Annexure A

CONSTITUTION
OF
MOSMAN LAWN TENNIS CLUB LIMITED

Australian Company Number (ACN) [001 059 883]
Australian Business Number (ABN) [52 001 059 883]

A company limited by guarantee

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Preliminary

1. Name of the company

The name of the company is **MOSMAN LAWN TENNIS CLUB LIMITED** (the **Company**).

2. Type of company

The Company is a not-for-profit public company limited by guarantee.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than $10 (the guarantee) to the property of the Company if the Company is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

(a) debts and liabilities of the Company incurred before the member stopped being a member, or

(b) costs of winding up.

Definitions and interpretation

5. Definitions

In this Constitution, words and phrases have the meaning set out below:

Club means the Company

Club Rules means the rules of the Club for the time being in force

Committee means the members for the time being of the Committee constituted in accordance with this Constitution

Company means Mosman Lawn Tennis Club Limited

Constitution means the constitution of the Club

Corporations Act means the *Corporations Act 2001* as amended from time to time

Full Member means an Ordinary Member, Honorary Life Member and Intermediate Member

Month means the calendar month

Notice Board means the board or boards provided in a conspicuous place in the Club premises on which notices for the information of the members is posted

Office means the registered office for the time being of the Club

Other Member means Junior Member, Honorary Member and Restricted Member

Register of Members means the register of members kept pursuant to the Corporations Act and the Constitution and referred to in sub-clause 12.3

Secretary includes an acting secretary

Special Resolution means a resolution:

i. of which notice has been given under sub-clause 38(3)(b), and

ii. that has been passed by at least 75% of the votes cast by Full Members present and entitled to vote on the resolution

Surplus Assets means the assets of the Club that remain after paying all debts and other liabilities of the Club including the costs of winding up

In writing and **written** include printing, typing lithography and other modes of representing and reproducing words in visible form in the English language whether in hard copy or transmitted by electronic means.

6. Reading this Constitution with the Corporations Act

6.1 The replaceable rules set out in the Corporations Act do not apply to the Club.

6.2 The Corporations Act overrides any clause in this Constitution which is inconsistent with that Act.

7. Interpretation

Words importing the singular number also include the plural and vica versa and similarly masculine and feminine.

Purposes & Powers

8. Object

The Club's object is to pursue the following purposes:

(a) to make and maintain provision for enabling its members to indulge in the sport and pastime of tennis and such other sports or pastimes as may be determined upon the courts and property belonging to the Club

(b) to provide for members and for the guests of members a sporting and athletic club with all the usual facilities of a club including residential and other accommodation liquid and other refreshment for sporting musical and education activities and other social amenities

(c) to encourage and support the game of tennis in New South Wales particularly in the lower north shore of Sydney

(d) to construct establish provide maintain and conduct such tennis courts playing areas and grounds as the Club may determine and to construct provide establish and maintain the clubhouse pavilions and other buildings and conveniences as the Club may from time to time determine, and

(e) to carry on all such activities as may be necessary or convenient for the abovementioned purposes of the Club or any of them.

9. Powers

Subject to clause 10, the Club has the following powers, which may only be used to carry out its purposes set out in clause 8:

(a) the powers of an individual, and

(b) all the powers of a company limited by guarantee under the Corporations Act.

10. Not-for-profit

10.1 The Club must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 10.2 and 54.

10.2 Clause 10.1 does not stop the Club from doing the following things, provided they are done in good faith:

(a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Club, or

(b) making a payment to a member in carrying out the Club's purposes.

11. Amending the Constitution

11.1 Subject to clause 11.2, the members may amend this Constitution by passing a Special Resolution.

11.2 The members must not pass a Special Resolution that amends this Constitution if passing it causes the Club to no longer be an organisation for the purposes set out in clause 8.

Members

12. Membership and Register of Members

12.1 The nominal number of all classes of playing members of the Club is four hundred (400) members and the Committee may from time to time increase or reduce the number of members.

12.2 The members of the Club will be any person that the Committee allows to be a member in accordance with this Constitution.

