or privileges in connection therewith to any person or persons body or bodies of persons corporate or unincorporate upon such terms and conditions as the Club may determine subject to any relevant legislation.
  - (e) In furtherance of the objects of the Club to promote establish conduct and carry out any sports tournaments entertainments or amusements or to co-operate with any person or persons body of persons corporate or unincorporate in promoting establishing conducting or carrying out the same and to provide trophies and prizes in connection therewith.
  - (f) To carry on the business of caterers for the purpose of supplying refreshment, liquid or solid, to persons using or to visitors to the clubhouse grounds and premises of the Club and to apply for take out and hold licenses for the conduct of such business.
  - (g) In furtherance of the objects of the Club to carry on the business of tobacconist and trade in athletic and sports material of all kinds and material for the playing of indoor and outdoor games and amusements and other articles required by persons using the clubhouse grounds and premises of the Club.

- (h) To insure the property of the Club to insure against the risks and liabilities for which the Club is or may be responsible and to insure any servant of the Club against risk of accident in the course of their employment and to pay the premiums on any such insurances.
- (i) To purchase take on lease or on hire or in exchange or otherwise to acquire in any manner howsoever for such nature and upon such conditions as may seem fit:-
  - i Any estates or interest in any lands freehold leasehold or any other tenure and any easements licenses rights or privileges connected with or in relation to any real estate.
  - ii Any plant machinery apparatus implements tools appliances raw material and merchandise of any kind and trade marks and personal property of any description whatsoever.
  - iii Any concessions, rights, options, licences, privileges or advantages from any parties or authorities, governmental, municipal, local or otherwise.
- (j) To sell or otherwise dispose of the whole or any part of the property and undertaking of the Club either to in portions for such considerations as may be agreed upon and in particular for shares, stokes, debentures or securities of or interest in any other Club having objects altogether or in part or in similar to those of this Club subject to any relevant legislation.
- (k) In furtherance of the objects of the Club to lend and advance money or give credit to such persons, firms and companies on such terms as may be thought fit and in particular to customers and persons dealing with the Club.
- (l) To borrow and to raise money in such manner as the Club shall think fit and in particular by the issue of debentures or debenture stock perpetual or redeemable and to secure the payment of any money borrowed by the Club by bonds bills of exchange promissory notes bills of sale mortgages charges or liens upon the whole or any part of the property or assets of the Club present and future and also by mortgage charge or lien to secure and guarantee the performance by the Club of any obligation or liability it may undertake.
- (m) To receive on deposit or at call moneys to be employed in the business of the Club with or without interest.
- (n) To pay all or any expenses incurred in connection with any amendment or alteration to the Club's Memorandum and/or Articles of Association and to pay commission to brokers and others for underwriting placing selling or guaranteeing the subscription for any debentures or securities of this Club or any Club promoted by this Club.
- (o) To engage such managers accountants clerks workmen and other officers and servants as shall be required and found necessary for the proper working of the Club and for carrying on its business and operations and any one or more at pleasure to discharge.

- (p) To enter into any arrangements with any Government or with any authorities municipal local or otherwise that may seem conducive to the objects of the Club or any of them and to obtain from such Government or authority any rights privileges or 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.
  - (q) To establish and support and to join with any other person or Club in establishing of companies, associations institutions funds and conveniences calculated to benefit any employees of the Club or the dependents of such persons and to make payments for all or any of such purposes or objects.
  - (r) To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.
  - (s) To accumulate a reserve fund out of income or otherwise for the purpose of the Club and to appropriate the same or any part thereof or any of the Club's assets to specific purposes.
  - (t) To invest or deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined and from time to time to vary and realise such investments.
  - (u) To make draw accept endorse discount execute and issue cheques promissory notes, bills of exchange, warrants debentures and other negotiable or transferable securities.
  - (v) In furtherance of the objects of the Club to amalgamate with any other Club having objects altogether or in part similar to this Club and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Club under or by virtue of Clause Six (6) hereof.
  - (w) To do all such acts matters and things and to enter into and make such arrangements or agreements as may be calculated to directly or indirectly enhance or render profitable or useful any of the property or rights of the Club or such as may be incidental or conducive to the attainment of all or any of the above objects.
3. The liability of members is limited.
4. Every member of the Club undertakes to contribute to the assets of the Club in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before he ceased to be a member and the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding the amount of one year's subscription.

5. The registered office of the Club will be situated at Dunban Road, Woy Woy in the State of New South Wales or at such other place in the said State of the Club may determine.
6. The profits and income of the Club shall be applied in promoting its objects. Payment of any dividend is prohibited provided that nothing herein contained shall prevent the payment bona fide and in good faith of any remuneration to any officers servants or members of the Club or other persons in return for any services actually rendered to the Club or for any materials or goods supplied.
7. The foregoing Memorandum of Association substitutes for and supersedes in all respects the Memorandum of Association dated the twenty fifth day of February one thousand nine hundred and fifty seven but not so as to invalidate any acquisitions of property and any acts deeds matters and things done and entered into under the objects, powers and provisions of the said Memorandum.

