

## Memorandum of Association of KOGARAH GOLF CLUB LIMITED

1. The name of the company is 'KOGARAH GOLF CLUB LIMITED.
2. The Registered Office of the Company will be situated at Kogarah.
3. The objects for which the Company is established are:
  - (a) To purchase take on lease or otherwise acquire land buildings and improvements and any easements or rights appertaining thereto in the Parish of St George County Cumberland or at any other place in New South Wales that the Company may deem expedient.
  - (b) To promote the game of golf and other sports games and pastimes.
  - (c) To lay out prepare and maintain the lands purchased leased or otherwise acquired by the Company or any part thereof as golf links tennis courts croquet lawns cricket or other sports grounds and to provide erect furnish and maintain clubhouses pavilions lavatories bathrooms refreshment rooms workshops stables sheds and other conveniences in connection therewith and to permit the same and the property of the Company to be used by Members and other persons on such terms as the Company shall be determine.
  - (d) To purchase hire make or provide and maintain all kinds of horses live stock furniture implements tools utensils plate glass linen books papers periodicals stationery cards games and other things required or which may be conveniently used in connection with the links grounds and club houses and other premises of the Company by persons frequenting the same whether Members of the Company or not.
  - (e) To buy sell and deal in all kinds of golf clubs and balls and all apparatus and material used in connection with golf and other athletic sports and all kinds of provisions and refreshments required or used by the Members of the Company or other persons frequenting the links grounds club houses or premises of the Company.
  - (f) To hire and employ secretaries clerks managers servants and workmen and to pay to them and to other persons in return for services rendered to the Club salaries wages gratuities and pensions.
  - (g) To promote and hold either alone or jointly with any other association club or persons golf and other sports meetings competitions and matches and to offer give or contribute towards prizes medals and awards and to promote give or support dinners balls concerts and other entertainment's.
  - (h) To establish promote or assist in establishing or promotion and to subscribe or become a member of or co-operate with any other association or club whose objects are similar or in part similar to the objects of the Company or the establishment or promotion of which may be beneficial to this Company.
  - (i) To raise money by entrance fees and subscriptions and to grant any rights and privileges to subscribers.
  - (j) To purchase take on lease exchange hire or otherwise acquire any real or personal property which may be requisite or useful for the purposes of or be capable of being conveniently used in connection with any of the objects of the Company and to dispose of the same or any part thereof.
  - (k) To sell (in subdivision or otherwise) lease manage improve develop exchange dispose of make construct grant give or dedicate roads lanes or rights of way upon turn to account or otherwise deal with any part of the property real and personal of the Company.
  - (l) To take horses cattle and other animals on agistment and to let any of the lands of the Company for agistment purposes or grant exclusive or other grazing rights over the same.
  - (m) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
  - (n) To borrow or raise and give security for money by the issue of or upon bonds debentures bills of exchange promissory notes or other obligations or securities of the Company or by mortgage or charge upon all or any part of the property of the Company both present and future and upon such terms as to priority or otherwise as the Company shall think fit.

- (o) To sell the property of the Company or any part thereof for such consideration as the Company may think fit including shares debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (p) To promote any other company for the purpose of acquiring all or any of the property or liabilities of this company and for any other purposes which may seem directly or indirectly calculated to benefit this Company and to take or otherwise acquire and hold shares in any such company.
- (q) To carry out any purchase or sale made or effected by the Company either for cash or for Shares or partly for cash and partly for Shares or on the hire purchase system or for payment by instalments or deferred payment system or otherwise.
- (r) To draw make accept endorse execute and issue cheques promissory notes bills of exchange bills of lading debentures and other negotiable or transferable instruments.
- (s) To take all necessary proceedings to recover all moneys and property to which the Company is entitled.
- (t) To pay the costs of and relating to the formation and registration of the Company.
- (u) To do all such things as are or may be considered incidental or conducive to the attainment of all or any of the above objects.