12.3 The Club must establish and maintain a Register of Members. The Register of Members must be kept by the Secretary and must contain:

(a) for each current member:

i. name

ii. address

iii. any alternative address nominated by the member for the service of notices,

iv. date the member was entered on to the register; and

v. class of membership (including any change of class of membership).

(b) for each person who stopped being a member in the last 7 years:

i. name

ii. address

iii. any alternative address nominated by the member for the service of notices

iv. dates the membership started and ended, and

v. class of membership (including any change of class of membership).

12.4 Information that is accessed from the Register of Members must only be used in a manner relevant to the interests or rights of members.

13. Classes of Membership and Entitlements

13.1 The classes of membership and their entitlement is as follows:

Class of Membership	Entitlement
FULL MEMBER	
Ordinary Member	All of the privileges of the Club
Honorary Life Member	All of the privileges of the Club
Intermediate Member	All of the privileges of the Club for persons aged eighteen (18) years to twenty-four (24) years as at 1 January each year at a reduced annual membership fee to that of an Ordinary Member
OTHER MEMBER	
Junior Member	Subject to the *Liquor Act 1912* all of the privileges of the Club.
Honorary Member	All of the privileges of the Club
Restricted Member	As prescribed by the Club Rules

13.2 A Junior Member must be a person under the age of eighteen (18) years. If the Junior Member attains the age of eighteen (18) years partway through a calendar year the member will become an Intermediate Member for the balance of the year without any additional membership fee being payable.

13.3 Temporary membership may be granted by the Committee to any person not normally resident in Sydney for a maximum period of six (6) months.

13.4 Notwithstanding anything else contained in this Constitution only Full Members are entitled to:

(a) nominate any member or hold any position as an office bearer or to be a member of the Committee; or

(b) nominate any member or hold any position on a selection committee.

13.5 The foregoing entitlement to privileges is not to be interpreted as conferring on any member any privilege for which the member is debarred under the *Liquor Act 1912* or under the *Registered Clubs Act 1975*.

13.6 Notwithstanding any restrictions on the right of voting as otherwise specified by this Constitution any member of any class other than an Honorary Member is entitled to attend at general meetings of the Club.

14. Honorary Life Members

14.1 Any member of the Club who has rendered long or meritorious service to the Club may be elected by Special Resolution at any annual or extraordinary general meeting as an Honorary Life Member of the Club.

14.2 The following conditions must be observed in the election of an Honorary Life Member:

(a) notice of nomination signed by at least twenty (20) members of the Club and also by the nominee consenting thereto be given to the Secretary

(b) such nomination must be reported to the first meeting of the Committee after receipt thereof and at the next two meetings the Committee may resolve to forward such nomination to the following annual general meeting for consideration

(c) should the Committee so resolve then nomination must be made to the next annual general meeting and shall appear as Special Resolution on the notice on calling the general meeting

(d) notice of the nomination must be exhibited on the Notice Board for at least fourteen (14) days immediately preceding the annual general meeting at which the Special Resolution is to be proposed, and

(e) all voting at the annual general meeting on the Special Resolution must be by ballot if demanded by any Full Member.

15. Honorary Members

15.1 Honorary membership may be granted without the payment of any subscription for a period or periods determined by the Committee, provided that the person is:

(a) a prominent person visiting the Club for a special occasion or a special function

(b) a recognised international or interstate tennis player

(c) a prominent lawn tennis official

(d) a member of an association with which the Club has reciprocal arrangements, or

(e) a prominent person who has rendered outstanding service in promoting the game of tennis.

15.2 The Committee has the power to cancel the honorary membership of any person at any time and without assigning a reason.

15.3 Notwithstanding an Honorary Member being entitled to exercise all of the privileges of the Club, an Honorary Member is not entitled to vote, be present at any meeting of the Club or introduce a visitor.

16. Becoming a member of the Club

16.1 Every candidate for membership of the Club must be proposed by one and seconded by another Full Member of the Club both of whom must be personally acquainted with the candidate and vouch for his or her fitness for membership.

16.2 Every nomination for membership must be lodged with the Secretary.

16.3 The candidates must be introduced to at least two members of the Committee.

16.4 The nomination must be submitted by the Secretary to the Committee which may upon the elapse of no less than two (2) weeks after date of nomination elect the candidate to membership.