# ARTICLES OF ASSOCIATION 2011

of

## EVERGLADES COUNTY CLUB LIMITED

1. **In these Articles :-**

"The Act" means the Registered Clubs Act 1976 (as amended) and the Registered Clubs Regulations 1996 (as amended)

"The Corporations Law" means the Corporations Act 2001.

"Special Resolution" means a Special Resolution referred to in by Sections 253 of the corporations law.

"The Club" means the above Club.

"Notice" shall include any communication in writing.

"The Articles" shall mean these Articles of Association.

"The Office" shall mean the registered office for the time being of the club.

"The Register" shall mean the register of members to be kept pursuant to the Act.

"The Seal" shall mean the common seal of the Club.

"Writing" and "Written" shall include printing, typing and other modes of representing words in visible form.

"Year" shall mean calendar year.

"Secretary" includes Secretary Manager, General Manager, Chief Executive Officer or Honorary Secretary as approved by the Casino, Liquor & Gaming Control Authority, pursuant to the Act.

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

Words importing the masculine gender only shall include the feminine gender.

2. **Membership:** Membership of the Club shall be one of the following designations:

Sporting Member

Life Member

Honorary Member

Social member

Junior Member

Cadet Member

Temporary Member

- (a) **Sporting Member** shall mean any Member of the Club of not less than eighteen years of age who shall have paid the full Annual Subscription or in the case of a new Member joining after the first day of September in any year and prior to the thirtieth day of June, next following, such amounts as are prescribed in accordance with Article 4.

(b) **Life member** shall mean any Sporting Member who may, in consideration of long and meritorious service or for any other reason be granted Life Membership of the Club. A proposal for Life Membership shall be made to the Board in writing by any two Sporting Members of the Club and the Board shall consider it and decide whether or not to recommend it. No such grant shall be made except upon the recommendation of the Board made to an Annual or a Special General Meeting and communicated to the Sporting Members in the notice convening such meeting and the subsequent adoption of the recommendation by two-thirds of the Sporting Members present and entitled to vote.

At no time shall the number of Life Sporting Members exceed seven. Life Sporting Members shall have the status and be entitled to all the privileges of Sporting Members of the Club and shall not be liable for the payment of any membership subscriptions.

(c) **Social member:** A Social member shall not be entitled to play golf or outdoors bowls, except as a visitor. He or she shall be entitled to use the Club for its social advantages, and participate in social functions, games and other forms of recreation on such conditions as the Board may from time to time determine, and he or she shall pay subscriptions in accordance with Article 4. Non-Sporting members shall be entitled to vote in any election for the Board and attend general meetings including the Annual General Meeting of the Club but:-

- (i) Social members shall not have the right to propose or second a member for election to the Board;
- (ii) Social members shall not have the right to stand for election to the Board;
- (iii) Social members shall not have the right to vote on any special resolution to amend the Memorandum or the Articles of Association of the Club".

(d) **Honorary Member.** The following may at the discretion of the Board be made Honorary Members of the Club:

- (i) The Patron or Patrons of the Club for the time being;
- (ii) Any prominent citizen or local dignitary.

The Board shall have the power to cancel the Honorary Membership of any person at any time. Honorary Members shall not be entitled to vote or hold any office in the Club.

(e) **Junior Member:** Any person deemed at the Board's discretion suitable for junior membership may be admitted by the Board after nomination and election in accordance with Article 3 as a junior member.

The number of Junior Members shall not exceed one hundred and fifty (150) at anytime provided that such number may be varied from time to time as the Board may think fit.

- (f) **Cadet Member:** Any person deemed at the Boards discretion, suitable for Cadet Membership as defined in the Rules of the Golf Committee may be admitted by the Board after nomination and election in accordance with Article 3 as a Cadet Member.

The *combined* number of Junior and Cadet Members shall not exceed one hundred (100) at anytime provided that such number may be varied from time to time as the Board think fit.

- (g) **Temporary Member:** The following persons may be admitted as temporary members of the Club in accordance with procedures established by the Board from time to time.
- (i) A person whose ordinary place of residence in New South Wales is at least 5 kilometers from the Club's premises or such greater distance as maybe determined from time to time by the Board by By-Law pursuant to this Constitution.
  - (ii) A full member (as defined in the Registered Clubs Act) of any other Club which is registered under the Registered Clubs Act and has objects similar to those of the Club.
  - (iii) A full member (as defined in the Registered Clubs Act) of any registered Club or any interstate Club (as defined by the Registered Clubs Act) who, at the invitation of the Board or of a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in that organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
  - (iv) An interstate or overseas visitor;
  - (v) Temporary members are not required to pay an entrance fee or annual subscription;
  - (vi) Temporary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time. Temporary members are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
  - (vii) The Secretary or in the Secretary's absence, the senior employee of the Club then on duty, may terminate the membership of any Temporary Member at any time without notice and without being required to give a reason.
  - (viii) A person under the age of eighteen years will not be admitted as a Temporary Member other than pursuant to Article 2(g)(iii).

