

**CONSTITUTION**

**RANGE ROVER CLUB OF AUSTRALIA (N.S.W) LIMITED**

**A COMPANY LIMITED BY GUARANTEE**

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Corporations Act 2001  
CONSTITUTION

OF

RANGE ROVER CLUB OF AUSTRALIA ( N S W ) LIMITED

(ABN 38 002 703 246)

A Company Limited By Guarantee

1. The name of the Company is RANGE ROVER CLUB OF AUSTRALIA (N.S.W) LIMITED.

**INTERPRETATION**

2. In these regulations:

"the Law" means the Corporations Law;

"Committee" means the board of directors of the Company;

"eligible vehicle" means a Range Rover or Land Rover vehicle which is, or is capable of being, registered in Australia as a Range Rover or Land Rover;

"member" means a natural person over 18 years of age (and excludes a body corporate) who at all times during membership

- (i) owns or has principal use of and access to an eligible vehicle, or
- (ii) is a person over 18 years of age nominated by a person referred to in (i) above on joining, or on the renewal of membership in a particular year of membership, to also be a member during the relevant year of membership (referred to hereafter as the "nominated member") and is equal to and has the benefits and rights of the member who nominated the person;

"the seal" means the common seal of the Company;

"Secretary" means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;

"State" means the State of New South Wales;

expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

words or expressions contained in these articles shall be interpreted in accordance with the provisions of the Law as in force at the date at which these articles become binding on the Company.

3. The Company is established for the purposes set out in this Constitution of the Company.

4. The objects for which the Company is established are:

- (a) To acquire and take over all or any part of the assets and liabilities of the unincorporated body known as "Range Rover Club of Australia, New South Wales Branch" and to indemnify the said unincorporated Association in respect of the

liabilities of the Association existing upon the incorporation of this Company and to pay the incorporation expenses, pre-incorporation and formation expenses of the Company and any pre-incorporation expenses incurred by any person on behalf of the Company in the event that such person shall be an initial Director thereof.

(b) To co-ordinate the activities of persons Owning or partly owning Range Rover or Land Rover vehicles or modified versions thereof or interested in the furtherance of the objects of the Company and to encourage social intercourse between the members of the Company.

(c) To promote and conduct either alone or jointly with other persons, organisations, associations or clubs or companies, social functions and events outings rallies meetings conferences and to assist with community services in furtherance of the interests of the Company and its members.

(d) To hold or arrange competitions and provide or contribute towards the provision. of prizes, awards and distinctions in connection therewith,

Provided that no member of the Company shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Company or except as a recipient of an award for services to or membership of the Company.

(e) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Company.

Provided that the Company shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of Clause 5 of this Constitution.

(f) To buy, sell and deal in all kinds of apparatus and all, kinds of provisions, liquid and solid, required by the members of the Company or persons frequenting the Company's premises.

(g) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any-rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company.

Provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(h) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive, to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(i) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company.

- (j) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such persons; and to grant pensions and allowances, and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (k) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (l) To invest and deal with the money of the Company not immediately required in such manner as the committee thinks fit.
- (m) To borrow or raise or secure the payment' of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off such securities.
- (n) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (o) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (p) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.
- (q) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company but subject always to the proviso in paragraph (e) of this clause 2.
- (r) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise.
- (s) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- (t) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (u) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.

- (v) To make donations for patriotic or charitable purposes.
- (w) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (x) To do all such other acts and things as are or may be incidental or conducive to the attainment of these objects or any of them and the exercise of the powers of the Company.
- (y) To carry out or give effect to these objects or any of them or to exercise the powers herein contained or any of them in any place, state or country whatsoever without any limitation or restrictions but subject always to the Code and to the laws of such place, state or country as may be applicable from time to time

Provided that the Company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which if an object of the Company would make it a trade union.

5. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Company.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution on money borrowed from any member of the Company or reasonable and proper rent for premises demised or let by any member to the Company.

- 6 The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the property of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company (contracted before he ceases to be a member) and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding twenty dollars (\$20.00).
8. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and whose Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.
9. True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in

accordance with the Constitution for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Corporations Act 2001.

