

The Corporations Act 2001 (Cth)
A Company Limited by Guarantee

CONSTITUTION
OF
SYDNEY LITHUANIAN CLUB
LIMITED

ACN 000 410 622



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CONSTITUTION OF SYDNEY LITHUANIAN CLUB LIMITED

Preliminary

1 Name of the company

- 1.1 The name of the Company is Sydney Lithuanian Club Limited.
- 1.2 The company is a not-for-profit unlisted public company limited by guarantee
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2 Defined terms

- 2.1 In this Constitution unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

Alternate Director means a person appointed as an alternate Director under clause 42.

Auditor means the Club's auditor appointed in accordance with this Constitution.

Club means the Company.

Company means Sydney Lithuanian Club Limited ACN 000 410 622.

Constitution means the constitution of the Club as amended from time to time.

Corporations Act means *the Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Club.

Director includes any person occupying the position of Director of the Club and, where appropriate, includes an Alternate Director.

Directors means all or some of the Directors acting as a Board.

Member means a Member of the Club under clause 7.

Register means the register of Members.

Seal means the Club's common seal (if any).

- 2.2 In this Constitution, except where the context otherwise requires;

- (a) if the Club is not a registered charity, an expression in a clause of this Constitution has the same meaning as in the Corporations Act and the Corporation Act overrides any clause in this Constitution which is inconsistent with that Act; and
- (b) if the Club is a registered charity, and expression in a clause of this Constitution has the same meaning as the ACNC Act and the ACNC Act and the Corporations Act override any clauses in this Constitution which are inconsistent with those Acts.
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3 Interpretation

In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to A\$, \$A, dollar or \$ is to Australian currency; and
- (f) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

4 Replaceable rules

To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Club.

Objects

5 Objects

5.1 The objects for which the Club is established are:

- (a) to acquire and take over all of the assets and liabilities of the unincorporated body known as "Lithuanian House" and to carry on the work of the said body.
- (b) To provide for Members and for the guests of the Members facilities including liquid and other refreshment, restaurant, libraries and the provision for sporting, musical and educational activities and other social amenities.
- (c) To encourage social activities amongst Members of the Lithuanian community in Australia.
- (d) To support community programmes and events which promote and preserve Lithuanian language, culture and traditions.
- (e) To assist generally in the advancement of the Lithuanian community and to foster good relations with other communities.

5.2 The Club may only exercise the powers in section 124(1) of the Corporations Act to:

- (a) carry out the objects in this clause; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 5.2(a).

Income and property of Club

6 Income and property of Club

- 6.1** The income and property of the Club will only be applied towards the promotion of the objects of the Club set out in clause 5.
- 6.2** No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Club; or
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

Membership

7 Categories of Membership

- 7.1** The Club shall consist of the following classes of Members:
- (a) Foundation Members;
 - (b) Ordinary Members;
 - (c) Life Members;
 - (d) Associate Members;
- 7.2** Foundation Members shall be those persons who were financial Members of the Lithuanian Club Ltd (as then was) on 1 July 1972 or have by way of loans or debentures, in the opinion of Directors, assisted the Club up to the above date. Such persons shall be referred to as Foundation Members.
- 7.3** An Ordinary Member shall be a person who is elected as a Member in accordance with the provisions of this Constitution who is over the age of eighteen (18) years and who is of Lithuanian extraction or is related to a person of Lithuanian extraction.
- 7.4** A Life Member is a Foundation Member or Ordinary Member who:
- (a) has rendered long and meritorious service to the Club or the unincorporated association previously known as Lithuanian House;
 - (b) is nominated by at least two foundation or ordinary Members;
 - (c) consents to being nominated for election as a Life Member;
 - (d) is approved as a candidate for life Membership and a Board meeting with at least two thirds of those present agreeing to put the nomination before a General Meeting; and
 - (e) is elected at a General Meeting by two thirds of the voters present and voting.
- 7.5** A Life Member is not required to pay subscriptions to the Club.
- 7.6** An Associate Member shall be a person who is not qualified to be a Foundation Member or an Ordinary Member but whose admission to

Membership is approved by the Board in accordance with this Constitution.