**(V) THE INCOME AND PROPERTY OF THE CLUB WHENCESOVER DERIVED SHALL BE APPLIED SOLELY TOWARDS THE PROMOTION OF THE OBJECTIVES OF THE CLUB AND NO PORTION THEREOF SHALL BE PAID OR TRANSFERRED DIRECTLY OR INDIRECTLY BY WAY OF DIVIDEND BONUS OR OTHERWISE HOWSOEVER BY THE WAY OF PROFIT TO THE MEMBERS OF THE CLUB PROVIDED THAT NOTHING HEREIN SHALL PREVENT THE PAYMENT IN GOOD FAITH OF REMUNERATION TO ANY OFFICER OR SERVANT OF THE CLUB OR TO ANY MEMBER OF THE CLUB IN RETURN FOR ANY SERVICES ACTUALLY RENDERED TO THE CLUB OR REASONABLE AND PROPER RENT FOR PREMISES LET BY ANY MEMBERS TO THE CLUB.**

*(Amended by notice dated eighth day of July 1966.*

4. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a Member or within one year afterwards for payments of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member and of the costs charges and expenses of winding up the same and for the adjustments of rights of the Contributories amongst themselves such amount as may be required not exceeding one pound.
5. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatever the same shall not be paid to or distributed among the members but shall be
  - (a) Issued in reconstructing or re-establishing the Company upon such other property as may be determined by the members of the Company at or before the time of dissolution or
  - (b) Shall be given up or transferred to some other Club or Company having objects similar to the objects of the Company as may be determined by the members of the Company at or before the time of dissolution.

And in default and subject to any such a determination then such property shall be used for such purposes in the interests of golf as may be determined by the Chief Judge in Equity of the Supreme Court or such other Judge as may have or acquire jurisdiction in the matter.

## Articles of Association of KOGARAH GOLF CLUB LIMITED

1. In these presents unless there be something in the subject or context inconsistent therewith "The Club" means the above named Company.  
"The Committee" unless the context otherwise requires means the General Committee of the Club hereinafter constituted for the management of the business and affairs of the Club.  
  
"The Office" means the Registered Office for the time being of the Club.  
"The Register" means the Register of Members of the Club.  
"Month" means calendar month.  
"In writing" and "written" include printing lithography and other modes of representing or reproducing words in a visible form.  
Words importing the singular number only include the plural and vice versa.  
Words importing the masculine gender only include the feminine gender.
2. For the purpose of registration the Club is declared to consist of 300 members but the Committee may when they think fit register an increase of members.
3. The Regulations contained in Table "B" in the Third Schedule to the Companies Act 1899 shall not apply to the Club.

### MEMBERS

4. The Club shall consist of Ordinary Members, Associate Members, Country Members, Junior Members, Non-Playing Members and such other classes of Members as shall be created by the Members in General Meeting or by the Committee of the Club. The special qualifications rights and privileges of each of such classes shall from time to time be defined by Rules and By-Laws to be made by the Committee.
5. A qualification of every member shall be the holding of the status of an Amateur Golfer in New South Wales and the payment to the Club of the periodical Members Subscription and Entrance Fee for the time being fixed by the Committee for the class to which such member belongs which subscription shall be of a defined amount fixed by the Committee of not less than One pound per annum payable in advance either quarterly half-yearly or annually as determined by the Committee.
6. All members shall be elected by the Committee at a Meeting or Meetings duly convened. Every application for admission to membership shall be made in such manner and form and to be accompanied by such information as the Committee shall be Rule or By-Law or otherwise prescribe or in any special case require.
7. The names and addresses of all persons proposed as Ordinary or other members of the Club shall be displayed in a conspicuous place on the Club premises for at least two weeks before their election and an interval of not less than **TWO WEEKS** shall lapse between nomination and election of such Members. Provided always that this Article shall not apply to members elected prior to the Annual General Meeting in the year 1929. **(As amended 4 June 1959)**
8. No person shall be admitted a member unless he shall have been duly elected in accordance with the Articles and the Rules and By-Laws of the Club for the time being in force and the Committee shall have full power and discretion as to the admission of any person to membership and may reject any application for admission without assigning any reason therefor.
9. No persons shall be allowed to become Honorary or Temporary members of the Club or be relieved of the payment of the regular subscription except -
  - (a) Ladies or gentlemen visitors to Sydney or members of other Golf Clubs recognised by the Committee outside a radius of fifty miles from Sydney who may be elected by the Committee or an Election Sub-Committee for one week as Temporary Members. The name of any person so elected shall be entered in a book kept for that purpose such entry being signed by a member of such Committee. Every lady or gentleman so elected may subject to the approval of the Committee remain an Temporary member for a further period not exceeding two months on payment in advance of the sum of One pound one shilling for each month or part of a month.

