

**Articles of  
Association**

**of the**

**South Melbourne  
Hellas Soccer  
Club Limited**

## **Document Control**

Effective Date: 23 March 2016

Authorised by: Leo Athanasakis, acting as Club President, under the authority of a resolution passed at the 2015 Annual General Meeting held on 23 March 2016 at Lakeside Stadium, 25 Albert Road Drive, Albert Park VIC 3206.

1.

The registered office of the Club shall be at an address in the State of Victoria as the Board hereby constituted may from time to time determine.

The regulations constituted in Table A in the Fourth Schedule to the Companies Act 1961 shall not apply to this Company.
2. In these regulations

"the Act" means the Companies Act 1961 "the Club" means South Melbourne Hellas Soccer Club Limited,

"the unincorporated Club" means the unincorporated body known as South Melbourne Hellas Soccer Club, whose funds and other assets and liabilities the Club is authorised to take over by Clause 2 (a) of the Memorandum of Association.

"The seal" means the common Seal of the Club,

"Secretary" means any person appointed to perform the duties of a secretary of the Club and includes an honorary secretary "state" means the State of Victoria;

"the Board" means the members for the time being of the Board hereby constituted;

"Meeting of Social members" means the meeting of social members as provided by these Articles.

Words importing the masculine shall include the feminine and the singular shall include the plural and vice-versa. These Articles shall be construed with reference to the Act and terms and expressions used in these Articles shall save where or otherwise expressly defined have the same meaning as when used in the Act.
3. For the purpose of registration the number of members of the Club is declared not to exceed One Thousand. The Board may from time to time register an increase in the number of members.
4. Members of the Club shall be classified as follows:-
  - (i) Life Members
  - (ii) Full Members
  - (iii) Honorary Members
  - (iv) Social Members

The Board may from time to time prescribe other classes of members and may fix the qualifications rights privileges and obligations of any such class. Members of the respective classes shall enjoy the benefits of the Club to the extent following:-

- a) Life-Members Full Members and Honorary Members shall enjoy the full benefits and privileges of the Club save as may be limited under Articles 16 and 21 hereof.
  - b) Social Members shall enjoy such benefits and be entitled to use such rooms as shall be determined from time to time by the Board but they shall have no right to attend or vote at any meeting of the Club members and no social Member under the age of 18 years may enter a bar or be served liquor.
5. Only persons who have attained the age of 18 years shall be eligible for membership of the Club otherwise than as a Social Member under Article 4.
6. The following may at the discretion of the Board be made honorary members of the Club:
- a) The patron or patrons for the time being
  - b) His Excellency the Governor General of the Commonwealth of Australia and His Excellency the Governor of the State of Victoria upon their respective appointments to office but on vacating their respective positions they shall cease to be honorary members of the Club.
  - c) Their Excellencies the Governors of other States of the Commonwealth of Australia and of any other part of the British Commonwealth of Nations when visiting Melbourne the Heads of State of any other Country or Nation the High Commissioners and Ambassadors representing in Australia the governments of overseas Countries holders of diplomatic and consular appointments who are not engaged in professional or commercial pursuits but on vacating their respective appointments they shall cease to be honorary members of the Club.
  - d) A visiting member of another Soccer Club affiliated with the Victoria Soccer Federation the Australian Soccer Federation or any district Association recognised by such Associations for the duration of the day on which he takes part in any match game competition or tournament played in the Club's property.
  - e) Any prominent citizen visiting the Club for some special occasion.
  - f) Gentlemen of distinguished position visiting Melbourne and not resident in Victoria and members of other Clubs granted reciprocity by the Club for a period not exceeding three months in any year.
  - g) A salaried secretary of the Club during such time as he holds his appointment.
7. An honorary member may be admitted under the following conditions:-
- (i) by invitation of the Board.
  - (ii) on the nomination in writing of a member and approved by the President AND the majority of the members of the Board.
  - (iii) his name and address with the names of his proposer and where applicable of the members of the Board approving his admission shall be entered in a book kept for that purpose.

- (iv) The proposer of an honorary member shall be liable for all debts due to the Club by such honorary member and held responsible for his good conduct within the Club.
- (v) No honorary member of the Club shall be permitted to:-
  - a) Hold any office in the Club.
  - b) Attend any meetings of members of the Club
  - c) Vote in respect of affairs of the Club.
  - d) Propose or second any candidate for membership of the Club.
  - e) Introduce visitors to the Club.
  - f) Have any right title or interest in any of the property of the Club.
- (vi) The Board may at any time in its discretion revoke the honorary membership of any honorary member and upon such revocation such honorary member shall cease to be such.

8.