8 Admission

- 8.1** The number of Members with which the Club proposes to be registered is unlimited.
- 8.2** The Members are:
- (a) the persons who consented to become Members in the application for registration of the Club; and
 - (b) any other persons, whom or which the Directors admit to Membership in accordance with this Constitution.
- 8.3** Applications for Membership of the Club must be:
- (i) in writing;
 - (ii) proposed by a foundation, ordinary or life Member and seconded by another foundation, ordinary or life Member;
 - (iii) provide the full name and address of the applicant;
 - (iv) signed by the applicant, the proposer and the seconder; and
 - (v) in a form approved by the Directors in their absolute discretion.
- 8.4** The Directors will consider each application for Membership at the next meeting of Directors after the application is received. In considering an application for Membership, the Directors may:
- (a) accept or reject the application; or
 - (b) ask the applicant to give more evidence of eligibility for Membership.
- 8.5** If the Directors ask for more evidence under clause 8.4, their determination of the application for Membership is deferred until the evidence is given.
- 8.6** The Directors do not have to give any reason for rejecting an application for Membership.
- 8.7** As soon as practicable following acceptance of an application for Membership, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's entrance fee (if any) and first annual subscription.
- 8.8** Subject to clause 8.9, an applicant for Membership becomes a Member when the applicant's entrance fee and first annual subscription is paid.
- 8.9** If the entrance fee and first annual subscription of an applicant for Membership is not paid within 60 days after the date the applicant is notified of acceptance of their application for Membership, the Directors may cancel their acceptance of the applicant for Membership of the Club.

- 8.10** Every person elected to Membership and informed of that person's election shall upon paying the entrance fee and first annual subscription become bound by and shall enjoy the benefits of this Constitution and the Club's bylaws rules and regulations from time to time.
- 8.11** The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

9 Subscriptions

- 9.1** The Directors may determine the entrance fee and annual subscription payable by each Member or each category of Member.
- 9.2** The annual subscription period will commence on 1 July of each year, and the annual subscription will be due in advance within 60 days of this date.
- 9.3** The first subscription payable by persons who consented to become Members in the application for the Club's registration will be payable within 60 days of the date from which subscriptions are determined by the Directors.
- 9.4** The Directors may determine that any Member admitted to Membership between 1 January and 30 June need pay only one-half of the annual subscription until that Member's next annual subscription falls due.
- 9.5** If a Member does not pay a subscription within 60 days after it becomes due the Directors:
- (a) will give the Member notice of that fact; and
 - (b) if the subscription remains unpaid 21 days from the date of that notice, may declare that Member's Membership forfeited.

10 Ceasing to be a Member

- 10.1** A Member's Membership of the Club will cease:
- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) if a majority of three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the Membership of a Member:
 - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member;
 - (ii) only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
 - (c) if Membership is forfeited under clause 9.5(b);
 - (d) if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or

- (iii) is convicted of an indictable offence.

10.2 Any Member ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of a subscription; and
- (b) will remain liable for and will pay to the Club all subscriptions and moneys which were due at the date of ceasing to be a Member.

11 Powers of attorney

11.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Club or the Member's Membership in the Club, that Member must deliver the instrument appointing the Attorney to the Club for notation.

11.2 If the Club asks the Member to file with it a certified copy of the instrument for the Club to retain, the Member will promptly comply with that request.

11.3 The Club may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

General Meetings

12 Calling General Meeting

12.1 A Member may:

- (a) only request the Directors to call a General Meeting in accordance with section 249D of the Corporations Act; and
- (b) not call and arrange to hold a General Meeting except under section 249E or 249F of the Corporations Act.

12.2 A General Meeting of the Club shall be held if practicable not later than 30 November in each year at such time and place as may be prescribed by the Club in General Meeting or in default at such time and place as may be determined by the Board and such meeting shall be referred to as the Club's Annual General Meeting.