- (b) Members of kindred clubs playing in matches or open competitions promoted by the Club over the Links of the Club may in like manner be elected as Temporary members for the dates of such matches or competitions and for a period of seven days prior thereto.
10. The privileges of a member shall not be transferable and shall cease at death or on losing his status as an Amateur Golfer or on his resignation or expulsion from membership and such privileges may also in certain events in these Articles or in the Rules and By-Laws hereunder prescribed be liable to suspension or partial suspension.
11. **THE FINANCIAL YEAR OF THE CLUB SHALL BEGIN ON THE FIRST DAY OF APRIL AND SHALL CLOSE ON THE 31ST DAY OF MARCH EACH YEAR.** If any member shall at any time fail to pay any subscription or other moneys due by him to the Club for a period of one month after being requested by special notice in writing from the Committee to pay the same the name of such member may on the direction of the Committee be removed from the Register and he shall forfeit his membership and all privileges attached thereto but without prejudice to any claims and demands which the Club may have against such member. **(Amended 4 June 1959)**
12. Any member whose subscription is not in arrear and who is not indebted to the Club may resign therefrom by giving one months notice in writing to the Committee through the Secretary of his intention so to do; but a member intending to resign shall not avoid payment of his subscription for any financial year unless he shall have placed his resignation in the hands of the Secretary before the commencement of that year **IN ACCORDANCE WITH THE RELEVANT RULES AND BY-LAWS FOR THE TIME BEING IN FORCE.** **(Amended 4 June 1959)**
13. Every member shall maintain and further to the best of his ability the objects influence and interests of the Club and shall observe the provisions of these Articles and all the Rules and By-Laws of the Club for the time being in force.
14. A member shall not whether on or off the Club premises so conduct himself as to be likely to bring discredit to the Club or be detrimental to its repute or interest or cause his presence on the Club premises to be offensive to other members or in the opinion of the Committee undesirable.
15. Any member who shall commit a breach of any of these Articles or the Rules or By-Laws of the Club or whose conduct shall be deemed by the Committee to render such member unfit to be a member of the Club may be excluded from membership by a Resolution of a majority of not less than three-fourths of the members of the Committee present and voting at a Meeting of the Committee at which not less than eight members shall be present provided such member shall have been given seven clear days notice of the time and place of such Meeting and shall have been given an opportunity at such Meeting of explaining his conduct. A member excluded from the Club by such Meeting may within seven days after notice of his exclusion appeal from the decision of the Committee to an Extraordinary General Meeting of the Club which shall there-upon be convened by the Committee to be held within one month after notice of such appeal. Pending the decision of the Committee on any such matter as aforesaid or the result of any such appeal the Committee (or in the case of urgency the Captain of the Club) may suspend the member alleged to have committed the breach of conduct complained of and during such suspension of the suspended member shall not be entitled to the rights and privileges attaching to membership. In case of an appeal as aforesaid to an Extraordinary General Meeting of the Club a majority of not less than two-thirds of the members present and voting at such Meeting shall have power to annul the exclusion of the member so excluded or to annul the same subject to such conditions as the Meeting shall think fit to impose.
16. A member excluded from the Club or who shall resign therefrom shall forfeit all claims to a return of any money paid by him by way of Entrance Fee or Subscriptions and shall cease to enjoy any of the benefits of membership.
17. Members shall register their addresses in the State of New South Wales with the Secretary and from time to time notify in writing to him any change thereof.

## **GENERAL MEETINGS**

18. A General Meeting to be termed the Annual General Meeting of the Club shall be held once in every year on such day in the months of **MAY OR JUNE** and at such time and place as may be determined by the Committee. PROVIDED that the Club in General Meeting may at any time alter the month or months in which such Meeting is to be held and in default of the Annual General Meeting being held in the month of months in any year so appointed for the holding thereof such Meeting may at any time within two months thereafter be convened by any five members in the same manner as nearly as possible as that in which Meetings may be convened by the Committee)
- (Amended 4 June 1959)**