- i. Life Members may be elected at an Annual General Meeting of the Club on the recommendation of the Board from the following persons:-
  - a) Those members of at least five years standing who have rendered special services to the Club or to the unincorporated Club.
  - b) Those persons not being members of the Club who have rendered continuous invaluable services to the Club and who are recommended unanimously by a resolution of the Board.
- ii. The Board may receive for consideration nominations for election as Life Member by request in writing signed:-
  - a) by two members of the Board, or
  - b) by any twenty members of the Clubat least fourteen days before the date of the holding of the Meeting of the Board at which such request is to be considered for recommendation.
- iii. The Board may in its absolute discretion from the persons nominated as aforesaid recommend one or more of such persons to the Annual General Meeting for election as a Life Member but shall not be obliged to make any recommendation whatsoever.
- iv. A person elected as a Life Member shall NOTWITHSTANDING any other provisions in these Articles be entitled to all the privileges of membership for Life without the payment of any subscription unless he shall cease to be a member under the provisions of Articles 19 and 21 hereof.

- v. The resolution of election shall be recorded in a book kept for the purpose.
  - vi. In addition to the foregoing provisions of this Article any person over the age of 18 years who becomes a Member within twelve months of the date of incorporation of the Club and who donates the sum of FIVE HUNDRED DOLLARS(\$500:00) {inclusive of the first annual subscription applicable to Full Members] for the purpose of becoming a Life Member shall immediately upon payment of the sum of FIVE HUNDRED DOLLARS (\$500:00) to the Club become a Life Member of the Club and shall be entitled to the benefits and privileges set out in sub-paragraph (iv) of this Clause.
9. Any member of the Club who intends to leave or has left Victoria and whose subscription for the current year has been paid may upon his or his agent's application in writing be transferred by the Board to the list of Absentee Members and thereupon he exempted from payment of further subscription until his return to Victoria PROVIDED that such absence shall not exceed two years unless the Board extends such period for another year as it is hereby empowered so to do upon receiving further application in the manner prescribed above. The subscription for the current year of a member transferred from the Absentee list shall be due on the first day of the month following the day of his return to Victoria.

This Article shall not apply to Members who ordinarily reside Outside Victoria.

10. A candidate for membership shall make application for election in writing on the prescribed form and shall be proposed by one member and seconded by another member of the Club PROVIDED that a social member shall only propose or second a candidate for his class of membership, and shall agree to be bound by the Memorandum and Articles of Association by-laws and regulations of the Club if elected. Such application shall be accompanied by the prescribed entrance fee and the first annual subscription and shall be brought before the Board at its next or subsequent Meeting when the majority of the Board there present may by ballot or otherwise elect the candidate as a member. The names and addresses of persons proposed as Full Members shall be displayed in a conspicuous place in the Club premises for at least a week before their election and an interval of not less than two weeks shall elapse between nomination and election of such members
11. The Board may it shall think fit sponsor any person as a candidate for membership of the Club in any of the classes of membership and in such event the prescribed application form in lieu of being signed by a proposer and a seconder shall be endorsed by the words "Sponsored by the Board" and shall be signed by any two members of the Board.
12. The Board shall not be bound to accept the application for membership of any candidate.
13. The Board shall have power to impose and at its discretion to waive reduce or alter the entrance fee payable by any class of member except honorary members who shall not be liable for payment of an entrance fee. All entrance fees shall be banked in a distinct bank account and shall be held pending the election of a candidate to membership. Should the candidate fail to pass the ballot his entrance fee shall be refunded.
14. The Annual Subscription or proportion thereof payable by each class of member shall be determined from time to time by the Board but shall not be less than One Dollar per annum

except Life Members and Honorary Members who shall not be liable for the payment of subscriptions.

15.

- i. Members residing outside a radius of more than fifty miles from the Club premises from time to time be charged a reduced annual subscription as determined by the Board from time to time but shall not be charged less than One Dollar per annum. Any such member moving to a residence within the radius named shall forthwith notify the Secretary and pay the full annual subscription for his Class of membership for each following financial year.
- ii. The Club's financial year shall commence on the first day of July in each Year. The Board payable by each class of member which shall be payable annually in advance.

16. The Board may debar any unfinancial member from all or any of this rights and privileges as a member until he becomes a financial member.

17. If any member fails to pay his subscription and is one month in arrears the Board may cause a notice to be delivered or posted to such member at his last known address requiring him to pay the same within twenty one days and in default of payment such member shall if the Board so determines cease to be a member of the Club and shall forfeit all rights in and claims upon the Club and the person who shall so cease to be a member shall not be re-admitted as a member except upon nomination and election in accordance with Articles 10 or 11 hereof and upon payment of all arrears of subscription up to the time of his so ceasing to be a member PROVIDED THAT the Board may waive in respect of any such nomination the entrance fee or any part thereof.

18. The Board may without nomination or b

- a) Transfer a Full Member to be a Social Member from the beginning of the Financial Year
- b) Transfer a social Member to be a Full Member at any time upon payment of such additional subscription for the then current financial year as may be fixed by the Board. No transfer above shall be made save upon written application Member.

19. Any member wishing to rescind his membership of the Club shall give notice in writing of his intention so to do addressed to the Secretary and deposited at or forwarded by post to the registered office of the Club on or before the 30th day of June in any year failing which such member shall be liable to pay the subscription for the next succeeding financial year.

20. Members shall notify the Secretary at the registered office of the Club of any changes of their addresses forthwith thereafter.

21.