12.3 The Club must hold an Annual General Meeting at least once every calendar year.

12.4 If a General Meeting is held at more than one physical venue (whether or not it is also held using virtual meeting technology), the place of the meeting shall be the main physical venue of the meeting as set out in the Notice of Meeting.

12.5 If a General Meeting is held using virtual meeting technology only, the meeting shall be deemed to take place at the Club's principal place of business.

13 Notice of General Meeting

13.1 Subject to the provisions of the Corporations Act allowing General Meetings to be held with shorter notice, at least 21 days written notice

(exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any General Meeting.

13.2 A notice calling a General Meeting:

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
- (b) must state the general nature of the business to be transacted at the meeting; and
- (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.

13.3 The business of an Annual General Meeting shall include the matters set out below provided however that a notice of an Annual General Meeting need not state that the business to be transacted at the meeting includes:

- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
- (b) the election of Directors; or
- (c) the appointment of the Auditor.

13.4 The Directors may postpone or cancel any General Meeting whenever they think fit (other than a meeting called as the result of a request under clause 12.1 or the Annual General Meeting).

13.5 The Directors must give notice of the postponement or cancellation of a General Meeting to all persons referred to in clause 54.1 entitled to receive notices from the Club.

13.6 The failure or accidental omission to send a notice of a General Meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the General Meeting.

Proceedings at General Meetings

14 Member

In clauses 15, 16, 19 and 23, Member includes a Member present in person or by proxy, or attorney.

15 Quorum

15.1 No business may be transacted at a General Meeting unless a quorum of Members is present when the meeting proceeds to business.

15.2 A quorum of Members is twenty (20) Members.

15.3 If a quorum is not present within 30 minutes after the time appointed for a General Meeting:

- (a) if the General Meeting was called on the requisition of Members, it is automatically dissolved; or
- (b) in any other case:

- (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
- (ii) if at the adjourned General Meeting a quorum is not present within 30 minutes after the time appointed for the General Meeting, the General Meeting is automatically dissolved.

16 Using technology to hold meetings

- 16.1** The Club may hold a General Meeting at two or more venues using any technology that gives all persons entitled to attend as a whole a reasonable opportunity to participate, including to hear and be heard.
- 16.2** The Club may hold a General Meeting using virtual meeting technology that gives all persons entitled to attend, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.
- 16.3** Anyone using this technology is taken to be present in person at the meeting.

17 Chairperson

- 17.1** The President, or in the President's absence the Deputy President, of Directors' meetings will be the chairperson at every General Meeting.
- 17.2** The Directors present may elect a chairperson of a General Meeting if:
- (a) there is no President or Deputy President; or
 - (b) neither the President or Deputy President is present within 15 minutes after the time appointed for holding the General Meeting; or
 - (c) the President or Deputy President are unwilling to act as chairperson of the General Meeting.
- 17.3** If no election is made under clause 17.2, then:
- (a) the Members may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.
- 17.4** If there is a dispute at a General Meeting about a question of procedure, the chairperson may determine the question.

18 Adjournment

- 18.1** The chairperson of a General Meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the General Meeting with the meeting's consent; and
 - (b) must adjourn the General Meeting if the meeting directs him or her to do so.

- 18.2** An adjourned General Meeting may take place at a different venue to the initial General Meeting.
- 18.3** The only business that can be transacted at an adjourned General Meeting is the unfinished business of the initial General Meeting.
- 18.4** Notice of an adjourned General Meeting must only be given in accordance with clause 13.1 if a General Meeting has been adjourned for more than 21 days.

19 Decision on questions

- 19.1** Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 19.2** A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- 19.3** Unless a poll is demanded:
- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 19.4** The demand for a poll may be withdrawn.
- 19.5** A decision of a General Meeting may not be impeached or invalidated on the ground that a person voting at the General Meeting was not entitled to do so.