- (ix) When a Temporary Member (other than a Temporary Member admitted pursuant to Article 2(g)(iii) first enters the Club premises on any day, the following particulars must be entered into the Club's Register of Temporary Members:
- The name in full of the Temporary Member;
  - The residential address of the Temporary Member;
  - The date of which Temporary Membership is granted;
  - The signature of the Temporary Member.
- (h) The maximum number of members of the Club excluding Honorary members shall not exceed 10,000 but the Board may apply to the Licensing Court of New South Wales to increase this number in accordance with the Registered Clubs Act. In accordance with Section 30(1)(a) of the Registered Clubs Act the number of full members (as defined in the Registered Clubs Act) with the right to vote in any election for the Board shall at all times exceed the number of full members who do not have the right.

### 3. **Election of Members**

- (a) Candidates for membership of the Club shall be proposed by a Member or Life Member and seconded by another Sporting Member or Life Member to both of whom, the candidate shall be well known.
- (b) Every application shall be in writing on a form approved by the Board and shall be signed by the Candidate and by a proposer who shall have been a Sporting Member for more than twelve months and by a seconder of like standing.
- (c) The names of every applicant for membership shall be posted by the Secretary on the Notice Board and shall remain posted for at least fourteen (14) days prior to the date of the Meeting of the Board at which the application is to consider. The election of Members shall be by the Board or by an elected sub-committee of the Board at a duly convened meeting and an interval of at least fourteen (14) days shall elapse between the date of application and the date of election.
- (d) The Secretary of the Club shall keep a record of the names of the Directors present and voting at such meeting and the names and addresses of the candidates elected as members. The Board may reject any application for membership without assigning any reason thereof. Any candidate not approved or elected may not again be proposed within twelve (12) months. The Secretary shall forthwith return to the rejected candidate the amount, if any, lodged as a nomination fee and/or subscription with the application. Upon election of a Member, the Secretary shall at once forward to such Member notice of his election and shall issue with such notice an account for the subscription if such has not already been paid. On payment of his subscription the new Member may have a copy of the Memorandum and Articles of Association of the Club. Every person elected to Membership and informed of his election as aforesaid shall be deemed to be bound by these



Articles and the By-Laws of the club from time to time force and the payment of the said nominated fee or part thereof and/or the said subscription or part thereof shall be so bound. Should such subscription be not paid within one month of the posting of such notice, the membership of such Member shall lapse

- (e) Upon receipt of the first and final notice for subscriptions due, any Member who shall not have signified to the Secretary in writing his intention to withdraw from the Club on or before the 30th June in any year, shall be deemed to be a Member for the ensuing year and if the subscription and any amount owing as the case may be is not paid before the 31st July or within one month of the respective due date the Board may remove the name from the roll of Members of the Club and such membership will lapse.
- (f) A Member may at any time by giving notice to the Secretary in writing resign his membership of the Club but shall continue liable for any annual subscription and all arrears due and unpaid at the date of resignation and for all monies due by him to the Club and in addition for any sum not exceeding the amount of One year's subscription for which he is liable as a Member of the Club under Clause 4 of the Memorandum of Association of the Club.
- (g) **Register of Members** The Club must keep the following Registers:
  - (i) A register of persons who are Members of the Club, which will set out their name in full, the occupation and address of each Member and the date on which that Member last paid the fee for membership of the Club;
  - (ii) A register of persons who are Honorary Members;
  - (iii) A register of persons who are Temporary Members;
  - (iv) A register of persons of or above the age of eighteen (18) years who enter the Club's premises as the guest of Members.

#### 4. **Entrance Fees and Subscriptions.**

- (a) The nominated fee annual subscription or other fees or charges payable by any class of Member the time and manner of payment thereof and all other matters relating thereto not specifically provided for in these Articles, shall be determined by the Board prior to the end of the financial year.
- (b) Except where otherwise provided in these Articles, all annual subscriptions shall become due and payable in advance on the first day of July.
- (c) The annual subscription shall not be less than Two Dollars (\$2.00)
- (d) A Member elected after the first day of January and prior to the first day of July in any year shall pay one half only of the annual subscription for the financial year during which he was elected. Upon payment of the Annual Subscription each Member may be issued with a Current membership badge.