- (i) Subject to the right of the member concerned to appeal to a general Meeting of the Club (which upon written request delivered to the secretary within fourteen days of the Board's ruling under this Article shall be convened by the Board within thirty days of the date of any such request) the Board shall have power and authority to expel suspend fine reprimand and require to apologise or make other similar personal amends to any member who shall willingly refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Club or any by-laws of the Club or any resolution of the Board or who shall be guilty of any conduct unworthy of a gentleman or detrimental to the interests of the Club or rendering him in the opinion of the Board unfit to be a member of the Club.
- (ii) No full Member shall be dealt with under this article without first being called before the Board to show cause why he should not be dealt with by seven days' notice in writing signed by the Secretary or someone acting in the place of the Secretary stating the date hour and place of Meeting and the substance of the charge or complaint and that his attendance is required and further that if he fails to attend at the time and place mentioned the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it his absence notwithstanding.
- (iii) No member shall be dealt with under this Article unless two-thirds of the Members of the Board present and entitled to vote shall vote in favored the resolution dealing with such member and no such resolution shall be passed unless every member of the Board shall have not less than seven days' notice on intention to deal with a member under this Article.
- (iv) The Board may act under this Article on its own motion or upon e complaint in writing by a member of the Club.
- (v) It shall be the duty of all members of the Club able to give evidence on any proceedings under this Article to attend before the Board for that purpose when required in writing so to do by the Board.
- (vi) Any suspension under this Article may be from entire membership or from the exercise of any particular right of such member. any suspension shall be for such period of the Board may determine. Any fine shall be of such sum not exceeding Fifty Dollars as the Board shall think fit.
- (vii) The member charged and the member lodging the written complaint referred to in sub-clause (iv) above shall be entitled to call evidence to be present throughout the hearing of evidence and to address the Board.
- (viii) NOTWITHSTANDING anything aforesaid any person who in the opinion of the Chairman conducts himself in a disorderly fashion preventing the due hearing of the matter may be excluded from the meeting for so long as the Chairman thinks necessary.
- (ix) The Board may adjourn from time to time and from place to place as its thinks reasonable.



- (i) A member desiring to introduce a guest to the Club premises shall comply with such by-laws or regulations relating to guests as the Board shall from time to time prescribe.
  - (ii) A guest shall not be supplied with liquor in the Club premises unless in the company of and at the expense of a member.
  - (iii) No person who has been rejected as a candidate for membership or who has been expelled from the Club or whose name has been removed from the Register of Members for non-payment of subscription or whose admission as an honorary member has been cancelled pursuant to the disciplinary power of the Board under Article 21 hereof shall be eligible to be admitted as a guest to the Club premises.
  - (iv) A guest of a member may only remain on the Club premises during such time and he remains in the company of the member introducing him.
  - (v) The member introducing any guest shall be liable for the debts of his guest.
  - (vi) Any guest may be removed from the Club premises at the discretion of the Secretary or any member of the Board.
23. The first General Meeting of the Club shall be held at such time not being less than one month nor more than three months after the incorporation of the Club and at such place as the Board may determine.
24. An Annual General Meeting of the Club shall be held in accordance with the provisions of the Act. All General Meetings other than the Annual General Meetings shall be called Extraordinary General Meetings
25. The Board may convene an Extraordinary General Meeting at any time and shall convene an Extraordinary General Meeting upon a requisition in accordance with Section 131 of the Act signed by not less than one tenth of all the members entitled to vote at a General Meeting.
26. The Annual General Meeting of the Club shall transact the following business:-
- a) Consider the Balance sheet and Profit and Loss Account of the Club for the past financial year together with the report of the Auditor or Auditors thereon and the accompanying report of the Board upon the state of affairs of the Club.
  - b) Election of the Board of the Club.
  - c) Appointment of auditors and determination of their remuneration.
  - d) Any other business of which due notice shall have been given.
  - e) To consider any resolutions passed by a meeting of Social Members which directly affect their interests.
27. All business shall be special that is transacted at an Extraordinary General Meeting and all that is transacted at an annual General Meeting with the exception of the matters specified in Article 26 hereof.

28. No business shall be transacted at any General Meeting of the Club unless at least twenty members entitled to vote shall attend in person to form a quorum; If within half an hour after the time appointed for the announcement of the meeting a quorum is not present the meeting if convened-upon requisition under Article 25 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 and if at such adjourned meeting a quorum is not present those members who are present shall be a quorum and may transact the business for which the meeting was called.
29. The President shall preside at any meeting of members at which he is present and in his absence at the time appointed for any such meeting any vice-president decline to chair a chairman elected by the meeting shall preside.
30. The Chairman may with the consent oi any meeting at which a quorum is present (end shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took plate. When a Meeting is adjourned for thirty 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 or an adjourned meeting or of the business to be transacted at an adjourned meeting.
31. At any General Meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless the poll is (before or on the declaration of the result of the show of hands) demanded
  - a) by the Chairmen, or
  - b) by at least five members present and entitled to vote.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book Containing the Minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the vote recorded in favor of or against the resolution. The demand for a poll may be withdrawn.

32. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall he taken forthwith.
33. In the case of an equality of votes whether on a showoff hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll in demanded shall ho entitled to a second or casting vote.
34. No member shall be entitled to vote at any General Meeting-unless and until all moneys then due by him to the Club have been paid in full.
- 35.

- (i) The right to attend meetings of the Club and to vote thereat is restricted to
  - a) Full Members
  - b) Life Members
- (ii) Each such member shall have one vote and may vote in person or by proxy who must be a member of the Club. The instrument appointing a proxy shall be in writing in a common or usual form under the hand of the appointer. PROVIDED that no proxy may be appointed in relation to the election of members of the Board.
- (iii) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form as near thereto as circumstances admit:-

SOUTH MELBOURNE HELLAS SOCCER CLUB LIMITED

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of south Melbourne Hellas Soccer Club Limited hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him \_\_\_\_\_ of \_\_\_\_\_, as my proxy to vote for me on my behalf at the (Annual or Extraordinary, as the case may be) general meeting of the Club to be held on the \_\_\_\_\_ day of 19\_\_\_\_ and at any adjournment thereof.

SIGNED this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

This form is to be used \* in favour of \* \* against \* the resolution.

\*Strike out whichever is not desired (unless otherwise instructed the proxy may vote as he thinks fit).

- (iv) The instrument appointing e proxy shall be deposited at the registered office of the Club or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the default the instrument oi proxy shall not he treated as valid.
- (v) A vote-given in accordance with the terms of an instrument 0! proxy shall he valid, notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument if no intimation in writing of such death, unsoundness of mind or revocation has been received by the Club et the registered office before the commencement of the meeting or adjourned meeting at which the instrument issued.

36.

- (i) The Board of the Club shall be comprised of no more than eleven and no less than seven members, such number being determined by the Directors from time to time and which shall include at least one female Director at all times;

- (ii) The Board shall consist of the President and such other office holders as the Board shall deem appropriate from time to time.
37. Members or the Board of the unincorporated Club holding office at the date of adoption of these Articles shall subject to their being subscribers to the Memorandum of Association of the Club continue to do so until the first General Meeting of the Club to be held pursuant to article 23.
38. Subject to the provisions of Article 37 no person shall be eligible to be elected to the Board of the Club or to any office of the Club unless such member:-
- a) is a Full Member or Life Member
  - b) shall have been a member not less than twelvemonths prior to the date of his nomination and
  - c) has paid his subscription and all other moneys due to the Club before his nomination.
39. Each member of the Board shall be elected to serve for three years (save for those elected by the members at an Annual General Meeting to fill any casual vacancy pursuant to Article 42 and those appointed by the Board pursuant to Article 49).
40. At each Annual General Meeting of the Club at least one third of the Board shall retire. Those members retiring shall hold office throughout the meeting at which they retire.
41. A casual vacancy shall be any vacancy occurring before a member of the Board would retire in rotation pursuant to Article 40.
42. Any member elected at the Annual General Meeting to fill a casual vacancy or appointed pursuant to Article 49 shall retire at the Annual General Meeting of the Club at which the Member which he has been appointed to replace would have retired had he not vacated his office, to preserve the order of election in rotation pursuant to Article 40.
43. Those members of the Board to retire in each year shall be those longest in office from the time of their last election or appointment and in the event of their being in office an equal length of time a number greater than the number to stand for election those to retire shall unless they agree among-themselves be determined by lot.
44. NOTWITHSTANDING the provisions of Article 43 at the two elections immediately succeeding the adoption of these Articles those to retire shall be determined by lot.
45. The retiring members of the Board shall be eligible for re-election.
46. A member of the Board shall vacate his office
- a) On becoming bankrupt or committing any act of bankruptcy.
  - b) On being found lunatic or becoming of unsound mind or being declared by a court of competent jurisdiction to be incapable of managing his affairs, or

- c) On resigning his Office by notice in writing left at or sent by registered post to the registered office of the Club, or
  - d) on having failed to pay all Annual Subscriptions due by him to the Club within 30 days after the date on which the same should have been paid, or
  - e) On having been absent from three consecutive monthly meetings of the Board without obtaining leave of absence, or
  - f) On ceasing his membership of the Club whether under the provisions of Articles 19 or 21 or otherwise.
47. Members of the Club entitled to vote may by ordinary resolution remove any Board member from office before the expiration of his period of office.
48. The continuing members of the Board may act NOTWITHSTANDING any vacancy in their number.
49. The Board may appoint any member entitled under Article 33 to fill any casual vacancy occurring in its numbers and the member so appointed shall retire at the Following Annual General Meeting as provided in Article 39.
50. In the event of the office of President becoming a casual vacancy as defined in Article 41 it shall devolve on the senior Vice-President (Seniority being determined by length of continuity in office) and in the event of the senior Vice-President declining to accept such office the same shall devolve upon the next senior vice-President. Should all vice-Presidents decline to accept the office of President any other member of the Board may then indicate his willingness to accept such office and in the event of more than one member so indicating a ballot shall be conducted by the members of the whole Board to elect a President; In the event of all members of the Board declining to accept the office of President it shall be declared a casual vacancy pursuant to Article 49 and filled by the Board pursuant to the provisions hereof.
51. In the event of an office of Vice-President becoming a casual vacancy as defined in Article 41 the Board shall elect one of its members to fill the vacancy (and shall then declare a casual vacancy for a Board member) and in the event that no member of the Board shall agree to accept the office or offer himself for election to fill the vacancy it shall then be declared a casual vacancy pursuant to Article 49 and filled by the Board pursuant to the provisions hereof.
52. The election of members of the Board shall take place in the following manner :-
- a) Any the members of the Club (who are not in default in payment of their annual subscription) shall be at liberty to nominate any other member to serve as a member of the Board.
  - b) The nomination which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place.