16.5 Where a candidate for membership is a stranger to Sydney the Committee may, if thought fit, after a full and proper examination of the credentials of the candidate has been made, allow such nomination to be proposed and seconded pro forma.

16.6 The Committee may exercise its discretion as to the order in which applications for membership are taken.

17. Committee to approve membership

17.1 The election of members shall be by a majority of the Committee present at a meeting or meetings duly convened.

17.2 The Committee may reject any application for membership without assigning any reason for such rejection.

17.3 If the candidate is rejected the Secretary must give notice to the candidate that their application for membership has been rejected but does not have to give reasons. The amount of any fee paid by the candidate must be refunded to the candidate.

17.4 On election of a member the Secretary must give notice to such member of their election and issue with such notice an account for joining fees and subscriptions due and payable by the member which account must specify the date of payment.

17.5 The subscription paid at entry will entitle the member to membership only to the end of the then current year. The Committee may for any new member elected after 30 April in any year fix an amount not less than the normal annual subscription for the unexpired balance of the current year provided such amount is not less than ten (10) dollars. All subsequent subscriptions will be payable annually and will become due on 1st January of the year to which they relate.

17.6 Every person elected to membership and given notice of their election will be deemed to agree to pay the annual subscription and other fees and charges prescribed by the Constitution or Club Rules and to be bound by the Constitution and Club Rules from time to time in force and the payment of a fee or part thereof will be conclusive evidence of such agreement.

17.7 Every person elected to membership will be required to pay within one (1) month of notice of their election the fees and subscriptions specified in the account rendered to the member failing which payment the election may be declared null and void and the amount of any fee paid must be refunded to the person.

18. When a person becomes a member

18.1 The person elected to membership will become a member when they are entered on the Register of Members.

18.2 Every member will on becoming a member furnish to the Secretary particulars of the address of the member and occupation if those particulars have not already been stated in the nomination for membership and will notify the Secretary in writing of any subsequent change of address.

18.3 The address so given by the member will be deemed to be the address of the member for the purpose of the issue of notices.

19. When a person stops being a member

A person immediately stops being a member if they:

(a) die
(b) resign, by writing to the Secretary
(c) are expelled under sub-clause 22.2, or
(d) have not responded within one month to a written request from the Secretary that they confirm in writing that they want to remain a member.

Joining Fee and Annual Subscriptions

20. Setting of Joining Fees and Annual Subscriptions

20.1 The amount of the entrance fee (if any) and annual subscriptions payable by any class of members and all other matters pertaining thereto by this Constitution specifically provided for will be such as from time to time as is prescribed by the Committee provided that the annual subscription fee will not be less than ten (10) dollars. The Committee in its discretion may waive payment of either a joining fee (if any) or subscription in the case of Honorary Life Members.

20.2 All annual subscriptions will be paid annually in advance on or before 1 January.

21. Unpaid Joining Fee or Annual Subscription

21.1 If any fee or subscription or call remain unpaid for a period of one month after it becomes due the member concerned will be given notice by the Secretary of the default and if the sum due still remains unpaid the Committee will unless it considers that there is sufficient reason for the delay in payment by resolution debar such member from all privileges of membership and the name of the member may at any time thereafter be removed by resolution of the Committee from the Register.

21.2 No member indebted to the Club for the joining fee or annual subscription or any part of either or being otherwise indebted to the Club may be elected to any office of the Club nor exercise the right of voting, if any, otherwise exercisable by that member.

Disciplinary proceedings

22. Circumstances giving rise to proceedings

22.1 The Committee may bring disciplinary proceedings against a member in any or all of the following circumstances:

(a) the member wilfully refusing or neglecting to comply with any of the provisions of the Constitution or Club Rules

(b) the member, in the opinion of the Committee, being guilty of any conduct prejudicial to the interests of the Club, or

(c) the member, in the opinion of the Committee, being guilty of conduct unbecoming of a member of the Club.

22.2 The Committee will have the power to reprimand, suspend for such period it considers fit, expel or accept the resignation of such member and to remove the person's name from the Register of Members.

