

THE BALMORAL BEACH CLUB LIMITED

(ACN 000 016 633)

CONSTITUTION

Our ref: BBC Constitution Nov 2012

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**THE COMPANIES ACT OF 1899-1 918
(Now deemed to be registered under the Corporations Law)
A COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION
OF
THE BALMORAL BEACH CLUB LIMITED
(ACN 000 016 633)
(Adopted by Special Resolution passed on 24th September 1998)**

NAME

1. The name of the Club is "THE BALMORAL BEACH CLUB LIMITED".

INTERPRETATION

2. In this Constitution unless there be something in the subject or context inconsistent therewith, the following words and expressions shall have the several meanings assigned to them, that is to say:

"Business Day" means any day, not being a Saturday, Sunday or public holiday, when banks are generally open for business in Sydney.

"Club" or "Company" means The Balmoral Beach Club Limited.

"Commission" means the Australian Securities and Investments Commission or its successor.

"Committee" means the Committee of Management for the time being of the Club.

"Committee Member" means a member of the Committee, being either an Executive Officer or an Ordinary Committee Member.

"Constitution" means this Constitution of the Club.

"Executive Committee" means a committee comprising all of the Executive Officers.

"Executive Officers" means:

(1) Up to the Annual General Meeting of the Club in 2014 – the President, Vice President, Club Captain, Secretary and Treasurer; and

(2) On and from the AGM of the Club in 2014 – the President, Club Captain, Secretary and Treasurer.

"Financial year" means the financial year of the Club beginning on the first day of May and ending on the thirtieth day of April, or such other period as may be prescribed by the Club in Annual General Meeting.

"Honorary Life Member" means any Member of the Club who is admitted for life, as provided by Rule 11.

"In writing" or **"Written"** shall include printing, typing and any other mode of reproducing words in visible form.

"Junior Member" means a person, admitted as a Member of the Club as prescribed

by Rule 12, who shall have attained the age of six years on the first day of May in any year and who shall be under the age of eighteen years on the first day of May in any year.

Adopted18/09/08

“Members” means and includes Ordinary Members, Junior Members, Young Adult Member and Honorary Life Members for the time being of the Club.

“Month” means calendar month.

“Officer of the Club” means a Committee Member.

“Ordinary Committee Member” means a member of the Committee who is not an Executive Officer.

“Ordinary Member” means a person, admitted as a Member of the Club as prescribed by Rule 12, who shall have attained the age of eighteen years on the first day of May in any year.

“Registered Office” means the registered office for the time being of the Club.

“Rules” means the rules in this Constitution.

“Secretary” means the Secretary for the time being of the Club or, in his absence, such other person to whom the Committee may delegate the duties of Secretary.

“Special Resolution” shall have the meaning assigned thereto by the Law.

“Special Visitor” means a person who is admitted as a Special Visitor under Rule 17.

“Sporting Visitor” means a person who is admitted as a Sporting Visitor under Rule 16.

Adopted18/09/08

“Young Adult Member” means a person, admitted as a Member of the Club as prescribed by Rule 12, who is between the ages of 18 and 22 years.

“The Law” means the Corporations Law or any statutory modification amendment or re-enactment thereof for the time being in force.

“The Register” shall mean the Register of Members to be kept pursuant to the Law.

“Treasurer” means the Treasurer for the time being of the Club or, in his absence, such other person to whom the Committee may delegate the duties of Treasurer.

Words importing the singular or plural number shall be deemed to include the plural or singular number respectively and words importing the masculine gender shall include the feminine or neuter gender as the case may require.

Words importing persons shall be deemed to include companies, corporations and public bodies, as the case may require.

SAVINGS

3. (1) All Committees and Executive Officers appointed under or by virtue of the previous Articles of Association replaced by and holding office at the time this Constitution comes into force shall remain in office as if this Constitution had been in force at the time when they were appointed and they had been appointed hereunder and this Constitution shall apply to them accordingly.
- (2) All by-laws, rules and regulations made under the authority of the previous Articles of Association replaced by this Constitution and being in force at the time this Constitution come into force, shall be deemed to have been made under the authority of this Constitution and references in any such by-laws, rules and regulations to the provisions of the said Articles so replaced shall be construed as references to the corresponding provisions of this Constitution.