20 Taking a poll

- 20.1** A poll will be taken when and in the manner that the chairperson directs.
- 20.2** The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 20.3** The chairperson may determine any dispute about the admission or rejection of a vote.
- 20.4** The chairperson's determination, if made in good faith, will be final and conclusive.
- 20.5** A poll demanded on the election of the chairperson or the adjournment of a General Meeting must be taken immediately.
- 20.6** After a poll has been demanded at a General Meeting, the General Meeting may continue for the transaction of business other than the question on which the poll was demanded.

21 Casting vote of chairperson

The chairperson shall have a casting vote in addition to the chairperson's votes as a Member, proxy, or attorney.

22 Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Members

23 Entitlement to vote

- 23.1** All Members shall be entitled to attend and vote at a General Meeting.
 - 23.2** A Member is not entitled to vote at a General Meeting if the Member's annual subscription or any other amount owing by the Member to the Club is in arrears at the date of the meeting.
 - 23.3** A Member entitled to vote has one vote.
 - 23.4** No servant of the Club shall be entitled to vote at any meeting of the Club.
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24 Objections

- 24.1** An objection to the qualification of a voter may only be raised at the General Meeting or adjourned General Meeting at which the voter tendered its vote.
 - 24.2** An objection must be referred to the chairperson of the General Meeting, whose decision is final.
 - 24.3** A vote which the chairperson does not disallow because of an objection is valid for all purposes.
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25 Votes by proxy

- 25.1** If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- 25.2** A proxy need not be a Member.
- 25.3** A proxy may demand or join in demanding a poll.

- 25.4** A proxy or attorney may vote on a poll.
- 25.5** A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

26 Document appointing proxy

- 26.1** An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- 26.2** For the purposes of clause 26.1, an appointment received at an electronic address will be taken to be signed by the Member if:
- (a) the Member's membership number or other personal identification code allocated by the Club to the Member has been input into the appointment; or
 - (b) the appointment has been verified in another manner approved by the Directors.
- 26.3** A proxy's appointment is valid at an adjourned General Meeting.
- 26.4** A proxy or attorney may be appointed for all General Meetings or for any number of General Meetings or for a particular purpose.
- 26.5** Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
- (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the General Meeting,even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on any motion before the General Meeting whether or not the motion is referred to in the appointment.
- 26.6** If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors.

27 Lodgement of proxy

- 27.1** The written appointment of a proxy or attorney must be received by the Club, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

- (a) the time for holding the General Meeting or adjourned General Meeting at which the appointee proposes to vote; or
- (b) the taking of a poll on which the appointee proposes to vote.

27.2 The Club receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:

- (a) the Club's principal place of business; or
- (b) a place, or electronic address specified for that purpose in the notice of meeting.

28 Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Club before the relevant General Meeting or adjourned General Meeting.

Appointment and removal of Directors

29 Number of Directors

- (a) The Club must have seven (7) Directors unless the Club in General Meeting by resolution changes the number of Directors.
- (b) The Directors shall appoint individual Directors to the following positions:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Secretary;
 - (iv) Treasurer.

30 Appointment and removal of Directors

30.1 The Club may by resolution passed in General Meeting:

- (a) appoint new Directors;
- (b) remove any Director before the end of the Director's period of office; and
- (c) appoint another person in the Director's place.

30.2 A person appointed under clause 30.1(c) will hold office for the period for which the Director replaced would have held office if the Director had not been removed.

30.3 A Director must be:

- (i) a Foundation Member;

- (ii) An Ordinary Member; or
- (iii) A Life Member.

- 30.4** If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Club, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
- 30.5** Within 14 days of the suspension, the Directors must call a General Meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with clause 30.1(b) or annul the suspension and reinstate the Director.
- 30.6** A servant of the Club shall be ineligible to stand for or be elected to the Board of Directors.

31 Director casual vacancy

- 31.1** The Directors may appoint any Foundation Member, Ordinary Member or Life Member as a Director to fill a casual vacancy.
- 31.2** A Director appointed under clause 31.1 will hold office until the next General Meeting of the Club when the Director may be re-elected.