23. Procedure for proceedings

23.1 The procedure to be adopted by the Committee in disciplinary proceedings is as follows:

(a) the member must be given notice of any charge against the member pursuant to this Constitution at least 14 days before the meeting of the Committee at which such charge is to be heard

(b) the notice will set out the facts, matters and circumstances giving rise to the charge

(c) the member charged will be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing

(d) the voting by the members of the Committee present at such meeting will be by secret ballot and no resolution by the Committee to reprimand , suspend or expel a member will be deemed to be passed unless two-thirds of the members present vote in favour of the resolution, and

(e) if the members fails to attend such meeting the charge may be heard and dealt with and the Committee may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in in writing by the member charged.

23.2 In the event that a notice of charge is issued to a member the Committee will have the power to immediately suspend that member from all privileges of the Club until the charge is heard and determined. Notice of an immediate suspension imposed by the Committee must be given to the member.

23.3 Any decision of the Committee at such a hearing or any adjournment thereof is final and conclusive and the Committee is not required to assign any reason for its decision.

23.4 No appeal whatsoever will lie from a decision of the Committee at such hearing and any member reprimanded, suspended or expelled will have no right to action whether in law or in equity or other remedy against the Club or Committee or any member thereof by reason of such reprimand, suspension or expulsion, or by reason of any act done or notice given prior to, consequent on, or incidental to the same.

The Committee

24. Management

24.1 The business and affairs of the Club will be under the management of the Committee consisting of:

(a) the President

(b) a Vice President

(c) a Secretary

(d) a Treasurer

(e) a Captain, and

(f) eight (8) additional members.

24.2 A member will not be eligible for election as a member of the Committee unless a Full Member.

24.3 A person is not eligible for election as a member of the Committee, or to continue as a member of the Committee, where the Club has entered any commercial arrangement with:

(a) the person; or

(b) an individual (not being the person first referred to) or a corporate entity and:

(i) the person is a servant or agent of the individual or the corporate entity; or

(ii) the person acts, or could reasonably be expected to act, in accordance with the directions and wishes of the individual or the corporate entity.

24.4 Without limiting the application of clause 24.3 a commercial arrangement does not apply to any arrangement:

(a) that a member of the Committee has as a Full Member of the Club which is held in common with the other members of the Club; or

(b) that relates to a contract that the Club pays or agrees to pay insuring a person who is or has been an officer of the Club against any liability incurred by the person as an officer of the Club.

24.5 The President, Treasurer and at least one other member of the Committee (but no more than seven (7) other members of the Committee) will be directors of the Club for the purposes of the Corporations Act.

24.6 At the first meeting of the Committee after the Annual General Meeting the Committee will appoint the convenor and deputy convenor of any sub-committees, such convenor and sub-convenor being members of the Committee.

25. Election of Committee

25.1 Nominations for election to the Committee will be in writing signed by at least two Full Members and by the person nominated and will be posted on the Notice Board.

25.2 All such nominations will close at 5pm on the last Saturday before the date of the annual general meeting.

25.3 If more than the required number be nominated for any office on the Committee the nominations must be submitted to the annual general meeting and the successful candidate or candidates elected thereat by the members present.

25.4 All contested elections will be by ballot conducted in such manner as the President may appoint.

25.5 Every Full Member voting will vote for as many candidates as there are vacancies.

25.6 If there are no nominations or an insufficient number have been made for any office on the Committee nominations may be called for at such meeting and if more than the number to be elected are nominated a ballot must be held.

25.7 If for any office on the Committee to which more than one has to be elected where some nominations have been duly posted on the Notice Board but less in number than the positions to be filled, those duly nominated will be declared elected and only the vacancies then remaining will be filled in the manner aforesaid at the annual general meeting.

25.8 In any case where the number nominated for an office on the Committee is the same as the number required to be elected, those nominated will be declared elected at the annual general meeting.

25.9 If there is an equality of votes upon any election for any office the chairman will have a casting vote.

26. Vacancies in Committee

26.1 The Committee may declare an office held by a member of the Committee to be vacant, and the member will ipso facto cease to be a member of the Committee, if the member:

(a) dies

(b) fails to attend a Committee meeting for three (3) consecutive meetings without leave of absence

(c) resigns

(d) ceases to be a member of the Club, or

(e) becomes a bankrupt or of unsound mind.