PRELIMINARY

4. The replaceable rules contained in the Law do not apply to the Club. This Constitution shall be construed with reference to the provisions of the Law and any amendment thereof and terms used in this Constitution shall, subject to Rule 2, be taken as having the same respective meanings as they have when used in the Law, unless the contrary intention appears.

OBJECTS

5. The objects for which the Club is established are:
 - (1) To promote swimming, beach sports and other sporting activities for the benefit of members, invited guests and young persons, including the conduct of races, competitions and carnivals for such purposes;
 - (2) To promote the use of Balmoral Beach for recreational swimming and to encourage improved facilities and observance of safety standards at Balmoral Beach;
 - (3) To own or otherwise acquire land and premises at Balmoral Beach for the purpose of providing a club house including dressing, sporting, dining and other recreational facilities and to construct, renovate, repair and maintain such facilities;
 - (4) To borrow or raise money in such manner as the Club may think fit for the purpose of furthering the Club's objectives;
 - (5) To invest or otherwise deal with any surplus monies of the Club in such manner as may from time to time be determined and which is consistent with the primary objectives of the Club;
 - (6) To do all such other things as are necessary, incidental or conducive to the above objects.

Adopted amnd
13/12/12

INCOME AND PROPERTY OF CLUB

6. The income or property of the Club shall be applied solely towards the promotion of the objects of the Club and no part thereof shall be paid directly or indirectly by way of dividend, bonus or otherwise to the members of the Club. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or employees of the Club or any member of the Club for services rendered to the Club, nor the awarding of any prizes or trophy to any successful competitor in any competition held or supported by the Club, nor the payment of interest or rent at a commercial rate on money lent or property leased to the Club, but so that no member of the Committee shall be remunerated by the Club for any office undertaken except for the repayment of out-of-pocket expenses, interest or rent on money lent or property leased to the Club or as otherwise specifically approved by the Club in General Meeting.

LIABILITY OF MEMBERS

7. The liability of members is limited and each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a member or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding two hundred Dollars (\$200).

DISTRIBUTION ON WINDING-UP

8. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members, such institution or institutions to be determined by the members of the Club at or before the time of dissolution and, in default thereof, by the Supreme Court of New South Wales and, if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERS

9. (1) The Members of the Club shall consist of those persons whose names are entered on the Register of Members in accordance with this Constitution.
Adopted 13/12/12
- (2) The Committee shall determine the maximum number of Members of the Club and may vary such determination from time to time. The maximum number of Members of the Club shall be displayed on the Club's website, and the actual numbers of Members (broken down in to different categories of membership) shall be published in the Annual Report each year.
Adopted 13/12/12

CLASSIFICATION OF MEMBERS

10. Membership of the Club shall be open to persons of both sexes and shall consist of:
- (1) **Ordinary Members**, who shall be entitled to all the privileges connected with the Club;
 - (2) **Junior Members**, who shall not be entitled to receive notice of or vote at General Meetings nor be eligible to take part in the management of the Club and who shall only be entitled to such privileges connected with the Club as may be prescribed by the Committee;
 - (3) **Honorary Life Members**, who shall be entitled to all the privileges connected with the Club and who shall be exempt from any obligation to pay any annual fee or subscription; and
 - (4) **Young Adult Members**, who shall not be entitled to receive notice of or vote at General Meetings nor be eligible to take part in the management of the Club and who shall only be entitled to such privileges concerned with the Club as may be prescribed by the Committee;

Adopted
18/09/08

Members of those classes referred to above at the time this Constitution comes into force shall continue in their respective classes under and subject to this Constitution. Persons who at that time are members of some other class which ceases to exist under this Constitution may be re-classified by the Committee into the appropriate class under this Constitution.

YOUNG ADULT MEMBERS

- 10A. A person shall be eligible to continue as a Young Adult Member until the last membership renewal period prior to that person reaching the age of 22 years, subject to the Board, in its discretion, extending the period of Young Adult Membership, on a year-by-year basis, for any Young Adult Member, where the Board is satisfied that the person is continuing to undertake his or her first tertiary education course.