19. The Committee may whenever they think fit convene an Extraordinary General Meeting; and Extraordinary General Meetings shall also be convened by them within twenty-eight days after being called upon to do so by a requisition signed by at least twenty members of the Club provided such requisition contains a statement of the objects or object of the proposed Meeting. If in the case of any such requisition the Committee do not within such period of twenty-eight days convene such Meeting the requisitionists themselves may convene an Extraordinary General Meeting.
20. Seven days notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) of every General Meeting specifying the date and place and the hour of meeting and in case of special business the general nature of that business shall be given in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Club in General Meeting to such persons as are entitled to receive such notice from the Club but the non-receipt of the notice by any member or other person entitled to receive the same shall not invalidate the proceedings at any General Meeting. **.( WORDS DELETED REGARDING SPECIAL RESOLUTIONS(Amended 4 June 1959)**
21. All business shall be deemed special which is transacted at an Extraordinary General Meeting and all that is transacted at the Annual General Meeting with the exception of the consideration of the Balance Sheet the Report of the Committee and Auditors and the election of officers for the ensuing year. **AN AUDITOR SHALL BE APPOINTED AT EACH ANNUAL GENERAL MEETING OF THE CLUB AND HIS DUTIES REGULATED IN ACCORDANCE WITH THE COMPANIES ACT IN FORCE. (Amended 4 June 1959)**
22. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business. Save as herein otherwise provided **THIRTY** members personally present shall be a quorum.**(Amended 4 June 1959)**
23. If within half an hour from the time appointed for the Meeting a quorum is not present the Meeting if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to 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 half an hour from the time appointed for the Meeting the Members present shall be a quorum.
24. The President of the Club shall preside as Chairman at every General Meeting of the Club.
25. If there is no such President or if at any Meeting he is not present at the time a appointed for holding the Meeting then such Vice President present at the Meeting as shall be chosen by the Members present and be willing to act shall be Chairman or if no Vice President shall be present or the Vice Presidents or Vice President if present shall decline to act then the Members present shall choose one of their number to be Chairman.
26. The Chairman may with the consent of the Meeting (and shall if directed by the Meeting) adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
27. At any General Meeting a Resolution put to the vote at the Meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five Members and unless a poll is so demanded a declaration by the Chairman that the Resolution has been carried or carried by a particular majority or lost nor not carried by a particular minority (as the case may be) and an entry to that effect in the Book of the Proceedings of the Club shall be conclusive evidence of the fact without proving the number or proportion of the votes recorded in favour of or against such Resolution.
28. If a poll is duly demanded it shall be taken in such manner and at such time as the Chairman of the Meeting directs and the result of a poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded.
29. In case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
30. No Member except as in these presents expressly provided shall be entitled to take part in any Meeting or to vote thereat or to have notice of any Meeting or to take any part in the management of the Club who is not a Life Member or an Ordinary Member in the classes:- Full Playing Members, Senior Member, Mid Week Member, Intermediate Member, Associate Member, Senior Associate and Intermediate Associate.

## VOTES OF MEMBERS

31. No Member shall be entitled to vote at any Meeting unless he shall have paid his Entrance Fee and his first year's subscription to the Club or who shall be more than **TWO MONTHS** in arrears as to any other subscription or as to any moneys due to the Club at the time of such Meeting. **(Amended 4 June 1959).**
32. Subject as by these presents provided every Ordinary Member shall have one vote.

## COMMITTEE

33. **The Management of the business and affairs of the Club and the custody and control of its funds and property shall be vested in a General Committee.**"The General Committee shall consist of a President, Senior Vice-President, Junior Vice-President, Captain, Hon. Treasurer and at least four ordinary Members. Any Member may hold Office in a dual capacity, but on any questions arising at any Meeting of the Committee each Member of that Committee, whether holding one or more offices, shall have one vote only, except in the case of the Chairman of the Meeting who, in the case of an equality of votes, shall have a second or casting vote. Unless the General Committee otherwise decides, a majority thereof shall form a quorum. An Hon. Secretary to be elected only in the event of there being no paid Secretary. ***There is some evidence that this change was made on 15 July 1959 but that date does not make sense and there were other changes on 4 June 1959 the record here is a mess (Note in bold above does not seem to be part of articles but was part of original Article I suggest that unless there is this power given else where we should amend to include OM 23 April 94***
34. No member of the Committee shall receive any remuneration for his services but each Member thereof shall be entitled to repayment out of the funds of the Club for out-of-pocket expenses and disbursements reasonably and properly incurred including (in the case of the Honorary Secretary and Honorary Treasurer) salary or wages paid for clerical or other assistance. In the event of the appointment of a Secretary or Treasurer as a paid official of the Club the Member for the time being filling the relative honorary position on the Committee shall vacate office and such position shall continue vacant so long as such paid official is employed. No paid official shall be entitled to vote at any Committee Meeting or to take part in the deliberation of the Committee further than the Committee allows.
35. The Committee shall be elected for not less than twelve months by the general body of Members. At the Annual General Meeting of the Club in each year a Committee shall be elected for the ensuing twelve months and shall hold office until the next Annual General Meeting and thereafter until the appointment of their successors. Only Ordinary Members and Life Members shall be eligible for election to the Committee. Retiring Members of the Committee shall be eligible for re-election.
36. If in the case of an individual election there shall be only one person nominated or in the case of a collective election the number of persons nominated corresponds with the number to be elected the person or persons so nominated shall be deemed to be duly elected. But if in any case there are more candidates than the number to be elected an election of those to fill the vacant position or positions shall be conducted by the Committee. A member of the Committee shall vacate his office if he ceases to be an Ordinary Member of the Club or if he by writing under his hand addressed to the Club or the Secretary thereof resign his office or (except in the case of the President and Vice Presidents) without leave of absence he fails to attend three consecutive Meetings of the Committee.
37. The Club in General Meeting may by Extraordinary Resolution remove any Member of the Committee from office before the expiration of his period of office.
38. When a vacancy occurs on the Committee the Committee shall immediately fill such vacancy in the offices of Vice-Presidents, Captain, Vice Captain (if any) and Treasurer or on the Committee. Any Member so appointed shall hold the office only so long as the vacating Member would have retained the same if no vacancy has occurred.