- c) A list of the candidates' names in alphabetical order with the proposers and seconders names shall be posted in a conspicuous place in the registered office of the Club for at least seven days immediately preceding the Annual General Meeting.
  - d) In case there shall not be a sufficient number of candidates nominated the Board shall fill up the remaining vacancy or vacancies.
53. In case there shall be a greater number of candidates nominated than the number of retiring members of the Board the election shall be by ballot which shall be taken and conducted in the manner following
- a) A returning Officer shall be appointed by the Board and shall be responsible for conducting the ballot in accordance with the procedure set out in these Articles. The returning officer may be assisted by the Club staff in the conduct of the ballot. The returning officer must fulfill the same qualifications as candidates for Board (if a member of the Club) and shall personally signify his willingness to accept such nomination. The returning officer shall not be eligible as a candidate for Board at that election nor shall the returning officer vote at the election.
  - b) Each candidate shall be entitled to nominate one scrutineer who shall not be a candidate for election. Such scrutineers may attend at all stages of the ballot and shall be permitted to scrutinise each ballot paper and shall do all things necessary to preserve the secrecy of the ballot and to ensure the proper and regular conduct of the ballot.
  - c) The Ballot shall be held on the days and during the hours and at the premises determined by the Board and shall close not later than forty-eight hours before the time fixed for the commencement of the Annual General Meeting.
  - d) The returning officer shall be provided with a ballot box or boxes which shall be locked by him and placed in the Club premises to receive the ballot papers during the time fixed by the Board for the conducting of the ballot
  - e) Notice of the election shall not be required to be given other than by an advertisement placed in any two newspapers printed in Greek and published for circulation in the Greek Community of Victoria and in a morning and evening newspaper with a circulation covering the whole of the metropolitan area of Melbourne and such advertisement shall bear the name of the Club and shall state the time and place of the election and shall be signed by the President or Secretary of the Club and shall be placed not less than fourteen days before the date fixed for the election.
  - f) No member of the Club shall be entitled to vote other than by a personal attendance at the time and place fixed for the elections and by placing the ballot paper in the ballot box.
  - g) The ballot box or boxes shall remain in the custody of the returning officer until the declaration of the ballot.

- h) The list of voters for the ballot shall comprise those members certified by the Secretary and Honorary Treasurer prior to the commencement of the ballot as being eligible to vote pursuant to these Articles.
- i) The returning officer shall cause (at the expense of the Club) a ballot paper to be printed showing separately the full names in alphabetical order marked where appropriate with e symbol indicating the previous holding of office of the candidates nominated for membership of the Board in respect of which an election is necessary end with a blank square printed opposite the name of each candidate so nominated for election.
- j) Every member entitled to vote shall vote on and by the ballot paper so printed by placing a cross in the square opposite the names of the candidates for whom he votes and shall vote for the total number of candidates specified on the ballot paper PROVIDED that in the event of member voting by placing numerical figures in the said square then such numerical figures shall be deemed to be a cross and shall be considered accordingly.
- k) If a member entitled to vote has voted by placing a cross in square totaling more than the number of candidates specified on the ballot paper then that vote shall be null and void and not counted but if the number of squares crossed is less than the number of candidates specified in the ballot paper then that vote shall be valid and a vote recorded for each of the candidates opposite whose name a cross appears.
- l) The ballot paper shall then be placed by the Voter in the ballot box.
- m) The ballot box or boxes shall at the time fixed for the close of the ballot be removed by the returning office: and by him opened in the presence of the scrutineers and a counting of the votes proceeded with. The result of the ballot shall be kept secret by the returning officer and the scrutineers until the same is declared at the Annual General Meeting.
- n) The returning officer before the declaration of the ballot shall:-
  - a. Check the list of members entitled to vote to ensure that only one vote has been recorded by each member.
  - b. In the presence of such other ballot officials as are present securely seal the ballot box or boxes.
- o) The returning officer shall report in writing the result of the ballot to the Chairman of the Annual General Meeting who shall declare same at the meeting, PROVIDED that a majority of the members at the Annual General Meeting may ratify and approve the election notwithstanding any irregularity or non-conformity with the provisions of this Article.
- p) All ballot papers and certified lists of voters used in the conduct of an election shall be preserved for a period of at least three months after the declaration of the ballot. All such papers may than he destroyed by the returning officer under the authorisation of

the Board or if the returning officer does not destroy them the Board may authorise some other member to do so.