32 Retirement

- 32.1** Directors shall be elected annually and a Director must retire from office at the conclusion of the Annual General Meeting after the Director was elected.
- 32.2** A retiring Director will be eligible for re-election.

33 Filling vacated office

- 33.1** When a Director retires at a General Meeting, the Club may by ordinary resolution elect a person to fill the vacated office.
- 33.2** If the vacated office is not filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:
- (a) it is resolved not to fill the vacated office; or
 - (b) the resolution for the re-election of the Director is put and lost.

34 Nomination of Director

- 34.1** A person other than a retiring Director is not eligible for election as a Director at a General Meeting unless the person, or a Member who proposes the person, has left at the Club's principal place of business or electronic address, a written notice:
- (a) nominating the person to be a Director;
 - (b) signed by two Members who are Foundation or Ordinary Members;
 - (c) signed by the nominee and giving the person's consent to the nomination; and

- (d) stating that the person is nominated as a candidate for the election to the office of Director.

34.2 A notice given in accordance with clause 34.1 must be left at the Club's principal place of business at least 21 days before the relevant General Meeting.

34.3 A written notice referring to all Director vacancies and each candidate for election, must be sent to all Members at least seven days before every General Meeting at which an election of a Director will take place.

35 Election of Directors

35.1 If there be more than the required number of candidates nominated in accordance with clause 34 an election by ballot shall take place as hereinafter provided but if there be only the requisite number of Directors nominated the Chairperson shall declare those nominated duly elected.

35.2 An election by ballot shall be conducted in the following manner:

- (a) it shall be conducted at the General Meeting by a returning officer to be appointed by the Board assisted by scrutineers nominated by the candidates; each candidate having the right to nominate one scrutineer. If no scrutineers are nominated by the candidates the Board is to nominate scrutineers for the election.
- (b) The voting papers shall contain in alphabetical order the names of all duly nominated candidates and Directors standing for re-election and a mark signifying each retiring candidate shall be made against the retiring candidate on the voting paper.
- (c) The voter shall mark the voting paper by striking out the names of the candidates for whom the voter does not wish to vote and thus leave the name or names of the candidates for whom the voter wishes to vote.
- (d) An election by ballot of the Members of the Board for officeholders shall be conducted in such manner as determined by the Board.
- (e) At the closing of the poll the returning officer or other authorised person assisted by the scrutineers shall proceed with the examination of the voting papers and shall report the results to the Chairperson of the meeting who shall then declare such candidate or candidates who receive the greatest number of votes duly elected.
- (f) Any voting paper upon which the votes are not recorded for the exact number of candidates to be elected shall be rejected as informal.
- (g) In the case of doubt as to the formality of the voting paper the matter shall be referred to the Chairperson whose decision shall be final.
- (h) In the event of an equality of votes in favour of two or more candidates the elder or elders as the case may be of such candidate shall be declared by the Chairperson to be elected in such a way as to ensure the election is not more than the number necessary to fill vacancies.

36 Vacation of office

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (c) resigns by notice in writing to the Club; or
- (d) is removed by a resolution of the Club;
- (e) is absent from Directors' meetings for four consecutive months without leave of absence from the Directors; or
- (f) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of the interest as required by the Corporations Act.

Powers and duties of Directors

37 Powers and duties of Directors

37.1 The business of the Club is managed by the Directors who may exercise all powers of the Club that this Constitution and the Corporations Act do not require to be exercised by the Club in General Meeting.

37.2 Without limiting the generality of clause 37.1, the Directors may exercise all the powers of the Club to:

- (a) undertake such activities in promotion of the Club's Objectives as the Board thinks fit including making application under the ACNC Act to become a registered charity.
- (b) Appoint from among the Members subcommittees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such subcommittee such powers as it may think fit and any such appointment or delegation from time to time to revoke or alter.
- (c) Make such bylaws rules or regulations not inconsistent with the Constitution as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effects and property and for the convenience comfort and well-being of the Members and to amend or rescind from time to time any such bylaws rules or regulations.
- (d) To enforce observance of all bylaws rules and regulations by suspension from enjoyment of Club privileges or any of them or otherwise as the Board thinks fit.
- (e) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (f) To engage appoint control remove discharge suspend and dismiss such managers secretaries officers representatives agents and servants or other employees in respect to permanent temporary or special services as it may from time to