## 5. Management of the Club.

- (a) The business affairs of the Club shall be under the management of the Board of Directors elected in accordance with these Articles. All Directors shall hold office until the conclusion of the annual general meeting after that at which they were elected when they will retire, unless they resign or are removed from office under these Articles.
- (b) The Board shall have power to make By-Laws necessary for the conduct of the Club and such By-Laws, until repealed by the Board, shall have the full force of Articles of the Club, provided such By-Laws are consistent with the Articles of the Club. The decision of the Board on the Construction and interpretation of the Club's Articles and By-Laws shall be conclusive and binding on all Members.
- (c) The Board shall have the power to authorise expenditure invest borrow raise and secure payment of any sum of money by mortgage or charge on any of the property of the Club real or personal issue debentures perpetual or otherwise charged upon all or any of the property of the Club receive all monies and subscriptions engage or discharge servants and employees take or accept a lease or leases of ground and accept surrenders thereof close the Club premises at their discretion for any period and in all things manage control and conduct the business of the Club.
- (d) The Board shall have power to elect new Members in accordance with these Articles accept resignations warn reprimand suspend or expel any Member of the Club who shall be refuse or neglect to comply with the provisions of the Memorandum of Association or these Articles or infringe any rules or By-Laws or whose conduct shall in its opinion render him or her unfit for membership or against whom any complaint in writing has been lodged with the Secretary. If after enquiry the Board shall be of the opinion that the alleged conduct whether within or outside the precincts of the Club is or is likely to be injurious to or is not desirable in the interests or welfare of the Club such Member shall be given notice in writing of the matter alleged against him or her and afforded an opportunity of being heard in his or her own defence and if the explanation or defence of such Member is unsatisfactory in the opinion of at least two-thirds of the Directors or such Member does not avail himself of the opportunity of explanation or defence then such member may be
  - (i) Suspended by resolution of the Board, in favour of which at least two-thirds of the Directors shall vote from membership of the Club for such period as the Board may deem fit, or
  - (ii) Requested to resign in writing and if such Member shall not resign within seven days after posting or delivery to him of such request such Member may be expelled by resolution of the Board, in favour of which at least two-thirds of the Directors thereof shall vote and thereupon such Members shall cease to be a Member of the Club and such Member's entrance fee (if any) and subscription for the current year shall be forfeited.

- (iii) A Member shall have the right of appeal in writing to the Board of Directors in the light of new evidence. However no Member suspended or expelled has any right of action against the Club, the Executive or Board or any member thereof respectively or any officer or employee of the Club by reason of such suspension or expulsion or by reason of any act done or notice given or caused to be done or given consequent on or incidental to such suspension or expulsion.
- (e) The Secretary or the Secretary's delegated officer or employee shall have the power to suspend any member from membership of the Club:
  - (i) who is intoxicated, violent, quarrelsome or disorderly; or
  - (ii) whose presence on the premises of the Club renders the Club or the Secretary of the Club liable to penalty under the Registered Clubs Act.

Any suspension pursuant to this Article shall operate until the next available Board Meeting only and the Secretary shall make a written report to the Board of the circumstances giving rise to the suspension to the Board within seven days of the suspension being imposed. A member suspended pursuant to this sub-paragraph shall not remain upon nor re-enter the Club's premises nor enjoy the privileges of his/her membership until the suspension is reviewed by the Board at it's next available meeting.
- (f) The Board shall review the Minutes of the Annual General Meeting or any Special General Meeting at its meeting immediately following the Annual General Meeting or Special General Meeting and note them as correct or otherwise.

**6. Board of Directors.**

- (a) The Board shall consist of nine (9) Directors namely the President, a Senior Vice-President, a Vice-President, an Honorary Treasurer and five (5) ordinary directors (who shall be Sporting members), to be elected annually by the general body of members.
- (b) The Board shall hold regular meetings once in each month on a date and at a time which they themselves shall determine.
- (c) At all meetings of the Board five(5) directors personally present shall constitute a quorum and no meeting shall be held unless a quorum is present.
- (d) A special meeting of the Board may be called at any time if may be deemed necessary by the President or by the Secretary.
- (e) At all meetings of the Board if a quorum is not present within 30 minutes of the appointed time such meeting shall stand adjourned to a date and time fixed by those directors present and notice of such adjourned meeting shall be sent by the Secretary to all Directors.