Adopted
18/09/08

HONORARY LIFE MEMBERS

11. The nomination for the admission of an Honorary Life Member shall be made in writing to the Committee. Such nomination shall be signed by the proposer and the seconder, both of whom shall be either an Ordinary Member of at least five (5) years standing or an Honorary Life Member. A nominee for admission as an Honorary Life Member must have been an Ordinary Member of the Club for at least five (5) years preceding such nomination, and must have rendered distinguished service to the Club. The nomination must be approved by the Committee by not less than a three-fourths majority. The admission of an Honorary Life Member shall be by a resolution of the Club in General Meeting passed by not less than a three-fourths majority of Members present and voting in person or by proxy, with not less than thirty Members voting.

Adopted 18/09/08

ADMISSION OF ORDINARY, JUNIOR AND YOUNG ADULT MEMBERS

12. (1) Every application for membership of the Club as an Ordinary, Junior or Young Adult Member must be made in writing to the Secretary on such form as the Committee may from time to time prescribe. Such application shall be signed by the applicant for membership and by the proposer and the seconder, both of whom shall be either an Ordinary Member of not less than three (3) years standing or an Honorary Life Member. No Member shall be entitled to propose or second more than ten (10) applicants for membership in any one Financial year.
- (2) The names and addresses of applicants for membership shall be presented by the Membership Committee to the Committee from time to time.
- (3) Ordinary, Junior or Young Adult Members shall be admitted as Members by a resolution of the Committee. Where applications for membership exceed vacancies, the Committee may, in its discretion, admit such new Members in such order of preference as it thinks fit. The Committee may, in its discretion, without being required to assign any reason therefore, refuse to accept any application for membership of the Club. Inaccuracies or omissions in particulars shown on an application form shall render the admission of such nominee voidable at the discretion of the Committee. The Committee may so regulate the admission of new Members in an endeavour to achieve approximate equality in the number of male and female Members.
- (4) On the admission of a Member, the Secretary shall, as soon as practicable, give that Member notice thereof, together with directions for accessing the Constitution and By-laws on the Club's website. Entrance fees and the annual subscription may be paid to the Secretary in advance and in no case later than one month from the date of notice of admission, failing which the admission may be declared null and void. Every Member shall be deemed to agree to be bound by the Constitution and By-laws of the Club and the payment of entrance fees and annual subscriptions shall be conclusive evidence of such agreement.

Adopted amnd
13/12/12

MEMBERSHIP NOT ASSIGNABLE

13. A Member shall not by reason of his membership have the right to assign or transfer his membership to any other person. On any Member ceasing by death, resignation or otherwise to be a Member, his or her rights or his or her estate's rights as a Member shall terminate forthwith.

ABSENTEE LIST

14. (1) Should any member be absent from Sydney or about to leave Sydney for an unbroken period of at least twelve months he may, upon notifying that fact to the Secretary, make application to be placed on an Absentee List. If the application is approved by the Committee, that Member shall be liable to pay such subscription fee (if any) as may be prescribed by the Committee from time to time during his absence and shall not be entitled to use the Club's facilities. A Member may only be on the Absentee List for a maximum of five (5) years. The Committee may refuse to accept any application by a Member to be placed on an Absentee List without assigning any reason therefore. A Member whose name is on the Absentee List shall not be entitled to vote at any General Meeting of the Club whilst his or her name is on such list.

- (2) A Member whose name is on the Absentee List may make application to the Committee to have his or her name restored to the list of Members and, if approved by the Committee, that Member shall then become liable to pay the subscription for the then current Financial year. Should a Member whose name is on the Absentee List return to Sydney temporarily, he or she may, on application to the Committee, be permitted to use the facilities of the Club for such period and on such terms as the Committee may determine.

CASUAL VISITORS

15. Members may introduce casual visitors to the Club subject to the following conditions:
 - (1) The visitor shall, if possible, be first introduced to a Committee Member.
 - (2) The visitors name and address shall be entered in a book or books to be kept for that purpose, called the Visitors' Book. Each such entry shall be attested by the signature of the introducing Member, who shall pay the prescribed fee.
 - (3) The visitor shall be permitted to use the Club's facilities for the day on which he or she is introduced.
 - (4) No person, without the consent of the Committee, shall be introduced as a visitor more than once in any month or for more than six times in any period of twelve months.
 - (5) The Member introducing the visitor shall be held responsible for the conduct and general behaviour of the visitor while on the Club premises.
 - (6) No Member may introduce more than four visitors at any one time without the prior consent of the Secretary, or in his absence, another member of the Executive Committee.