- time think fit and to determine the duties pay salary emoluments or other remuneration.
- (g) To purchase or otherwise acquire for the Club real property or any other property rights or privileges at such price and generally on such terms and conditions as it shall think fit.
 - (h) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (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 to compound or allow time for payment in satisfaction of any debts due to and any claims or demands by or against the club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (j) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques bills of exchange promissory notes and other documents or instruments.
 - (k) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit from time to time and to vary or realise such investments.
 - (l) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or on any mortgage charge or other security upon or over all or part of the Clubs property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
 - (m) To sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to let any property of the Club and with the sanction of a General Meeting of the Club to lease demise exchange or sell all or any of the land and buildings or other property or rights to which the Club may be entitled from time to time.
 - (n) Without limitation to other powers conferred by this Constitution to fine caution or suspend for such period as it thinks fit any Member who shall wilfully infringe the provisions of the Constitution or the Bylaws or regulations of the Club or who shall in the opinion of the Directors be guilty either in or out of the Club premises of conduct unbecoming of a Member or prejudicial to the interest of the Club.
 - (o) To impose any restrictions or limitations on the rights and privileges of Members, and visitors relating to the use by them of the Club premises and/or any amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.

Proceedings of Directors

38 Directors' meetings

- 38.1** The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least six times in each year. A record of all Directors present and of all resolutions and proceedings of the Board must be entered in a minute book provided for that purpose.
- 38.2** The President or any two Directors may at any time convene a meeting of the Board, and the Secretary must on the request of the President or two Directors, call a Directors' meeting.
- 38.3** A Directors' meeting must be called on at least 48 hours written notice of a meeting to each Director and each Director's alternate.
- 38.4** The President is entitled to preside as the chairperson at any meeting of the Board.
- 38.5** If the President is not present or being present is unwilling or unable to act, the Vice-President will be entitled to preside as the chairperson. If the Vice-President is not present or being present is unwilling or unable to act, the Directors present may elect their own chairperson.
- 38.6** It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 38.7** Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 38.8** The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 38.9** Subject to clause 41, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 38.10** The provisions of this clause apply to meetings of Directors' committees as if all committee Members were Directors.
- 38.11** A quorum is a majority of Directors for the time being.
- 38.12** Where a quorum cannot be established within 15 minutes from the time appointed for the meeting,
- (a) three Directors present in person or by technology shall form a quorum; provided that
 - (b) if three Directors are not available to form a quorum the meeting shall be adjourned to the same time and place in one week's time.

- 38.13** If a quorum is not available for the consideration of a particular matter at the adjourned meeting of Directors referred to in subclause 38.12, the chairperson may call a General Meeting to deal with the matter.
- 38.14** Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

39 Decision on questions

- 39.1** Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 41, each Director has one vote.
- 39.2** In the event of an equality of votes, the chairperson of the meeting will have a second vote or casting vote.
- 39.3** An Alternate Director has one vote for each Director for whom he or she is an alternate.
- 39.4** If the Alternate Director is a Director, he or she also has a vote as a Director.

Payments to Directors

40 Payments to Directors

No payment will be made to any Director of the Club other than payment:

- (a) of out-of-pocket expenses incurred by the Director in the performance of any duty as Director of the Club where the amount payable does not exceed an amount previously approved by the Directors of the Club;
- (b) for any service rendered to the Club by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Club and where the amount payable is approved by the Directors of the Club and is not more than an amount which commercially would be reasonable payment for the service; and
- (c) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

41 Directors' interests

- 41.1** No contract made by a Director with the Club and no contract or arrangement entered into by or on behalf of the Club in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.
- 41.2** No Director contracting with or being interested in any arrangement involving the Club is liable to account to the Club for any profit realised by or under any such contract or arrangement merely because of the

Director holding office as a Director or because of the fiduciary obligations arising out of that office.