- (f) No resolution passed by the Board may be altered or rescinded at any subsequent Board Meeting without notice of motion having first been given at a meeting of the Board prior to the date on which the meeting to alter or rescind such resolution is held, unless two-thirds of the Directors present vote to rescind or re-commit a resolution adopted at the same Board meeting.
- (g) If any Director be absent from three consecutive regular meetings of the Board without the consent of the Board he shall at the discretion of the Board cease to be a Director. The Board may grant leave of absence to any Director upon application by such Director.
- (h) The Executive of the Club shall be the President, Senior Vice-President, Vice-President, and the Treasurer. Should any Club business arise requiring urgent attention the Executive, or Directors acting on their behalf, shall have power to take any necessary action but the Secretary shall submit a report thereon for confirmation or otherwise at the next meeting of the Board.
- (i) The Board shall have the power to co-opt any full financial member for any purpose of the Club's management but no such co-opted member shall have any voting power on the Board.
- (j) Full and complete records of all meetings of the Board and all sub-committees shall be kept and entered in books to be provided for that purpose.
- (k) The President shall be an ex-officio member of all sub-committees with voting rights and the Secretary shall be an ex-officio member.
- (l) Should a vacancy or vacancies occur in the office of President, Senior Vice-President, Vice-President, Treasurer or that of an ordinary Director through any cause whatsoever, the vacancy may be filled at a meeting of the Board. Such meeting shall be held as soon as practicable after the occurrence of the vacancy and notice of intention to fill such vacancy shall be given to all Directors. Any person appointed in pursuance of this Article shall hold office during such time only as the same would have been held by the person vacating office if the vacancy has not occurred.
- (m) That no employee of the Club be a Director of the Club or be eligible to be elected as a Director or be entitled to vote at meeting of the Club.
- (n) If a Director becomes bankrupt or makes any arrangements or compositions with his creditors generally, he shall cease to be a Director forthwith.

7. **Financial Year.** The financial year of the Club shall commence on the first day of July in each year and close on the thirtieth day of June in the next following year.

8. **Election of the Board.**

- (a) At the Annual General Meeting to be held in each year all Directors shall retire from office. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.
- (b) Nomination for the election of President, two Vice-Presidents, Honorary Treasurer and the five ordinary Directors of the Board must be made in writing signed by two Members and/or Life Members of the Club and with the consent of the nominee endorsed thereon and delivered to the Secretary or left at the Registered Office of the Club at least fourteen days prior to the date fixed for the Annual General Meeting. At the expiration of the time for receiving nominations the Secretary shall prepare a list showing the names and addresses of all persons so nominated and the positions for which each has been nominated and shall cause such list to be displayed in a conspicuous place at the Clubhouse for at least seven (7) days prior to the Annual General Meeting.
- (c) In case of there being no greater number of nominations for any office than vacancies to be filled the Chairman at the Annual General Meeting at which the election is to take place shall declare each nominee duly elected to the office for which he was nominated and is unopposed.
- (d) If there be more candidates than vacancies for any office a ballot shall be held among the Members present and entitled to vote and the election decided in accordance with the provisions of these Articles.
- (e) Should there be an insufficient number of nominations the remaining vacancy or vacancies may be filled by verbal nominations taken at the Annual General Meeting and voting shall be by ballot of the Members present and entitled to vote. No absent Member shall be considered for election to any position unless the nominee has given written consent and such consent is in the hands of the Secretary prior to the meeting.
- (f) In the event that a Member is nominated for more than one office the elections for the office of President, Vice-Presidents, Honorary Treasurer and five Directors shall be decided in that order and in the event that a Member is elected to any one of the aforementioned offices his nomination for election to any other office shall be deemed to have been withdrawn. In the occasion when there is a ballot for the positions of Vice-Presidents, the Vice-President elected with the greatest number of votes shall be the Senior Vice-President. In the event of there being no ballot necessary for the election of Vice-Presidents a ballot shall be taken to elect the Senior Vice-President from the Board of the Club.
- (g) 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 necessary number to fill the vacancies.

9. **Annual General Meeting.**

- (a) The Annual General Meeting shall be held once in each year on or before the last day of November at a time and place determined by the Board.
- (b) The business of the Annual General Meeting shall be to receive and consider the Statements of Account for the year, the Balance Sheet as at 30th June of that year together with the report of the Auditor thereon and the reports of the Board and Officers and to elect a Patron, a President, two Vice-Presidents, an Honorary Treasurer and five (5) ordinary Directors and to transact any other business which ought to be transacted at an Annual Meeting.