54. Immediately upon the declaration of the result or the ballot as referred to in paragraph l) of Article 53 hereof all holders of the offices referred to in Article 36 hereof shall declare such positions vacant and the Board shall within fourteen days thereof elect from amongst themselves all office bearers set out in Article 36.
55. The business and affairs of the Club shall be under the management of the Board which may exercise all such powers and do all such things as may be exercised or done by the Club save such as are by these Articles or by any statute for the time being in force required to be exercised or done by the Club in General Meeting subject nevertheless to these Articles and to the provisions of the Companies Act 1961 and the Liquor Control Act 1968 and to any regulations not inconsistent with the regulations or provisions so may be prescribed by the Club in General Meeting shall invalidate any proper act of the Board which would have been valid if such regulation would not have been made.
56. Without prejudice to the general powers conferred by Article 55 and of the other powers conferred by these Articles the Board shall have the following powers.
- a) To pay the cast charges and expenses incidental to the administration of the Club
  - b) To lease or mortgage all or any of the property rights and undertakings of the Club.
  - c) To determine who shall be entitled to sign bills notes receipts acceptances endorsements cheques releases contracts and documents on behalf of the Club.
  - d) To purchase or otherwise acquire for the Club any property leases rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it thinks fit.
  - e) To appoint and at its discretion remove or suspend such managers secretaries officers clerks agents and servants from permanent temporary or special services as it may from time to time think fit and to determine their duties and fix and pay their salaries emoluments or honoraria and to require security in such instances and to such amount as it thinks fit.
  - f) To secure the fulfillment of any contracts or engagements entered into by the Club by - mortgage or charge of all or any of the property of the Club for the time being or in such other manner as it may think fit.
  - g) To borrow or raise money by mortgage or charge or lien on the whole or any part of the property or assets of the Club or by the issue of debentures or debenture stock perpetual or otherwise or in such other manner as it shall think fit.
  - h) At its discretion to pay for any rights and property acquired by or services rendered to the Club either wholly or partially in cash or in debentures or other securities of the Club as may be agreed upon and such debentures or other securities may be other specifically charged upon all or any part of the property of the Club or not so charged.



- i) 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 and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Club.
- j) To refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- k) To make and give receipts releases and other discharges for money payable to the Club and for the claims and demands of the Club.
- l) To execute in the name and on behalf of the Club in favour of any member of the Board or other person who may incur or be about to incur any personal liability whether as principal or surety for the benefit of the Club such mortgages of the Club property present or future as it thinks fit and any such mortgage may contain a power of sale and such other powers covenants and provisions he shall be agreed upon.
- m) To set aside out of the profits entrance fees subscriptions or other moneys or assets of the Club such sums as it thinks proper as a reserve fund to meet contingencies or for repairing improving or maintaining any of the property of the Club or for such other purposes as the Board shall in its absolute discretion think conducive to the interest of the Club and to invest the several sums so set aside in such investments as it may think fit and from time to time deal with or vary such investments or dispose of all or any part thereof at its discretion so the benefit of the Club and to divide the reserve funds into such funds as it may think fit.
- n) To appoint any person to accept and hold in trust for the Club any property belonging to the Club or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust.
- o) From time to time to make vary and repeal by laws for the proper conduct and manage- ment of the Club and all by-laws so made and for the time being in force shall be binding on the members of the Club and shall have full effect accordingly and the Board shall adopt such means as it deems sufficient to bring to the notice of the members of the Club all such be-laws amendments and repeals.
- p) To impose e penalty and to fix the amount of compensation payable to the Club by a member injuring tearing defacing damaging or removing any article the property of the Club and to order an offending member to return to the Club premises any article so removed by him.
- q) To delegate any of its powers or the doing of any act or thing to any sub-committee and may prescribe the regulations to be observed by such sub-committee in the exercise of any power so delegated by it.
- r) To co-opt any member to advise or assist the Board or any sub-committee in any of their deliberations.