26.2 The Committee may appoint to a successor to the office to hold the office until the next election by the annual general meeting and until such appointment is made the continuing members of the Committee may act notwithstanding the vacancy.

26.3 Any casual vacancy or vacancies which may occur in the Committee may be filled by the Committee and the person or persons so appointed will hold office until the next annual general meeting.

26.4 All acts done at any Committee meeting or by an person acting as a member of the Committee will notwithstanding that it will afterwards be discovered that there was some defect in the appointment of such members or member of the Committee or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

26.5 No member will receive any remuneration for his or her services in his or her capacity as a member of the Committee.

Powers of Committee

27. Powers of Committee

27.1 The Committee are responsible for managing and directing the activities of the Club to achieve the purposes set out in clause 8.

27.2 The Committee may use all of the powers of the Club except for powers that, under the Corporations Act or this Constitution, may only be used by members.

28. Club Rules

28.1 The Committee may make such Club Rules not inconsistent with this Constitution that are necessary or desirable for the proper control administration and management of

the Club and for the convenience comfort and well-being of the members and to amend or rescind from time to time such rules.

28.2 Without in any way limiting sub-clause 28.1 the Committee may make Club Rules relating to:

(a) the general management control and trading activities of the Club

(b) the control and management of the Club premises

(c) the management and control of the playing area and other premises

(d) the conduct, behaviour, clothing and dress of members whilst on Club premises

(e) the privileges to be enjoyed by classes of members

(f) visitors to the Club

(g) the opening hours of the Club premises and the playing areas, and

(h) the relationship between the members and Club employees (if any).

28.3 Any Club Rule made by the Committee will come into force and be fully operative upon the posting of the rule on the Notice Board.

28.4 Members must comply with the Club Rules as if they were part of this Constitution.

28.5 The Club in general meeting may revoke and disallow any such Club Rule provided that the notice convening the meeting specifies the rule objected to and that it is proposed to revoke or disallow the rule.

28.6 Without limiting the rights of members under sub-clause 28.5 any twenty (20) members may at any time give the Secretary notice in writing signed by them that they object to one or more specified Club Rules and the Secretary will then include a statement to that effect on the notice convening the next general meeting.

28.7 Neither the revocation nor disallowance by the Club in general meeting of any rule will invalidate any act by the Committee or any officer or servant of the Club prior to such amendment or rescission of the Club Rule.

29. Execution of documents

29.1 Documents will not be executed by the Club except with the authority of the Committee previously given at a Committee meeting.

29.2 The Club may execute a document without using a common seal if the document is signed by two members of the Committee.

Meetings of the Committee

30. When the Committee meets

The Committee will meet at least once in every month.

31. Calling Committee meetings

The President may at any time and the Secretary will upon the request in writing of five (5) members of the Committee convene a meeting of the Committee.

32. Chairman for Committee meetings

32.1 The President if present will be entitled to chair at all meetings of the Committee and, in the absence of the President, the Vice President will be chairman of the meeting.

32.2 In the absence of both the President and Vice President the meeting will elect one of the Committee to be chairman of the meeting, the Secretary taking the chair for the purpose only of the election.

32.3 Any person acting as chairman of the meeting of the Committee will have the casting vote in the case of equality of votes in addition to the vote to which the person is entitled to as a member of the Committee.

33. Quorum at Committee meetings

33.1 The quorum for a Committee meeting will be five (5) members of the Committee until otherwise determined by the Club in general meeting.

33.2 A quorum must be present for the whole of the Committee meeting.

34. Using technology to hold Committee meetings

34.1 The Committee may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by the majority of the members of the Committee.

34.2 The Committee's agreement may be a standing (ongoing) one.

34.3 A member of the Committee may only withdraw their consent within a reasonable period before the meeting.

35. Passing Committee's resolutions

A Committee's resolution must be passed by a majority of the votes cast by members present and entitled to vote. The voting at the first instance is by a show of hands unless a poll is demanded by a majority of members.

36. Minutes of Committee meetings

Minutes of resolutions or proceedings of the Committee will be entered into a book maintained for that purpose.