10. **General Meetings.**

- (a) Subject as hereinafter provided the quorum for a General Meeting shall be 25 members personally present and entitled to vote.
- (b) No business shall be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of the business.
- (c) If within 30 minutes from the time appointed for the Meeting a quorum is not present the meeting is convened upon the requisition of members shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time or place as the Board may be notice to the Members appointed and if at the adjourned Meeting a quorum is not present within 30 minutes after the time appointed for the adjourned meeting those Members (being not less than two) who are present and entitled to vote shall be a quorum.
- (d) The President and failing him the Senior Vice-President, and failing him the Vice President shall be entitled to take the Chair at every General Meeting. If there be no President or Senior Vice-President or Vice-President or if at any meeting none of those office holders is present within fifteen minutes after the time appointed for the holding of such meeting or is unwilling to take the Chair, the members present may choose one of the Directors and if no Director present be willing to take the Chair, the members present shall choose one of their own as Chairman.
- (e) Every question submitted to a meeting shall be decided in the first instance by a show of hands of those entitled to vote. In the case of any 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 may be entitled as a Member.
- (f) At any General Meeting unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least three Members present and entitled to vote 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 Minute Book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- (g) If a poll is demanded as aforesaid it shall be taken in such manner either by ballot or otherwise and at such time not exceeding fourteen days from the meeting at which same is demanded 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 conclusive and shall be deemed to be the Resolution of the meeting at which the poll is 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.
- (h) 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. When a meeting is adjourned for twenty-one days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. A Resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- (i) 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.
- (j) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
- (k) Minutes of all Resolutions and proceedings at General Meetings shall be made in a book provided for that purpose and every such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the succeeding meeting and if purporting to be so signed shall be receivable as evidence of the fact therein stated without further proof.
- (l) Subject to Article 2(c) Social members, Sporting Members and/or Life Members shall until otherwise determined by the club in General Meeting be the only members entitled to attend and vote at General Meetings of the Club and to receive notices of such meetings **Provided** that no member shall be entitled to be present or to vote on any question at any General Meeting unless he shall have paid all entrance fees annual subscriptions and all other monies which are due and payable by him to the Club at the time of such meeting.
- (m) The Board may whenever they think fit convene an Extra-ordinary General Meeting and they shall on the requisition of members representing at least five percent of the votes that may be cast on the resolution or at least 100 members who are entitled to vote at General Meetings of the Club forthwith proceed to convene an Extraordinary Meeting of the Club and in case of such requisition the following provisions shall have effect:-

- (1) The requisition shall specify the objects of the meeting and must be signed by the requisitionists and deposited at the office and may consist of several documents in like form each signed by one or more of the requisitionists. The meeting must be convened for the purposes specified in the requisition AND if convened otherwise than by the Board for those purposes only.
  - (2) If the Board does not within twenty-one days from the date of the requisition being so deposited proceed duly to convene the meeting the requisitionists or any of them representing more than one-half of the total voting rights of all of them may themselves convene the meeting but any meeting so convened shall not be held after three months from the date of such deposit.
  - (3) In the case of a meeting at which a Resolution is to be proposed as a special Resolution the Board shall be deemed not to have duly convened the meeting if they do not give such notice as is required by Section 249F of the Corporations Law.
  - (4) Any meeting convened by the requisitionists shall be convened as nearly as possible in the same matter as that in which meeting are to be convened by the Board.
- (n) Subject to the provisions of Section 249 of the Corporations Law relating to Special Resolutions at least seven days' notice to the members entitled to vote specifying the place day and hour of meeting and in case of special business the general nature of such business shall be given by notice sent by post or otherwise served as hereinafter provided. The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate any resolution passed at any such meeting.
  - (o) A copy of every such Resolution shall be embodied in or annexed to every copy of all Articles issued after the passing of the Resolution.

**11. Votes of Members.**

- (a) On a show of hands every member present in person and entitled to vote shall have one vote and on a poll every member present in person and entitled to vote shall have one vote.
- (b) No member shall be entitled to be present or to vote at any meeting either personally or upon a poll or be reckoned in a quorum whilst any fees subscriptions debts or other monies shall be due and payable by him to the Club.

**12. Bankruptcy.**

If any member shall become bankrupt or insolvent or make any general assignment of all his property for the benefit of or general composition with his creditors or shall execute any arrangement with creditors without sequestration under the provisions of the Bankruptcy Act 1966 or being engaged in any profession shall on account of misconduct be prohibited by governing body of such profession from continuing to practice under their regulations he shall ipso facto cease to be a member of the Club unless the Board in its discretion shall otherwise determine.



13. **Payment of Accounts.**  
Members' accounts (either with the Club its Professional or Caterer) for the previous month are to be paid promptly on the first day of each month or on such other day as the Board may from time to time determine. Those who fail to pay within sixty days of incurring the debt or within thirty days of the rendering of the account whichever shall first happen shall have a request for payment by circular or letter sent them to their registered address by the Secretary and if the debt remains unpaid for fourteen days after the circular or letter has been sent or given the Board may cancel the membership of such member but before so acting shall send a letter by registered post to the Member's address requiring the member to liquidate his indebtedness within seven days from the posting of such letter.
14. **Notice to Members.**  
Unless otherwise provided in these Articles a notice may be served upon a Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered place of abode but the non receipt of such notice shall not invalidate the proceedings at any Annual General or Special Meeting of the Club or any meeting of the Board.
15. **Returning Officer.**
- (a) At a meeting where a ballot is to be taken a Returning Officer who may be the Secretary of the Club or such other person elected by the meeting in his stead shall conduct the ballot and his decision shall be final in any case of doubt as to the formality of any ballot paper.
  - (b) Five scrutineers shall be elected by the meeting to check the voting and assist in the ballot.
  - (c) Should two or more candidates for any position receive an equal number of votes and not all receiving such number of votes can be elected the Returning Officer shall report the position to the Chairman of the Meeting who shall without comment exercise his casting vote and declare elected such candidate or candidates as may be required to fill the position or should he refuse to exercise his casting vote he shall instruct that a new ballot be taken.
16. **President:**
- (a) The President shall take the Chair at all meetings whether of the members or of the Board. In his absence or refusal to act the Senior Vice-President shall take the Chair and in his absence or refusal to act the Chairman shall be elected in accordance with Section 10 (d).
  - (b) The interpretation of the Articles at any meeting shall be determined by the Chairman.
17. **Honorary Treasurer.**
- (a) Correct accounts and books shall be kept by the Honorary Treasurer (or under his supervision) showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature.
  - (b) He shall carry out such other duties as the Board shall direct.