- s) To negotiate with Clubs which have similar objects and standing and if found satisfactory may approve of them and may grant members of such Clubs reciprocity as honorary members as hereinbefore prescribed.
  - t) To enter into all such negotiations and contracts and to receive any vary all such- contracts and execute and do all such acts deeds and things in the name and on behalf of the Club as it may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Club.
  - u) To do all such acts matters and things as are contained in the Memorandum of Association, to maintain and promote and develop the Club.
57. The Board shall be required to meet twice monthly the-first such meeting to be held within fourteen days of the adoption of these Articles and the Board shall be required to keep full and which minutes or record of proceedings shall be signed by the honorary Secretary or the assistant Honorary Secretary and such minutes and records shall be available for inspection by the Members of the Club.
58. No by-laws promulgated by the Board shall be inconsistent with or shall affect or repeal anything contained in Memorandum of Articles or Association and any by-laws may set aside by a special resolution of members.
59. All acts authorised to be done by any member of the Board on any sub-committee or by any person acting on its behalf shall NOTWITHSTANDING that it is afterwards be discovered that there was some defect in the appointment of any such member of the Board or sub-committee of persons acting as foresaid or that they or any of them were disqualified from so acting be as valid as if every person had been duly appointed or was qualified as a member of the Board or sub-committee as the ease may be.
60. Subject to the provisions of section 123 of the Act every member of the Board Secretary and other officer of the Club Shall be indemnified by the Club against and it shall be the duty of the Board out of the funds of the Club to pay all costs losses and expenses which shy such member secretary or officer may incur or be liable to by reason any contract entered into or act or deed done by him as such member secretary or officer or in any way in the discharge of his duties.
61. Subject to the provisions of Section 133 of the Act no member of the Board or other officer of the Club shall be liable for the acts receipts neglects defaults of any other member of the Board officer or for the joining in any receipt or other act for conformity or for any loss or expense happening to the Club through the insufficiency or deficiency of the title to any property acquired by order of the Board for or an account of the Club or for the insufficiency or deficiency of any securities in or upon which any of the moneys of the Club shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with who any monies securities or effects shall be deposited or for any other loss damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own wilful act or default.
62. The Board shall cause to be kept proper books of account in which shall be kept full true and complete accounts of the affairs and transactions of the Club. The books of account

shall be kept at the registered office at the Club or at such place or places as the Board shall think fit and shall always be open to the inspection of members of the Board.

63. Subject to the provisions of the Clause 9 of the Memorandum of Association of the Club the Board shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of members no being members of the Board and no member not being a member of the Board shall have any right of inspecting any account or book or documents of the Club except as conferred by statute or authorized by the Board or by the Club in General Meeting.

64. The Executive of the Board shall be four (4) in number consisting of:-

President  
Senior Vice-President  
Honorary Secretary  
Honorary Treasurer

Same that should a salaried Secretary be appointed whereby the office of Honorary Secretary shall lapse the executive of the Board shall consist of all the abovenamed same and except for the Honorary Secretary.

65. The Executive shall between each meeting of the Board have the same powers as the Board.

66. While and so long as the club shall be the holder of a License under the Liquor Control Act 1968 or any re-enactment or amendment thereof the Club and/or the member of the Board or other officers are prohibited from appointment of any members of the Board or other officers either in substitution for or in addition to the members of the Board or other officers who shall be in office at the time the club shall become the holder of the said License until the name address and occupation of each person proposed to be appointed or member of the Board or other officers has been submitted in writing to the Secretary of the Liquor Control Commission and to the Licensing inspector for the policy division in which the Licensed premises are situate and every such person has been approved by the Liquor Control Commission.

67.

- a) No payment or part payment shall be made to any member of the Board or other officers or servant of the Club whether by way of commission or allowance from upon the receipts of the Club for liquor supplied.
- b) No person under the age of eighteen years shall be sold or supplied with liquor.
- c) No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless such liquor is removed from the premises of the Club by the member purchasing the same.
- d) No persons under eighteen years of age except boys who are being trained as waiters and are not allowed to serve behind the bar shall be employed by the Club.

68. The Board shall keep in a book supplied for that purpose a register of all members of the Club specifying each class of member. Such register shall be kept at the registered office of the Club and shall be made available for inspection by each member of the Club.
69. An Auditor or Auditors shall be appointed by the members at the Annual General Meeting (or by the Board whenever a casual vacancy or vacancies shall occur) and shall be eligible for re-appointment.
70. The Auditor or Auditors shall be practicing accountants licensed by the Companies Auditors Board under the Act and shall not be a member or members or any office of the Club.
71. The remuneration of the Auditor or Auditors shall be fixed by the members of the Club at each Annual General Meeting if he or they are appointed thereat or if so authorized by the members at the last preceding Annual General Meeting by the Board.
72. The Board shall at least once in every year cause to be made out and to be laid before the members of the Club at the Annual General Meeting a duly audited Balance Sheet and Income and Expenditure Statement accompanied by a report of the Board showing a true and fair view of the state of affairs of the Club up to the end of the financial year immediately preceding such Annual General Meeting and a copy of same duly audited Income and Expenditure Statement Balance Sheet and Report shall be forwarded to every member together with Notice of such Annual General Meeting.
73. The members of the Board may meet together for the transaction of business adjourn and otherwise regulate their procedure as they think fit but they shall meet at least once in every month.
74. Not less than seven days' notice of any meeting of the Board shall be given to every member thereof by letter directed to such address as he shall from time to time furnish to the Secretary any such notice shall indicate the business to be dealt with.
75. NOTWITHSTANDING Article 73 a member of the Board may at any time and the Secretary shall on the requisition of a member of the Board in a case of emergency summon a meeting of the Board provided that the nature of the business is stated but at any such meeting the quorum shall be eleven save for a meeting called wither specifically or inter alia for the purpose of appointing members to fill casual vacancies in the Board when the quorum shall be twelve.
76. Questions at any Board meeting shall be decided by a majority of votes save as provided in Article 79.
77. A resolution in writing signed by all members of the Board shall be as valid and effected if it had been passed at a meeting of the Board duly called and constituted. Any such resolution may consist of several documents in like form each signed by one or more members.
78. The President shall preside at each meeting of the Board when he is present and in his absence at the time appointed any Vice-President or in their absence or in case all of them

present decline to take the chair a Chairman elected by the members of the Board shall preside.