The next on the ballot at the original election election fo rteh vacant position if available and willing is to be appointed otherwise the vacancy is to be filled by the Committee.

This condition will not be applicable if the Member to be so elected did not poll at least one third of the votes polled by the last elected candidate at the original meeting.

In the event of there not being a defeated candidate for the named offices the Committee may appoint a Member from its Members to fill the vacant position on the Committee. (*Amended 4 June 1959*)

39. Meetings of the Committee shall be held at least once in every month for the transaction of business and Minutes relating to all elections of Members and of all Resolutions and other proceedings of such Committee shall be kept by the Secretary and entered in a book to be provided for that purpose together with a record of the names of Members present and voting at such Meetings.
40. The Committee shall by Rules and By-Laws from time to time fix and regulate Entrance Fees and Subscriptions to be paid by the various classes of Members of the Club and regulate and prescribe the procedure relating and incidental to applications for and the admission of Members and of and incidental to nominations for the election of Office Bearers and prescribe the forms to be used in connection with such matters. The Subscription payable by Members to be fixed as aforesaid shall not in any case be less than One pound per annum and shall be payable in advance either quarterly half-yearly or annually as shall be determined by the Committee.

#### **POWERS OF COMMITTEE**

The Committee in addition to the powers and authorities by these presents or otherwise expressly conferred on them may exercise all such powers and do all such acts and things as may be exercised or done by the Club and are not hereby or by Statute expressly directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Statutes and of these presents and to any Regulations made from time to time by the Club in General Meeting provided that no Regulation so made shall invalidate any prior act of the Committee which would have been valid if such Regulation had not been made.

41. The Committee shall have power from time to time to make Rules and By-Laws for the constitution of a Ladies Committee to be appointed by the lady Members of the Club and subject to such conditions as they shall think fit to delegate to such Ladies Committee all or any of their powers relating to the management and control of the branch of membership in the Club which comprises the Lady Members thereof but the powers so delegated shall not extend to authorise the election of Lady Members by their Committee and may at any time be revoked or altered.
42. The Committee shall also have power from time to time to delegate any of their powers which are not hereby or by law expressly required to be exercised by themselves personally to Sub-Committees to be appointed by them from amongst their number with the addition (if thought fit) of one or more other Members of the Club deemed specially qualified for the duties delegated.
43. Without prejudice to the general powers conferred by these Articles and the other powers thereby conferred the Committee shall have power to make Rules and By-Laws not inconsistent with the provisions of these presents which shall be binding on the Members of the Club in the same manner and to the same extent as if the same had been herein included and either generally or at or for any particular occasion or time on any of the following matters; and by other Rules and By-Laws to repeal or vary any such Rules or By-Laws namely:
  - (a) As to the persons eligible for membership of the Club.
  - (b) Regulating the procedure relating and incidental to applications for and the admission of Members of the Club and conditions on which persons shall be admitted to membership.
  - (c) As to the division of Club Members into classes and fixing the respective qualifications rights and privileges of and the control and management of such classes.
  - (d) To fix and regulate Entrance Fees and Subscriptions to be paid by the various classes of Members of the Club.
  - (e) As to Honorary Members and visitors and defining the qualifications of persons entitled to become such and the privileges to be accorded to them as such.
  - (f) As to the manner in which membership of the Club may be terminated or shall determine.
  - (g) As to suspension of membership.
  - (h) As to the rights and privileges accorded to Members generally.