### **MEMBERSHIP**

10. The number of members of the Company is unlimited.
11. Every applicant for membership of the Company shall be proposed by one financial member and seconded by another financial member of the Company. The application for membership shall be made in writing, signed by the applicant, and shall be in such form as the Committee from time to time prescribes.
12. After the receipt of any application for membership and provided that all criteria and conditions for membership are fulfilled, such application shall be presented to a general meeting of the Company as soon as practicable and the members in general meeting may admit or decline to admit the applicant to membership.
13. At the time of submitting the application for membership the applicant shall make payment of the entrance fee and first annual subscription. Upon admission at a general meeting and payment of the entrance fee and the first annual subscription, the applicant shall become a member of the Company.
14. The entrance fee and annual subscription payable by members of the Company shall be such as the Company in general meeting shall from time to time prescribe. The first annual subscription paid by a new member admitted to membership shall be apportioned as to the number of months left in the financial year.
15. All annual subscriptions shall become due and payable in advance on the 1st day of July in every year. A nominated member shall not be required to pay an entrance fee or annual subscription.
16. Should any member cease to have principal use of or access to an eligible vehicle, by virtue of the sale or other disposal of such vehicle, the Committee may in its discretion permit such person and the nominated member nominated by such person to remain a member if the member declares his or her intention to acquire an eligible vehicle within a reasonable time.

### **CESSATION OF MEMBERSHIP**

17. If the subscription of a member shall remain unpaid for a period of three calendar months after it becomes due then the member ceases to be a member.
18. A past member shall be entitled to be admitted to membership subject to such conditions as the Committee shall from time to time prescribe.
19. A nominated member remains a member only so long as the member who nominated him or her remains a member.
20. A member may at any time by giving notice in writing to the Secretary resign his or her membership of the Company but shall continue to be liable for any annual subscription due and unpaid at the date of his or her resignation and for all other moneys due by him or her to the Company and in addition for any sum not exceeding twenty dollars (\$20.00) for which he or she is liable as a member of the Company under clause 7 of the Constitution of the Company.
21. If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution of the

Company or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interest of the Company the Committee shall have power by resolution to censure, suspend or expel the member from the Company; provided that at least one week before the meeting of the Committee at which such a resolution is passed the member shall have had written notice of such meeting and-of what is alleged against him and of the intended resolution and that he or she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he or she may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Committee, elect to have the question dealt with by the Company in general meeting and in that event an extraordinary general meeting of the Company shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by poll) the member concerned shall be censured, suspended or expelled accordingly.

### **GENERAL MEETINGS**

22. An annual general meeting of the Company shall be held in accordance with the provisions of the Law. All general meetings, other than the annual general meeting, shall be called either ordinary or extraordinary general meetings.
23. Any financial member of the Company with the written demand of ten (10) financial members of the Company may whenever he or she thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisition as provided by the Law.
24. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given) shall be given to persons who are entitled to receive such notices from the Company of an extraordinary general meeting specifying the place, the day, the hour and the general nature of the business of the meeting.
25. For the purpose of Clause 24 all business shall be special that is transacted at an extraordinary general meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

26. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided twenty (20) members present in person shall constitute a quorum. For the purpose of this Constitution "member" includes a person attending as a proxy.
27. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Chairman may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall constitute a quorum.
28. The President shall preside as Chairman at every general meeting of the Company, or if there is no President, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman, or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
29. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no



business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

30. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chairman; or
  - (b) by at least three members present in person or by proxy; or
  - (c) unless a poll is required under these articles.

Unless a poll is so demanded the Chairman shall declare that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect shall be made in the book containing the minutes of the proceedings of the Company which entry shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

31. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
32. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
33. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
34. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his or her committee or trustee or by such other person as properly has the management of his or her estate and any such Committee, trustee or other person may vote by proxy or attorney.
35. No member shall be entitled to vote at any general meeting if his or her annual subscription shall be more than three months in arrears at the date of the meeting.
36. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his or her proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he or she thinks fit.
37. The instrument appointing a proxy may be in the following form or in a common or usual form.