18. **Secretary.**

- (a) The Board may from time to time appoint a Secretary with or without remuneration. If the appointment is with remuneration which is not an honorarium then it shall be at such salary as the Board may from time to time determine. Such appointment may be terminated by one month's notice in writing on either side provided that the President or in his absence a Vice-President may for sufficient reason suspend such Secretary from duty and report such suspension as soon as possible to the Board which may take action thereon as it may deem proper. The Secretary shall be directly responsible to the President for the time being and shall inter alia perform such duties and do such acts and things as are required to be done and performed by a Secretary of a Club in accordance with the Registered Clubs Act 1976 or any amending Act. No payment or part payment of any Secretary or other Officer or employee of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
- (b) It shall be the Secretary's duty to conduct and manage the affairs of the Club under the direction of the Board and to keep in books provided for the purpose full and accurate minutes of all resolutions and proceedings at all meetings of Members and all meetings of the Board to keep a record of the names of Directors present and voting at all meetings to keep a Register of Members and such books and records as may be thought by the Board to be necessary for the purpose of correctly showing the Club's operations, position and affairs.
- (c) The Secretary shall collect fees subscriptions and other monies on behalf of the Club. His receipt shall be sufficient discharge to the person paying such monies.
- (d) The Secretary shall when directed by the Board deliver up all books vouchers and property of the Club to any person duly authorised by the Board.
- (e) The Secretary shall with the approval of the President and subsequent approval of the Board have power to hire and employ all classes of Permanent Staff, with the exception of the Secretary and the Assistant Secretary, whose services may be considered necessary for the purposes of the Club and in return for services rendered to the Club pay them salaries and wages as fixed by the Board.
- (f) The Secretary or the Executive shall have the power to suspend at any time the services of any employee for inefficiency, irregularity of conduct, disobedience of orders or for any other just cause and shall report such action to the next meeting of the Board for such action as is deemed necessary.
- (g) The Secretary shall supervise the purchase of all goods materials or provisions required by the Club and shall issue all official orders therefor.

- (h) The Secretary shall submit to the Annual General Meeting of the Club Statements of Account for the financial year ended the 30th June immediately preceding it, together with the Balance Sheet as at that date and the Auditor's Certificate and/or Report thereon.
  - (i) Should the office of Secretary become vacant or should he be temporarily absent or unwilling to act the Board may appoint any person to perform the duties of Secretary required by these Articles.
19. **Audit.**  
An Auditor or Auditors shall be elected at the Annual General Meeting in the event of a vacancy occurring in that office and their duties carried out in accordance with the provisions of Division 3 of the Code.
20. **Visitors.**
  - (a) Members shall have the privilege of introducing a friend or friends to the grounds of the Club and/or to the Clubhouse.
  - (b) A visitor shall not enjoy the amenities of the Club and shall not be supplied with liquor on the Club premises unless on invitation and in the Club of a Member and no liquor shall be sold or supplied to any person under the age of 18 years.
  - (c) No person under 18 years of age shall be allowed to use or operate poker machines in the Club premises.
21. **Banking.**
  - (a) The bankers of the Club shall be the National Australia Bank, Umina Branch or such other Bank or Branch as the Board may from time to time decide.
  - (b) All cheques drawn on the Club's account shall be signed by the following officers or any two of them, namely the President, Vice-Presidents the Honorary Treasurer or the Secretary provided that should any of these officers be absent through illness or any other cause and a substitute or acting appointment be made by the Board then such person, acting in the place of any of the officers above mentioned shall be empowered in like manner to sign cheques on the Club's bank account.
22. Every Director, auditor, Secretary and other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability incurred by him in defending any proceedings, whether judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of any duty or trust.
23. **Liquor Act.**  
These Articles shall be read as being consistent with the Registered Clubs Act 1976 and the Gaming Machines Act 2001 and the Liquor Act 1982 and the Regulations thereunder relating to a Club registered under the Acts and holding a Certificate of Registration.