- (i) As to the qualifications restrictions and conditions which shall be attached to members of the Club and the various classes thereof.
- (j) As to arrangements with any other clubs or associations for reciprocal concession or otherwise.
- (k) As to Sub-Committees of Members in connection with the management of the Club and the various branches or any particular branch thereof and as to the appointment removal qualification disqualification duties functions powers and privileges of the Members of any such Sub-Committee.
- (l) Regulating the powers and procedure incidental to and relative to nominations for the election of Office Bearers of the Club.
- (m) Regulating the proceedings at and the preservation of order at Meetings of the Club or of the Committee or any Sub-Committee thereof.
- (n) Regulating the control and management of the various departments or branches of the Club.
- (o) Regulating the duties of the officers and servants of the Club.
- (p) Regulating the conduct of the various branches of amusement and games promoted or allowed by the Club the conditions under which the same shall be played and prizes awards and distinctions in connection therewith shall be allotted.
- (q) For the preservation of good order and fellowship among the Members.
- (r) As to the method of voting for the Election of the Committee or at General Meetings or any particular General Meeting of the Club or on any particular matter and regulating such voting.
- (s) And lastly for the provision of penalties pecuniary or otherwise for any neglect or breach of the Rules and By-Laws of the Club.

44. Without prejudice to the general and other powers conferred by these presents it is hereby expressly declared that the Committee shall have the following powers that is to say power -

- (a) To purchase take on lease 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 they think fit.
- (b) At their discretion to pay for any property rights or privileges acquired by or services rendered to the Club either wholly or partially in cash or in Bonds Debentures or other securities of the Club.
- (c) To secure the fulfilment of any contract or engagement entered into by the Club by mortgage or charge of all or any of the property of the Club or in such other manner as they may think fit.
- (d) To raise or borrow or secure the payment or repayment of any sum or sums of money for the purposes of the Club or which the Club shall be liable to pay or repay by the issue of Debentures of Debenture Stock of the Club charges or not charged on all or any of the assets and rights of the Club.
- (e) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (f) To engage control and dismiss the Club servants employees and paid officials.
- (g) 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.
- (h) To determine who shall be entitled to receive moneys on behalf of the Club and to sign on the Club's behalf receipts acceptances cheques endorsements contracts and other documents.
- (i) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as they think fit and from time to time to vary or realise such investments.

#### **DUTIES OF SECRETARY**

45. The Secretary shall keep full and correct Minutes of all Resolutions and proceedings of the Club and of the Committee in a book provided for that purpose together with a record of the names of the Members present and voting at all Meetings thereof including Meetings convened for the election of Members or at which any Member is elected. He shall also keep upon the Club premises a Register of Members setting forth the name in full occupations and addresses of all Members of the Club the date of their respective elections and the date of the latest payment by each Member of his subscription. The Committee may appoint any Member of their body to assist the Secretary in the performance of his duties.

#### **DUTIES OF TREASURER**

46. The Treasurer shall keep correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature.

#### **SEAL**

47. The Committee shall provide for the safe custody of the Common Seal of the Club and the Seal shall not be used except by the authority of the Committee previously given. Three Members of the Committee at the least shall sign every instrument to which the Seal is affixed.

#### **ACCOUNTS**

48. The Committee shall cause to be kept correct accounts and books showing the financial affairs of the Club and the particular usually shown in books of account of a like nature and shall at the Annual General Meeting in each year lay before the Meeting duly audited a Balance Sheet Profit and Loss Account and such other Accounts as shall be necessary to disclose the true financial position of the Club together with a Report as to the state of the Club affairs.

#### **AUDIT**

49. An Auditor or Auditors shall be appointed with or without remuneration by the Club at each Annual General Meeting who shall hold office until the next Annual General Meeting who shall hold office until the next Annual General Meeting but should such Meeting neglect to appoint an Auditor or Auditors an Auditor or Auditors may be appointed by the Committee. A retiring Auditor shall be eligible for re-election. The Committee shall appoint the first Auditor.

**50. An auditor or auditors shall be appointed and his or her duties regulated in accordance with Sections 113, 114, and 115 of the Companies Act." A document exists which suggests that the words in italics were adopted at a meeting on the 15 July 1959 - the AGM that year was the 4 June and the 16 June was the date of notification according to another document. The confusion suggest that the 15 July document was a draft but that leaves the question of how a draft can be dated later than the filed document?.**

51. If any casual vacancy occurs in the office of Auditor the Committee may fill up the same but any person so chosen shall retain his office so long only as the vacating Auditor would have retained the same if no vacancy had occurred.

52. An Auditor may be a Member of the Club but no Member of the Committee or other Officer of the Club shall be eligible as an Auditor during his continuance in office.

#### **NOTICES**

53. A notice may be served by the Club upon any Member either personally or by sending it through the post in a pre-paid letter addressed to such Member at his registered address.