SPORTING VISITORS

16. (1) Any person who has been nominated for admission as an Ordinary, Young Adult or Junior Member of the Club in accordance with Rule 12 and who is considered appropriate for participation in sporting events conducted by the Club, whilst he or she is on the waiting list for membership, may be admitted by the Committee as a Sporting Visitor for such period and on such terms as the Committee may determine.
 - (2) The Committee may from time to time determine the maximum number of Sporting Visitors that are permitted at any one time.

SPECIAL VISITORS

17. Any visitor to Sydney (not resident within one hundred kilometres of Sydney) may be admitted by the Committee as a Special Visitor of the Club for such period, not exceeding three months, and on such terms as the Committee may determine, upon being nominated by a Member and such nomination being approved by two members of the Committee.

Adopted amnd
13/12/12

PROVISION RELATING TO VISITORS

18. (1) Visitors' fees shall be prescribed by the Committee from time to time.
- (2) The Committee may in its discretion determine that Members shall not be permitted to introduce visitors for any particular day or days during each year.
- (3) No person who has been rejected as a candidate for membership of the Club or who has been expelled from the Club or whose admission as a Special Visitor or Sporting Visitor has been refused or revoked, shall be eligible to be introduced or admitted as a visitor and no person shall be eligible to be admitted as a visitor if the Committee decides that it is in the best interests of the Club that such person not be admitted. It shall not be necessary for the Committee to assign any reason for such exclusion.

ENTRANCE FEES

19. The Committee may impose an entrance fee of such amount as it may from time to time determine and may impose a different amount of entrance fee on different categories of membership. Every person applying to be admitted as a Member shall undertake to pay such entrance fee as determined by the Committee forthwith upon being notified of his or her admission as a Member. If a person applying to be admitted as a Member should pay the entrance fee or any part thereof in advance, such payment shall be returned to that person in the event of his or her application for membership being rejected by the Committee. The amount of any entrance fee determined by the Committee may be varied by the Club in General Meeting.

READMISSION TO MEMBERSHIP

20. Any Member who resigns and who is not indebted to the Club may within five (5) years of having so resigned, at the discretion of the Committee, be subsequently readmitted to membership in any class of membership. Such person shall be obliged to pay the same entrance fee as any new applicant for membership at that time.

Adopted amnd
13/12/12

SUBSCRIPTIONS

21. (1) The annual subscription payable by each class of Members shall be such amount as the Committee shall, from time to time, determine and all subscriptions shall be payable in advance on the first day of May in each year. The amount of any annual subscription determined by the Committee may be varied by the Club in General Meeting.
- (2) For a Member being admitted during the course of the Club's financial year, the amount of the subscription payable for that year shall be:
- (a) Where the date of admission is between the first of May and the thirty-first of October – 100% of the applicable annual subscription; and
- (b) Where the date of admission is between the first of November and the thirtieth of April – 50% of the applicable annual subscription.
- (3) The non-receipt by any Member of notice that any subscription is falling due or has become payable shall not be deemed a sufficient reason for the non-

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payment thereof.

NON-PAYMENT OF SUBSCRIPTIONS ETC

22. (1) If, after two months from the date upon which any subscription, levy or other amount becomes due and payable, a Member shall have failed to pay the same, then the Member so in default shall be notified by the Treasurer in writing ("Default Notice") sent to his or her last known address.
- (2) If such default continues for a further period of twenty-one days computed from the date of service of such Default Notice, the Committee may resolve that any such Member shall cease to be a Member of the Club and he or she shall be notified by the Secretary to that effect and shall thereupon cease to be a Member of the Club and his or her name shall be removed from the Register of Members.
- (3) The Committee, in its absolute discretion, on being satisfied that such person had good and acceptable reasons for his/her failure to pay the subject annual subscription and to comply with the Default Notice within the time limits prescribed, shall have power to reinstate such person as a Member within 6 months of he or she ceasing to be a Member pursuant to Rule 22(2) and his or her name may be restored to the Register on payment of all arrears of subscription.