24. **Loans.**  
No money shall be lent to any Member by the Club or any of its employees or officers, without the approval of the Board.
25. **The Seal.**  
There shall be a Club Seal and such Seal shall be retained in the possession of the Secretary. The Seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Board and in the Secretary or such other person as the Board and appoint for the purpose; and those members of the Board and the Secretary or other persons aforesaid, shall sign every instrument to which the Seal is so affixed in their presence.
26. **Notice Board.**  
A Notice Board shall be kept in the Clubhouse. No person except a Director or a member of a sub-committee authorised by the Board shall put any notice or written matter on the Notice Board or elsewhere in the Clubhouse or alter any notice already exhibited.
27. **Absence or Illness of Officers.**  
Should the Honorary Treasurer or Secretary be absent or ill or should either of them neglect or refuse to do anything required under these Articles or by resolution of the Board, the Board may appoint any Member of the Club to act in their stead.
28. **Country Club Sections.**  
Members comprising the Golf Section, Members comprising the Bowls Section, Members comprising the Ladies' Golf Section and Members comprising the Ladies' Bowling Club and Members comprising the Indoor Bowling Section may each make a separate Constitution and By-Laws appropriate to their Sections but the same are subject to the approval of the Board and shall not be inconsistent with the Memorandum and Articles of Association of the Club.
29. **Profits and Income.**  
The Profits (if any) and other income of the Club shall be applied to the promotion of the purposes for which its members are associated together. No payment of any dividends or distribution of the profits or income is to be made to or amongst the members of the Club.



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**EVERGLADES COUNTRY CLUB LIMITED**  
**AMENDED BY-LAW**

The Memorandum & Articles of Association 2011 of Everglades Country Club Limited – Articles of Association 2011, Section 5. Management of the Club, Section (b) authorises the Board to ‘*make By-Laws necessary for the conduct of the Club and such By-Laws, until repealed by the Board, shall have the full force of Articles of the Club .... The decision of the Board on the construction and interpretation of the Club’s Articles and By-Laws shall be conclusive and binding on all Members.*’

At its meeting on Tuesday 30 May 2017, the Board of Directors passed a Motion to amend the By-Law dated 28 March 2017 below, allowing six (6) new categories of membership of the Club replacing three (3) existing categories of membership

***Categories to be replaced:***

- 7 Day Golf
- Country Membership
- Social Golf Membership

***New Categories to be introduced:***

- Gold Member Golf
- Silver Member Golf
- Intermediate Member Golf (18-22)
- Intermediate Member Golf (23 -28)
- Rookie Member Golf
- Special Sporting Member

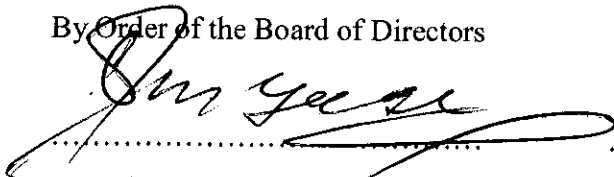
**(a) Gold Golf Member** shall mean any Member of the Club of not less than eighteen years of age who shall have paid the appropriate Gold Membership Annual Subscription.

**(b) Silver Golf Member** shall mean any Member of the Club of not less than eighteen years of age who shall have paid the appropriate Silver Membership Annual Subscription. They will be entitled to have a Golf Link Number and Handicap. They will be able to play golf up to 12 competition games per financial year at Gold Member competition rates, any additional competition play, over and above the stated 12 times, will be paid at Non-reciprocal Visitor’s rates. They will not be able to win an Honour Board event (Championship etc.) or events so specified by the Women’s Golf Committee in the fixtures book. They may play unlimited Social Golf but will not have access to the envelope booking system.

- (c) **Intermediate Member Golf (18-22)** shall mean any Member of the Club between the ages of 18 and 22 years of age who shall have paid the appropriate Intermediate Membership Annual Subscription.
- (d) **Intermediate Member Golf (23-28)** shall mean any Member of the Club between the ages of 23 and 28 years of age who shall have paid the appropriate Intermediate Membership Annual Subscription.
- (e) **Rookie Membership** shall mean any person who has completed the Everglades Pro Shop Beginners Clinic. They must not have held a handicap or a golf link number previously. They may play unlimited events at Gold member's competition rates. They will *not* be able to win an Honour Board event (Championship etc.) or events so specified by the Golf Committee in the fixtures book. This membership will be a full 12 months only membership from the time of application and will not expire on the 30 June.
- (f) **Special Sporting Member** shall be restricted to the contracted Golf/Bowls Professional/s. A minimum annual subscription fee as prescribed in the registered Club Act 1976 is payable for this membership category. This membership will remain in force for the duration of the Golf /Bowls Professional/s contract.

This By-Law shall remain in force until repealed by the Board of Directors.

By Order of the Board of Directors



.....  
 President - Mr Michael Gage

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 Date - 30 May 2017