General meetings of members

37. General meetings

37.1 The annual general meeting of the Club will be held on or before the last day of May of each year at such time and place as may be prescribed by the Club at general meeting or in default at such time and place as may be determined by the Committee.

37.2 All other general meetings will be called extraordinary general meetings.

37.3 An extraordinary general meeting may be called on any date by the President or the Committee.

37.4 An extraordinary general meeting will be called by the Secretary upon the receipt by the Secretary of a requisition which need not be in one document signed by not less than nine (9) Full Members stating the business to be considered. The date of such a meeting will be with forty (40) days of receipt of such requisition.

37.5 If the extraordinary general meeting is not called with twenty one (21) days of receipt of the requisition by the Secretary the persons making the requisition may call the meeting and for that purpose will have access to the Register of Members and any other records necessary for the purpose of calling meetings of members.

37.6 The motions or business and matters set out in the requisition will be the only business dealt with at any extraordinary general meeting.

38. Notice of General Meetings

38.1 Every notice convening a general meeting must include:

(a) the place, date and time of the meeting;

(b) the general nature of the meeting's business and such other information as required to be given by the Corporations Act and this Constitution, and

(c) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution.

38.2 The notice will be given to Full Members who are entitled to attend general meetings and a copy must be posted on the Notice Board.

38.3 The period of notice with respect to general meetings will not be less than the following:

(a) fourteen (14) days in respect of annual general meetings and such extraordinary general meetings as are convened for purposes other than those requiring the passage of a Special Resolution;

(b) twenty one (21) days in respect of extraordinary general meetings convened for the purpose of passing a Special Resolution.

38.4 Neither the accidental omission to give notice of a meeting to nor the non-receipt of a notice of a meeting by any member nor the omission to post a copy on the Notice Board will invalidate the proceedings of any meeting.

39. Quorum at general meetings

39.1 At any annual or extraordinary general meeting called by the President, or the Committee, or as a consequence of a requisition, at least twelve (12) Full Members entitled to be present and to vote and present in person will be a quorum.

39.2 If a quorum not be present within fifteen (15) minutes of the time fixed for:

(a) an extraordinary general meeting convened on or by the requisition of members, the meeting will be dissolved;

(b) an annual general meeting, or extraordinary general meeting convened by the President or by the authority of the Committee it will be adjourned to the same day in the next week at the same time and place.

39.3 If at the adjourned meeting a quorum is not be present within fifteen (15) minutes from the time appointed for the meeting the members present will be a quorum.

40. Proceedings at General Meeting

40.1 The business of an annual general meeting will be to:

(a) to receive and consider:

i. the report of the Committee

ii. the financial statements

iii. the report of the auditor

(b) to elect members of the Committee

(c) to elect an auditor and to fix such remuneration payable to such auditor, and

(d) transact any other business which under the Constitution is to be transacted at an annual general meeting.

40.2 The President will if present be entitled to chair at all general meetings.

40.3 If the President is absent the same procedure for appointment of the chairman will be followed as is provided for in the Constitution for the appointment of a chairman at a meeting of the Committee.

40.4 Every question submitted to a general meeting of the Club will be decided at the first instance by a show of hands and in the case of equality of votes the chairman will both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.

40.5 At a general meeting unless a poll is demanded by the chairman or a majority of members present and entitled to vote at the meeting a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Club will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

40.6 At a meeting if a poll is demanded by the chairman or a majority of members present and entitled to vote at the meeting it will be taken in such manner and at such time and place as the chairman directs and either at once or after an interval of adjournment or otherwise and the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.

40.7 The demand of a poll may be withdrawn.

40.8 Any dispute as to the admission or rejection of a vote will be determined by the chairman and such determination provided it is made in good faith will be final and conclusive.

40.9 The chairman of a general meeting may with the consent of the meeting adjourn the meeting from time to time and from place to place but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

40.10 The demand of a poll will not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

40.11 No poll will be demanded on the election of a chairman of a meeting and a poll demanded on a question of adjournment will be taken at the meeting without adjournment.