41.3 A Director is not disqualified merely because of being a Director from contracting with the Club in any respect.

41.4 Subject to clause 40, a Director or a body or entity in which a Director has a direct or indirect interest may:

- (a) enter into any agreement or arrangement with the Club;
- (b) hold any office or place of profit other than as auditor in the Club; and
- (c) act in a professional capacity other than as auditor for the Club, and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Club or from holding an office or place of profit in or acting in a professional capacity with the Club.

41.5 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the Corporations Act to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

41.6 A Director may be or become a Director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Club or in which the Club may be interested as a vendor, shareholder or otherwise and is not accountable to the Club for any remuneration or other benefits received by the Director as a Director or officer of, or from having an interest in, that body corporate.

42 Alternate Directors

42.1 A Director may, with the approval of the Directors, appoint a Member, other than an Associate Member, as his or her alternate for a period determined by that Director.

42.2 An Alternate Director is entitled to notice of Directors' meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.

42.3 An Alternate Director is an officer of the Club and is not an agent of the appointor.

42.4 The provisions of this Constitution which apply to Directors also apply to Alternate Directors.

- 42.5** The appointment of an Alternate Director:
- (a) may be revoked at any time by the appointor or by the other Directors; and
 - (b) end automatically when the appointor ceases to be a Director.
- 42.6** Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

43 Remaining Directors

- 43.1** The Directors may act even if there are vacancies on the Board.
- 43.2** If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:
- (a) appoint a Director; or
 - (b) call a General Meeting.

44 Delegation

- 44.1** The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a Board, to a committee or committees.
- 44.2** The Directors may at any time revoke any delegation of power to a committee.
- 44.3** At least one Member of each committee must be a Director.
- 44.4** A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 44.5** A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.
- 44.6** Meetings of any committee of Directors will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each Member was a Director.

45 Written resolutions

- 45.1** The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 45.2** For the purposes of clause 45.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 45.3** Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

- 45.4** The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 45. This clause applies to meetings of Directors' committees as if all Members of the committee were Directors.

46 Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director, Alternate Director or Member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

47 Minutes and Registers

- 47.1** The Directors must cause minutes to be made of:

- (a) the names of the Directors present and voting at all Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of General Meetings, Directors' meetings and meetings of Directors' committees including the number of Members present and voting at General Meetings;
- (c) all resolutions passed by Directors in accordance with clause 45;
- (d) all appointments of officers in General Meeting or by the Board;
- (e) all orders made by the Directors and Directors' committees; and
- (f) all disclosures of interests made under clause 41.

- 47.2** Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

- 47.3** The Secretary shall keep in the Club's premises or such other place as the Board approves a register of Members setting forth the name in full, occupation and address of each Member specifying the class of Member to which the Member belongs and setting out the date of the latest payment by each Member of the Members subscription.

- 47.4** Each Member shall on becoming a Member furnish the Secretary particulars of the Members address and occupation if those particulars have not already been stated on the nomination for Membership and shall notify the Secretary in writing of any subsequent change of name or address. The address so given shall be deemed to be the Members registered address for the purpose of the issue of notices.

- 47.5** The Club must keep all registers required by this Constitution and the Corporations Act.

By-Laws

48 By-laws rules and regulations

- 48.1** Any By-law rule or regulation made under this Constitution shall come into force and be fully operative 30 days after written notice of the bylaw rule or regulation has been forwarded to each Member
- 48.2** The Club in General Meeting may revoke and disallow any such bylaw rule or regulation provided that the notice convening the meeting states that notice has been received as provided for in clause 48.3 and also specifies the bylaw rule or regulation objected to.
- 48.3** Without limiting the rights of Members to convene a General Meeting, any 20 Members may at any time during the month of June in any year give to the Secretary notice in writing signed by them that they object to one or more specified By-laws rules or regulations and the Secretary shall then include a statement to that effect on the notice convening the next General Meeting.
- 48.4** Neither the revocation or disallowance by the Club in General Meeting of any bylaw rule or regulation nor the knowledge that it might take place nor its amendment or rescission by the Board shall invalidate any act by the Board or an officer or servant of the Club prior to such amendment or rescission.