I, _____ of _____ being a member of the Range Rover Club of Australia (N.S.W.) Limited ("the Company") hereby appoint _____ of _____
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<p>or failing him/her _____ of</p> <p>as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Company, to be held on the</p> <p>day of _____ 20 _____ and at any adjournment thereof</p> <p>My proxy is hereby authorised to vote *in favour of/*against the following resolutions:</p> <p>Signed this _____ day _____ of _____ 20 _____</p>
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38. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company, or at such other place within the State as is specified for that purpose in the notice convening the meeting at any time before the meeting or adjourned meeting at which the person named in the instrument proposes to vote and likewise in the case of a poll.
39. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

**THE DIRECTORS**

40. The Committee and directors of the Company shall consist of a President, Vice-President, Secretary & Membership Officer, Treasurer, Editor & Webmaster, Training & Education Officer and Environment & Public Relations Officer, all of whom shall be members of the Company.
41. At the first annual general meeting of the Company and at the annual general meeting of the Company in each year thereafter the directors, who shall constitute the Committee, shall be elected from among the members and such directors shall hold office until the next annual general meeting when they shall retire, but they shall be eligible for re-election.
42. The election of office-bearers and other members of the Committee shall take place in the following manner:
  - (a) Any two financial members of the Company shall be at liberty to nominate any other financial member to serve as a director.
  - (b) The nomination, which shall be in writing and signed by the financial member and his or her proposer and seconder shall be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place.
  - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the registered office of the Company for at least seven days immediately preceding the annual general meeting and shall also be published in a Company newsletter issued before the annual general meeting.
  - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
  - (e) In case there shall not be sufficient number of candidates nominated the Committee may fill

up the remaining vacancy or vacancies.

43. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of directors and alter their position and title.
44. The Committee shall have power at any time, and from time to time, to appoint any financial member to the Committee to fill a casual vacancy. Any director so appointed shall hold office only until the next following annual general meeting.
45. The Company may by ordinary resolution of which prior notice of at least 21 days has been given remove any director before the expiration of his or her period of office, for any or no reason, and may by an ordinary resolution appoint another person in his or her stead. The person so appointed shall hold office only until the next following annual general meeting.
46. The office of a director shall become vacant if the director -
  - (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - (b) becomes prohibited from being a director of a company by reason of any order made under the Law;
  - (c) ceases to be a director by operation of any provision of the Law;
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) resigns his or her office by notice in writing to the Company;
  - (f) for more than six months is absent without permission of the Committee from meetings of the Committee held during that period;
  - (g) ceases to be a member of the Company; or
  - (h) is directly or indirectly interested in any contract or proposed contract with the Company unless the interest has first been disclosed to the Company or the Committee.

Provided always that nothing in this paragraph shall affect the operation of clause 5 of the Constitution of the Company.

#### **POWERS AND DUTIES OF THE COMMITTEE**

47. The business of the Company shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Law or by these articles, required to be exercised by the Company in general meeting subject, nevertheless to any of these regulations to the provisions of the Law, and to such resolution or regulation made by the Company in general meeting shall invalidate any prior act of the Committee which would have been valid if that resolution or regulation had not been passed or made.
48. The Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.
49. For the purposes of clause 5 of the Constitution the rate of interest payable in respect of money lent by members to the Company shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.
50. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise

executed, as the case may be, by any two members of the Committee or in such other manner as the Committee from time to time determine.

51. The Committee shall cause minutes to be made -
- (a) of all appointments of officers and servants;
  - (b) of names of members of the Committee present at all meetings of the Company and of the Committee; and
  - (c) of all proceedings at all meetings of the Company and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

### **PROCEEDINGS OF THE COMMITTEE**

52. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Committee may at any time and the Secretary shall on the requisition of a member of the Committee summon a meeting of the Committee.
53. Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
54. The quorum necessary for the transaction of the business of the Committee shall be a majority of the total Committee as provided in Clause 43.
55. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Company, but for no other purpose.
56. The President shall preside as Chairman at every meeting of the Committee, or if there is no President, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting or within ten minutes after the time appointed for holding the meeting, then the members may choose one of their number to be Chairman of the meeting.
57. The Committee may delegate any of its powers and or functions (not being duties imposed on the Committee as the directors of the Company by the Law or the general law) to one or more sub-committees consisting of such member or members of the Company or any other person as the Committee thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Committee and subject thereto shall have power to co-opt any person. All members of such sub-committee shall have one vote.
58. The Committee may appoint one or more advisory boards consisting of such director or directors together with such other person or persons as the Committee thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Committee and subject thereto shall have power to co-opt any person. All members of such advisory boards shall have one vote.
59. A sub-committee or advisory board may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of

an equality of votes the Chairman shall have a second or casting vote.