40.12 Any general meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given to members.

41. Votes of members

41.1 Full Members may vote at a general meeting.

41.2 Other Members are entitled to attend all general meetings of the Club but are not entitled to vote.

41.3 A person may not attend or vote at any general meeting of the Club as the proxy of another member.

Secretary

42. Appointment and role of secretary

42.1 The Club must have at least one Secretary, who may also be a director for the purposes of the Corporations Act.

42.2 The role of the Secretary includes:

(a) maintaining the Register of Members, and

(b) maintaining the minutes and other records of general meetings (including notices of meetings) and Committees' meetings.

Minutes and records

43. Minutes and records

43.1 The Club must, within one month, make and keep the following records:

(a) minutes of proceedings and resolutions of general meetings, and

(b) a copy of a notice of each general meeting.

43.2 The Club must, within one month, make and keep the following records:

(a) minutes of proceedings of Committee's meetings; and

(b) resolutions of Committee's meetings.

43.3 The Committee must ensure that minutes of a general meeting or a Committee's meeting are signed within a reasonable time after the meeting by:

(a) the chairman of the meeting, or

(b) the chairman of the next meeting.

44. Financial and related records

44.1 The Club must make and keep written financial records that:

(a) correctly record and explain its transactions and financial position and performance, and

(b) enable true and fair financial statements to be prepared and to be audited.

44.2 The Club must also keep written records that correctly record its operations.

44.3 The Club must retain its records for at least 7 years.

44.4 The Committee must take reasonable steps to ensure that the Club's records are kept safe.

Notice

45. What is notice

Anything written to or from the Club under any clause in this Constitution is written notice and is subject to clauses 46 to 48 unless specified otherwise.

46. Notice to the company

Written notice or any communication under this Constitution may be given to the Club, the Committee or the Secretary by:

(a) delivering it to the Club's registered office

(b) posting it to the Club's registered office or to another address chosen by the Club for notice to be provided

(c) sending it to an email address or other electronic address notified by the Club to the members as the Club's email address or other electronic address, or

(d) sending it to the fax number notified by the Club to the members as the Club's fax number.

47. Notice to members

47.1 Written notice or any communication under this Constitution may be given to a member:

(a) in person

(b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices

(c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any), or

(d) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

47.2 If the Club does not have an address for the member, the Club is not required to give notice in person.

48. When notice is taken to be given

A notice:

(a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered

(b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs

(c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and

(d) given under sub-clause 47.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

49. Company's financial year

The Club's financial year is from 1 January to 31 December unless the Committee passes a resolution to change the financial year.

Indemnity, insurance and access

50. Indemnity

50.1 The Club indemnifies every officer of the Club out of the assets of the Club to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Club.

50.2 In this clause, 'officer' means every member of the Committee, every member of any sub-committee constituted under sub-clause 24.4, other officer of the Club and any person (whether an officer of the Club or not) employed by the Club as auditor.

50.3 In this clause, 'to the relevant extent' means:

(a) to the extent that the Club is not precluded by law (including the Corporations Act) from doing so, and

(b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

50.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Club.

51. Insurance

51.1 To the extent permitted by law (including the Corporations Act), and if the Committee consider it appropriate, the Club may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Club against any liability incurred by the person as an officer of the Club.

51.2 In this clause, 'officer' means every member of the Committee, every member of any sub-committee constituted under sub-clause 24.4, and any other officer of the Club.

52. Committee's access to documents

52.1 A member of the Committee has a right of access to the financial records of the Club at all reasonable times.

52.2 If the Committee agrees, the Club must give a member of the Committee access to:

(a) certain documents, including documents provided for or available to the Committee, and

(b) any other documents referred to in those documents.

Winding up

53. Surplus Assets not to be distributed to members

If the Club is wound up, any Surplus Assets must not be distributed to a member or a former member of the Club.

54. Distribution of Surplus Assets

54.1 Subject to the Corporations Act and any other applicable Act, and any court order, any Surplus Assets that remain after the Club is wound up must be distributed to one or more entities:

(a) with purposes similar to, or inclusive of, the purposes in clause 8, and

(b) which also prohibit the distribution of any Surplus Assets to its members to at least the same extent as the Club.

54.2 The decision as to the entity or entities to be given the Surplus Assets must be made by a Special Resolution of members at or before the time of winding up. If the members do not make this decision, the Club may apply to the Supreme Court to make this decision.