A notice if served by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post. A certificate in writing signed by an Officer of the Club that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

54. As to those Members who have no registered address as aforesaid or whose registered address shall be outside the State of New South Wales a notice shall be deemed to be well served on the Member at the expiration of twenty-four hours after it is posted up in the Club premises.

## **INDEMNITY**

55. The Members of the Committee and other Officers for the time being of the Club and each and every of them acting in relation to any of the affairs of the Club shall be indemnified out of the funds of the Club from and against all actions costs charges losses damages and expenses which they or any of them shall or may incur or sustain by reason of any act done concurred in or omitted in or about the discharge of their duty or supposed duty in their respective offices except such if any as they shall incur or sustain by or through their own wilful default or dishonesty; and none of them shall be answerable for the acts of defaults of the other or others of them or for joining in any receipts for the sake of conformity or for any bankers or other persons with whom any moneys or effects belonging to the Club shall or may be lodged or deposited or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Club shall be placed out or invested or for any other loss misfortune or damage which may happen in the execution of their respective offices or in relation thereto except the same shall happen by or through their own wilful default or dishonesty.

## **MISCELLANEOUS**

56. No liquor shall be sold or supplied to a Junior Member or to any person under the age of twenty-one years and a visitor shall not be supplied with liquor on the Club premises unless on invitation and in the company of a Member.

We, the several persons whose names are subscribed being Subscribers to the Memorandum of Association of Kogarah Golf Club Limited hereby agree to the foregoing Articles of Association .....

FROM 2A  
COMPANIES ACT 1936 SECTION 98  
COPY OF RESOLUTIONS

The Special resolutions set out hereunder were duly passed at a general meeting of KOGARAH GOLF CLUB LTD held at Marsh Street, Arncliffe on the fourth day of June 1959.

Dated at Sydney this 16th day of June 1959.

Articles of Association No. 7 to be amended to read,

"The names and addresses of all persons proposed as Ordinary or other members of the Club (other than as Honorary Members) shall be displayed in a conspicuous place on the Club premises for at least two weeks before their election and an interval of not less than two weeks shall lapse between nomination and election of such Members. Provided always that this Article shall not apply to members elected prior to the Annual General Meeting in the year 1959."

Article of Association No. 11 be amended to read,

"The financial year of the Club shall begin on the first day of April and shall close on the 31st day of March following in each year. All subscriptions shall fall due and become payable on the first day of April in each year. If any member shall at any time fail to pay any subscription or other moneys due by him to the Club for a period of one month after being requested by special notice in writing from the Committee to pay the same the name of such member may on the direction of the Committee be removed from the Register and he shall forfeit his membership and all privileges attached thereto but without prejudice to any claims and demands which the Club may have against such member."

Article of Association No. 12 be amended to read,

"Any member whose subscription is not in arrears and who is not indebted to the Club may resign therefrom by giving one month's notice in writing to the Committee through the Secretary of his intention so to do; but a member intending to resign shall not avoid payment of his subscription for any financial year unless he shall have placed his resignation in the hands of the Secretary before the commencement of that year in accordance with the relevant rules and by-laws for the time being in force."

Article of Association No. 18 be amended to read,

"A General Meeting to be termed the Annual General Meeting of the Club shall be held once in every year on such day in the months of May or June, and at such time and place as may be determined by the Committee. PROVIDED that the Club in General Meeting may at any time alter the month or months in which such Meeting is to be held and in default of the Annual General Meeting being held in the month or months in any year so appointed for the holding thereof such Meeting may at any time within two months thereafter be convened by any five members in the same manner as nearly as possible as that in which Meetings may be convened by the Committee."

Article of Association No. 20 be amended to read,

"Seven days notice at the least (exclusive of the day on which the notice is served or deemed to be served or but inclusive of the day for which notice is given) of every General Meeting specifying the date and place and the hour of meeting and in case of special business the general nature of that business shall be given in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Club in General Meeting to such persons as are entitled to receive such notice from the Club but the non-receipt of the notice by any member or other person entitled to receive the same shall not invalidate the proceedings at any General Meeting."

Article of Association No. 21 be amended to read,

"All business shall be deemed special which is transacted at an Extraordinary General Meeting and all that is transacted at the Annual General Meeting with the exception of the consideration of the Balance Sheet the Report of the Committee and Auditors and the election of officers for the ensuing year. An Auditor shall be appointed at each Annual General Meeting of the Club and his duties regulated in accordance with the Companies Act in force."

Article of Association No. 22 be amended to read,

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

Articles of Association No. 31 be amended to read,

"No Member shall be entitled to vote at any Meeting unless he shall have paid his Entrance Fee and his first year's subscription to the Club or who shall be more than two months in arrears as to any other subscription or as to any moneys due to the Club at the time of such Meeting."