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RESIGNATION OF MEMBERS

23. Any Member desirous of resigning from the Club shall forward a written resignation to the Secretary and the Committee shall accept the same, but that Member shall continue to be bound to the Constitution until his or her resignation is accepted by the Committee. Notwithstanding his or her resignation, a Member shall continue to be liable to the Club for payment of all subscriptions and fees then due and owing, unless the resignation is received by the Secretary within one month from the date upon which any subscription becomes payable. In the event of the resignation of a Member being accepted during any Financial year the Committee shall have discretionary power to refund any subscription or portion thereof paid by that Member during and in respect of the then current Financial year.

SUSPENSION AND EXPULSION

24. If any person whilst being a Member of the Club:
- (1) Violates any Rule, regulation or by-law of the Club; or
- (2) In the opinion of the Committee, has so conducted himself or herself in such a manner as to render him or her unfit for membership; or
- (3) Is considered by the Committee, on the complaint of any Member or of any person aggrieved, to have committed a discreditable act, default or omission; or
- (4) In New South Wales, or elsewhere, is convicted by any court of competent jurisdiction of any criminal or other statutory offence punishable by a term of imprisonment or is found to have committed fraud or other dishonest conduct; or

Adopted 13/12/12

- (5) Becomes bankrupt or enters into any scheme of arrangement, assignment or composition for the benefit of his creditors generally; or
- (6) Becomes of unsound mind; or
- (7) Knowingly introduces as a visitor or nominates for membership any person who has been expelled from membership or has been refused admission to the Club;

the Committee shall have power at any time and, if thought fit, immediately to suspend such Member from all uses and privileges of membership of the Club for such time as the Committee thinks fit. Such suspension, if immediate, may be ordered to continue until the next ordinary Committee meeting or until a special Committee meeting called previously thereto for the purpose of considering the conduct of the Member. Such Member shall be given notice of suspension and shall be afforded the opportunity at any such Committee meeting of appearing and offering either verbally or in writing, an explanation of his or her conduct, whereupon the Committee may confirm, cancel or modify such suspension or proceed to his or her expulsion but, in the latter event, only if due notice has been given to the Member that his or her expulsion is to be considered and of the grounds therefore.

25. (1) If at any time the Committee shall be of the opinion by reason of any of the matters referred to in Rule 24 (1) to (7), or that the interests of the Club so require, the Committee may, by notice in writing, invite any Member to resign from the Club within a time specified in such notice. In default of that Member's resignation, the question of his or her expulsion shall be submitted to any ordinary or special Committee meeting to be held at a date to be determined by the Committee, being not earlier than three weeks after the date specified in such notice as the date before which he or she shall have been invited to resign.

Adopted amnd
13/12/12

- (2) The Member whose expulsion is under consideration shall be given not less than fourteen days notice of such meeting and of the grounds on which it is proposed to expel him or her. At such meeting the Member shall be allowed to offer an explanation of his or her conduct verbally or in writing and if, after consideration of such explanation or, in the absence thereof, three-fourths of the members of the Committee present and voting shall vote for that Member's expulsion, he or she shall thereupon cease to be a Member of the Club.

Adopted amnd
13/12/12

- (3) Upon termination of membership under this Rule, the subscription paid for the current Financial year and, in the case of a Member who has been elected during the then current Financial year, the entrance fee may be returned to the Member wholly or in part at the discretion of the Committee.

PATRON

26. (1) The Club in Annual General Meeting may elect a Patron who shall be nominated and elected in a manner similar to an Executive Officer and shall hold office until the following Annual General Meeting.
- (2) At and from the Annual General Meeting of the Club in 2016, a person who has held the position of Patron for seven (7) consecutive years or more, shall not be eligible for re-election as Patron.