Attorneys and agents

49 Appointment of attorneys and agents

- 49.1** The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Club:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
 - (c) for the period; and
 - (d) subject to the conditions, determined by the Directors.
- 49.2** An appointment by the Directors of an attorney or agent of the Club may be made in favour of:
- (a) any company;
 - (b) the Members, Directors, nominees or managers of any company or firm; or
 - (c) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 49.3** A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.

49.4 The Directors may appoint attorneys or agents by facsimile transmission, email, telegraph or cable to act for and on behalf of the Club.

49.5 An attorney or agent appointed under this clause may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

Seals

50 Common Seal

If the Club has a Seal:

- (a) the Directors must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

51 Duplicate Seal

If the Club has a Seal, the Club may have one or more duplicate seals of the Seal each of which:

- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face;
- (b) must not be used except with the authority of the Directors.

Inspection of records

52 Inspection of records

52.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Club or any of them will be open for inspection by Members other than Directors.

52.2 Except as otherwise required by the Corporations Act, a Member other than a Director does not have the right to inspect any financial records or other documents of the Club unless the Member is authorised to do so by a court order or a resolution of the Directors.

Notices

53 Service of notices

53.1 Notice may be given by the Club to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or
- (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the

Register or the address supplied by the person to the Club for sending notices to the person.

- 53.2** A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 53.3** A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 53.4** If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice Board at the Club's registered office or principal place of business.
- 53.5** A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's for the purposes of clause 53.
- 53.6** A certificate in writing signed by a Director, Secretary or other officer of the Club that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 53.7** Subject to the Corporations Act the signature to a written notice given by the Club may be written or printed.
- 53.8** All notices sent by post outside Australia must be sent by prepaid airmail post.

54 Persons entitled to notice

- 54.1** Notice of every General Meeting must be given to:
- (a) every Member;
 - (b) every Director and Alternate Director; and
 - (c) any Auditor.
- 54.2** No other person is entitled to receive notice of a General Meeting.

Audit and accounts

55 Audit and accounts

- 55.1** The Directors must cause the Club to keep written financial records in relation to the business of the Club in accordance with the requirements of the Corporations Act.
- 55.2** The Directors must cause the financial records of the Club to be audited in accordance with the requirements of the Corporations Act.

- 55.3** The financial year of the Club shall commence on the first day of July and end on the last day of June in the next year.

Winding up

56 Winding up

- 56.1** If the Club is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,

undertakes to contribute to the property of the Club for the:

- (c) payment of debts and liabilities of the Club (in relation to clause 56.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding five dollars (\$5.00).

- 56.2** If any surplus remains following the winding up of the Club, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation which, by its constitution, is:

- (a) required to pursue objects similar to those of the Club;
- (b) required to apply its profits (if any) or other income in promoting its objects; and
- (c) prohibited from making any distribution to its Members or paying fees to its Directors,

such corporation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of New South Wales for determination.

Indemnity

57 Indemnity

- 57.1** To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Club indemnifies every person who is or has been an officer of the Club against:

- (a) any liability (other than for legal costs) incurred by that person as an officer of the Club (including liabilities incurred by the officer as an officer of a subsidiary of the Club where the Club requested the officer to accept that appointment); or
- (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Club (including legal costs incurred by the officer as an officer of a subsidiary of the Club where the Club requested the officer to accept that appointment).

- 57.2** The amount of any indemnity payable under clauses 57.1(a) or 57.1(b) will include an additional amount (GST Amount) equal to any GST

payable by the officer being indemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Club with a GST tax invoice for the GST Amount.

57.3 For the purposes of this clause, officer means:

- (a) a Director;
- (b) a Secretary; or
- (c) a Member who has been appointed by the Board to perform particular tasks for or on behalf of the Club.