79. The Chairman shall have a casting vote as well as deliberative vote.
80. No business shall be transacted unless a quorum is present. Eleven members shall form a quorum save and except as provided in Article 75.
81. The Board shall cause proper minutes to be kept in suitable books of all resolutions and proceedings of the Board and of all General Meetings of the Club and such minutes shall be signed by the Chairman of the Meeting at which the proceedings were held or by the Chairman of the most succeeding meeting.
82. Unless otherwise decided by the Board copies of minutes of the last meeting of The Board shall be circulated prior to the next ordinary meeting of the Board. They shall be laid on the table and be taken as read unless the majority of those present at such meeting decide otherwise.

#### **SEAL**

83. In all cases where it is necessary to use the seal of the Club the Board shall first by resolution authorize its use and the same shall be affixed in the presence of and the instrument signed by two members of the Board and countersigned by the Secretary or some other person appointed by the Board.

#### **SUB-COMMITTEE**

84. The Board may in its discretion delegate any of its powers or the doing of any act or thing to any sub-committee and may prescribe regulations to be observed by any sub-committee in the exercise of any power so delegated to it. No sub-committee may take executive action without being expressly authorized so to do but must report back to the Board.
85. A Full Member or a Life Member only shall be appointed as members of any sub-committee save in the case of any social sub-committee in which case social members shall be eligible to have appointed them.
86. The President shall ex-officio be a member of all sub-committee.
87. The Board may dissolve any sub-committee or terminate the appointment of any member of a sub-committee at will.
88. The Board may appoint an Executive Committee consisting of the President the Honorary Treasurer the Honorary Secretary and two members of the Board. The Executive Committee shall have power to make decisions upon and deal with any matter and under such conditions as may be specified by the Board from time to time. The proceedings of the Executive Committee shall be reported to the next ensuing meeting of the Board.
89. At the first meeting of the Board to be held after the Annual General Meeting in each year.

- a) All members of sub-committees shall retire from office and
- b) The Board shall appoint the members of each sub-committee for the ensuing year. Members of the sub-committees shall not be subject to retirement by effluxion of time but shall hold office during the pleasure of the Board.

### **SOLICITOR**

90. The Board shall have power to appoint a Solicitor to the Club to fix his remuneration and to attach any condition to his appointment.

### **NOTICES**

91. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to served but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in the case of special business the general nature of that business shall be given in respect of any General Meeting of the Club to such persons as are entitled to receive such notice from the Club pursuant to these Articles.
92. A Notice may be served by the Club upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his place of address shown on the register of members of the Club.
93. A Notice sent 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. In proving service by post it shall be sufficient only to prove that the envelope or wrapper containing the notice was properly addressed and duly posted and a certificate in writing signed by the Secretary or other proper officer that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.
94. Notice of every General Meeting shall be given in any manner hereinbefore authorized to
  - a) Every member entitled to receive such notices from the Club.
  - b) The Auditor or Auditors to the time being of the Club.

No other person saves the foregoing shall be entitled to receive notices of General Meetings.

### **SOCIAL MEMBERS**

95. Once in each year on or prior to the day fixed for the Annual General Meeting of the Club the Social Members shall meet at such time and place as the Board of the Club shall determine for the following purposes:-

- a) To receive from the Board the Report Balance Sheet and Statement of Accounts for the preceding financial year.
  - b) In the event of the Board desiring to appoint elected nominees of the Social Members, in lieu of Social Members nominated by the Board to any social sub-committee of the Club, to elect persons representing Social Members to sit on the social sub-committee of the Club, if any such election shall be carried out in the manner prescribed.
  - c) Any other business directly affecting the interests of Social Members of which notice shall have been given to the members by twenty eight days at least before the meeting is held.
96. The Secretary shall give to Social Members a long notice of such Annual Meeting of Social Members in such manner as he is required to give under Article 91 to Full Members and Life Members in respect of any General Meeting of the Club.
97. At meetings of Social Members ten members entitled to vote shall form a quorum but otherwise the provisions of Article 28 relating to a quorum of members of the Club shall apply mutatis mutandis to meetings of social members.
98. The President Vice-President honorary Treasurer and Secretary and members of the Board Shall have the right to attend and shall be entitled to vote at any meeting of or election by Social Members.
99. Any resolutions passed on any question whatever at any meeting of Social Members before becoming operative shall be confirmed at subsequent General Meeting of the club.

#### **MISCELLANEOUS**

100. The Board may if in its discretion it thinks fit so to do in the interest of the Club all together Full Members Life Members and Social Members for such purpose as it may determined.
101. The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Club shall have effect and be observed as if the same were repeated in these Articles.
102. In reprinting these Articles the Board cause them to be renumbered and may make any necessary alternations herein consequential on such renumbering.
103. The catch words or headings to these Articles shall not be taken as part thereof now shall they in any manner affect the interpretation or construction of the same save where the context otherwise required.