Adopted 13/12/12

COMMITTEE OF MANAGEMENT

27. (1) The management of the business and general affairs of the Club shall, subject to the Law and to any other provision of this Constitution, be vested in a Committee of Management. Up to the Annual General Meeting of the Club in 2014, the Committee of Management shall consist of the five (5) executive Officers, namely, the President, Vice President, Club Captain, Secretary and Treasurer and not more than ten (10) Ordinary Committee Members. At and from the Annual General Meeting of the Club in 2014, the Committee of Management shall consist of the four (4) Executive Officers, namely, the President, Club Captain, Secretary and Treasurer and not more than five (5) Ordinary Committee Members.
- Adopted 13/12/12
- (2) Each of the Executive Officers and the Ordinary Committee Members are to be elected at each Annual General Meeting of the Club. Each Executive Officer and Ordinary Committee Member shall hold office until the termination of the next Annual General Meeting after his or her election or appointment.
- Adopted amnd
13/12/12
- (3) The continuing members of the Committee may act notwithstanding any vacancy in its body. If and so long as their number is reduced below the number fixed as the necessary quorum at meetings of the Committee, the continuing members of the Committee 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 Club, but for no other purpose.
- (4) Any vacancy occurring in the Committee may be filled by the Committee and any member so elected shall, subject to Rule 30, hold office only until the next succeeding Annual General Meeting when he or she shall be eligible for re-election.
- (5) At the Annual General Meeting to be held in each year the whole of the members of the Committee shall retire from office. All retiring members, subject to clause (7) of this Rule 27, shall be eligible for re-election.
- Adopted amnd
13/12/12
- (6) A member of the Committee may resign by notice in writing to the Committee and such resignation shall become effective on its acceptance by the Committee.
- (7) At and from the Annual General Meeting of the Club in 2016, a Member who has served on the Committee of Management as an Executive Officer and/or an Ordinary Committee Member for a period of seven (7) consecutive years, shall not be eligible for re-election, either as an Executive Officer or as an Ordinary Committee Member, until a further period of three (3) years has elapsed since such Member ceased to be a member of the Committee of Management.
- Adopted 13/12/12

NOMINATION FOR AND ELECTION OF EXECUTIVE OFFICERS AND COMMITTEE MEMBERS

28. (1) Each candidate for election as an Executive Officer or an Ordinary Committee Member must be nominated in writing, which nomination must be signed by two current financial Members and consented to by the candidate and must state the office or position for which such person is a candidate. Only current financial Ordinary Members of not less than three (3) years standing and Honorary Life Members shall be eligible for election or appointment as an Executive Officer or an Ordinary Committee Member. Only a person who has served on the Committee of Management for at least one term shall be eligible for election as

President.

Adopted amnd
13/12/12

- (2) The nomination must be delivered to the Secretary or received at the Registered Office of the Club, not later than the thirtieth of June prior to the date of the meeting at which the candidate seeks election.
- (3) A list of the candidates names for each office or position to be filled must be sent to Members with the notice of meeting.
- (4) If more than the required number of candidates are nominated for election to any office or position, an election by ballot shall take place for such office or position, but if there is only the requisite number of candidates nominated, the Chairman shall declare those nominated duly elected.

Adopted amnd
13/12/12

- (5) If less than the required number of candidates are nominated for election to any office or position, those nominated shall, ipso facto, be declared elected, and nominations for the additional number required may be proposed and seconded at the meeting and, if in excess of that number, a ballot shall be held.
- (6) The nomination of any Member for any position as an Executive Officer is ipso facto a nomination as an Ordinary Committee Member.

ELECTION PROCEDURE

29. (1) If a ballot is required for an office or position, a ballot paper must be prepared listing the names of the candidates for such office or position in alphabetical order.
- (2) At the meeting, each Member entitled to vote and voting on the ballot must cast the number of votes equal to the number of vacancies to be filled, but no person may cast more than one vote in favour of any one candidate for such vacancy.
- (3) The candidate or candidates receiving the greatest number of votes must be declared by the Chairman to be elected.
- (4) In the case of an equality of votes the Chairman, prior to the declaration of the ballot, may exercise a second or casting vote, except where the Chairman is one of the persons in respect of whom there is an equality of votes, in which event a further ballot must be held between those persons in respect of whom there is an equality of votes.