Article of Association No. 41 be amended to read,

"When a vacancy occurs on the Committee the Committee shall immediately fill such vacancy in the offices of vice-president, Captain, Vice Captain (if any) and Treasurer or on the Committee. Any member so appointed shall hold office so long only as the vacating member would have retained the same if no vacancy had occurred.

The next on the ballot at the original election for the vacant position if available and willing is to be appointed otherwise the vacancy to be filled by the Committee.

This condition will not be applicable if the member to be so elected did not poll at least one third of the votes polled by the last elected candidate at the original meeting.

In the event of there not being a defeated candidate for the named offices the Committee may appoint a member from its members to fill the vacancy and then fill the vacant position on the Committee."

FORM 28

Companies Act, 1936

(Section 98)

KOGARAH GOLF CLUB LIMITED

The Special Resolutions set out hereunder were duly passed at an Extraordinary General Meeting of the Kogarah Golf Club Limited on the fifteenth day of July, 1959 ?? at Marsh Street, Arncliffe.

Amendment of Article of Association No. 36

"The General Committee shall consist of a President, Senior Vice-President, Junior Vice-President, Captain, Hon. Treasurer and at least four ordinary Members. Any Member may hold Office in a dual capacity, but on any questions arising at any Meeting of the Committee each Member of that Committee, whether holding one or more offices, shall have one vote only, except in the case of the Chairman of the Meeting who, in the case of an equality of votes, shall have a second or casting vote. Unless the General Committee otherwise decides, a majority thereof shall form a quorum. An Hon. Secretary to be elected only in the event of there being no paid Secretary.

Amendment to Article of Association No. 18

"That the following words be deleted:-

"November or December" and substitute "May or June" in lieu. The following addendum to be added:-

"The Financial Year of the Club shall begin on the first day of April and shall close on 31st day of March following in each year. All Subscriptions shall fall due and become payable on 1st April in each year.

**Note by OMcDonald 23 April 1994 this statement of the financial year is part of Article 11 !!**

Amendment to Article of Association No. 41

"Vacancies on Committee:- The Committee shall immediately fill such vacancy in the offices of Vice-President, Captain, Vice Captain, Secretary and Treasurer or on the Committee. Any member so appointed shall hold office so long only as the vacating Member would have retained the same if no vacancy had occurred.

The next on the ballot at the original election for the vacant position, if available and willing, is to be appointed, otherwise the vacancy to be filled by the Committee.

This condition will not be applicable if the Member to be so elected did not poll at least one third of the votes polled by the last elected candidate at the original meeting.

In the event of there not being a defeated candidate for the named offices the Committee may appoint a Member from its Members to fill the vacancy and then fill the vacant position on the Committee.

FROM 28

Companies Act, 1936

(Section 98)

Amendment to Article of Association No. 7

That the words "one week" be deleted and "two weeks" substituted and that the words "in the year 1959" be substituted.

Amendment to Article of Association No. 12

That the following words be added "in accordance with the relevant rules and by-laws for the time being in force."

Amendment to Article of Association No. 20

Delete the words "where it is proposed" and substitute "first meeting."

Amendment to Article of Association No. 22

Delete the words "ten members" and substitute "thirty members."

Amendment to Article of Association No. 31

Delete the word "three' and substitute the word "two".

Amendment to Article of Association No. 53

Cancel and substitute "an auditor or auditors shall be appointed and his or her duties regulated in accordance with Sections 113, 114, and 115 of the Companies Act."

Dated this 24th day of July 1959.

E. Newton-Fairs - Secretary.

NEW SOUTH WALES COMPANIES ACT, 1961

SECTION 28 (1)

NOTICE OF RESOLUTION KOGARAH GOLF CLUB LIMITED

To the Registrar of Companies,

At the 38th Annual General Meeting of the members of the KOGARAH GOLF CLUB LIMITED duly convened and held at the Clubhouse, Marsh Street, Arncliffe on Thursday, 23rd June, 1966 the Special Resolution set out below was duly passed.

RESOLUTION

That the Memorandum of Association of Kogarah Golf Club Limited be amended by adding the following clause to the Objects for which the Company is established;

3. (v) The income and property of the Club whencesover derived shall be applied solely towards the promotion of the objectives of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by the way of profit to the members of the Club provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Club or to any member of the Club in return for any services actually rendered to the Club or reasonable and proper rent for premises let by any members to the Club.

Dated at Arncliffe this eighth day of July 1966.

Secretary  
FORM 7