60. All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or sub-committee 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 or sub-committee.
61. A resolution in writing signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

#### **SECRETARY**

62. The Secretary shall be elected to that office at the annual general meeting as a director of the Company and shall be appointed by the Committee.

#### **SEAL**

63. The Committee shall provide for the safe custody of the seal which shall only be used by the authority of the Committee or of a sub-committee of members of the Committee authorised by the Committee in that behalf, and every instrument to which the seal is affixed shall be signed by a director and shall be countersigned by another director or by some other person appointed by the Committee for the purpose. Notwithstanding this, it shall not be obligatory to use the company seal upon execution of documents.

#### **ACCOUNTS**

64. The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the Law provided however that the Committee shall cause to be made out and laid before each annual general meeting a balance-sheet and profit and loss account made up to date not more than five months before the date of the meeting.
65. The Committee shall from time to time determine in accordance with clause 9 of the Constitution at what times and places under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members.

#### **AUDIT**

66. A properly qualified auditor or auditors shall be appointed and his, her or their duties regulated in accordance with the Law.

#### **NOTICE**

67. Any notice required by law or by or under this Constitution to be given to any member shall be given by sending it by post to him or her at his or her registered address, or if he or she has no registered address within the State, to the address, if any, within the State supplied by him or her to the Company for the giving of notices to him or her. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.

68. (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to -
- (a) every member who has supplied the Company an address within Australia for the giving of notices to him or her; and
  - (b) the auditor or auditors for the time being of the Company.
- (2) No other person shall be entitled to receive notices of general meetings.

#### **WINDING UP**

69. The provisions of clause 8 of the Constitution relating to the winding-up or dissolution of the Company shall have effect and be observed.

#### **INDEMNITY**

70. The Company must indemnify each director, officer, auditor and agent of the Company ("Officer") against:
- (a) any liability for costs and expenses incurred by that Officer as such in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Officer or which are discontinued, withdrawn, dismissed or struck out or in which the Officer is acquitted, or in connection with any application in relation to such proceedings in which relief is granted to the Officer by the Court; and
  - (b) any liability (other than a liability to the Company or a related body corporate as defined in the Law) incurred by an Officer in carrying out the business of exercising the powers of the Company which liability does not involve any lack of good faith on the part of the Officer.
71. The Company may pay any premium in respect of a contract insuring any person who is or has been an officer (as defined in the Law) of the Company against any liability incurred by the person as an officer provided that the liability does not arise out of conduct involving:
- (a) a wilful breach of duty in relation to the Company; or
  - (b) a contravention of the Law.
72. Notwithstanding clause 70, the Company may pay any premium in respect of a contract insuring any person who is or has been an Officer of the Company against any liability for costs and expenses incurred by that person in defending any proceedings, whether civil or criminal and whatever the outcome.

#### **BY-LAWS**

73. Without limiting in any way the generality of any clause conferring power on the Committee and hereinbefore contained, the Committee shall in addition to any such powers have the following powers independently of the sanction of any general meeting: -
- (a) to accept from any member on such terms and conditions as shall be agreed a surrender of his or her rights and privileges in the Company;
  - (b) to institute conduct defend compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company;
  - (c) to make alter and repeal all such by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular but not exclusively they may by such by-laws regulate:

- (i) the rights and privileges which shall be afforded to members of all classes and visitors of the Company;
- (ii) the terms and conditions upon which members of all classes and visitors of the Company shall be permitted to use the premises and property of the Company;
- (iii) the organisation, rules and conditions of entry and conduct of members of all classes of the Company and visitors in respect of any social function, event, outing, rally, meeting and conference of the Company;
- (iv) the arrangements to be made by the Company with any similar or associated company or association;
- (v) and generally all such matters as are commonly the subject matter of club rules.

The Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Company all such by-laws, alterations and repeals. All such by-laws so long as they shall be in force shall be binding upon all members of the Company provided nevertheless that no by-law shall be inconsistent with nor shall affect or repeal anything contained in the memorandum or articles of association of the Company and that any by-law or alteration or repeal thereof may be set aside by an ordinary resolution of a general meeting of the Company.