VACATION OF OFFICE BY EXECUTIVE OFFICER OR ORDINARY COMMITTEE MEMBER

30. The office of an Executive Officer or Ordinary Committee Member shall ipso facto be vacated if he or she:
 - (1) ceases to be a Member, or is excluded or suspended for any period from membership; or
 - (2) is absent from three consecutive ordinary meetings of the Committee without leave of absence granted by the Committee; or
 - (3) is convicted of a felony or misdemeanour or is found by any Court of competent jurisdiction to have committed fraud; or

- (4) becomes bankrupt or enters into any scheme of arrangement, assignment or composition for the benefit of his or her creditors generally; or
- (5) becomes of unsound mind; or
- (6) is removed from office by the Members in General Meeting; or
- (7) being an ex officio member of the Committee, ceases to hold the office by virtue of which he or she is a member of the Committee; or
- (8) becomes prohibited from being a member of the Committee by reason of any order made under the Law; or
- (9) resigns his or her office by notice in writing to the Club; or
- (10) is directly or indirectly interested in any contract, proposed contract or other matter with the Club and fails to declare the nature of his or her interest as required by the Law or otherwise fails to observe the requirements of the Law and this Constitution in relation thereto.

POWERS OF COMMITTEE

31. (1) Subject to Rule 31(3), the Committee shall have full control of the property of the Club and absolute authority in the conduct of all the affairs and business of the Club, including the imposing of such levies on Members as the Committee thinks fit, except in so far as is otherwise expressly provided in this Constitution and by the Law.

- (2) In addition to the powers and authorities by this Constitution expressly conferred upon the Committee, the Committee may exercise all such powers and do all such acts and things that may be exercised or done by the Club and which are not hereby or by Law expressly directed or required to be exercised or done by or with the authority of the Club in General Meeting.

Adopted 30/9/99

- (3) The power of the Committee to sell, assign, lease or otherwise dispose or part with possession of the Club's land and premises at Balmoral Beach or any part thereof, is subject to the prior approval of the Club in General Meeting.

Adopted 13/12/12

- (4) The Committee may establish a separate account to be known as the "Building Fund" to which monies may be credited from time to time for the purposes of funding the cost of rebuilding of and/or major renovations or improvements to the Club's premises at Balmoral Beach, including related expenses, such as Consultant's fees ("Approved Purposes"). All monies credited to such Building Fund shall be applied for Approved Purposes only, unless otherwise determined by the Club in General Meeting.

MEETINGS OF COMMITTEE

32. (1) The Committee may meet, adjourn and otherwise regulate its meetings as the Committee thinks fit. A special Committee Meeting may be convened at any time by either the President or three Committee Members.

Adopted amnd
13/12/12

- (2) In case of urgent business when it is not possible or practicable to convene a

meeting of the Committee, the Executive Officers shall constitute an emergency Committee with power to take action appropriate to deal with such urgent business. The quorum for any meeting of an emergency Committee shall be 3 and any decision of any such meeting shall require 3 members voting in favour of it. The Secretary shall submit a report on any such emergency Committee meeting for ratification or otherwise at the then next ordinary or special meeting of the Committee. The provisions of Rules which apply to a meeting of the Committee shall, unless specifically otherwise provided, apply mutatis mutandis to any meeting of an emergency Committee convened pursuant to this Rule 32(2).

NOTICE OF COMMITTEE MEETINGS

33. Notice of every Committee meeting must be given to each Committee Member, except that it is not necessary to give notice of any such meeting to any Committee Member who:

- (1) has been given special leave of absence; or
- (2) is absent from Australia and has not left a facsimile number at which he or she may be given notice.

Any notice of a Committee meeting may be given in writing or orally, by facsimile, telephone or any other means of communication and may, in addition, be placed on the Notice Board and/or written on the blackboard in the Club's premises.

QUORUM FOR COMMITTEE MEETINGS

34. Five Committee Members shall form a quorum. Except as provided by Rule 32(2) no business shall be transacted at any meeting of the Committee, unless a quorum is present.

CHAIRMAN OF COMMITTEE MEETINGS

35. At all meetings of the Committee, the President shall preside or, in his/her absence, the Chairman shall be elected from amongst Committee Members.

Adopted amnd
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PROCEEDINGS OF COMMITTEE MEETINGS

- 36.
- (1) Unless otherwise provided by this Constitution, questions at any meeting of the Committee shall be decided by a majority of votes recorded and, in case of equality of votes at any meeting, the Chairman shall have a second or casting vote.
 - (2) A duly constituted meeting of the Committee shall be competent to exercise all or any of the authorities, powers and discretions vested in it by any means whatever.
 - (3) Acts done by any meeting of the Committee or by any Committee Member shall,

notwithstanding that it is afterwards discovered that there was some irregularity in the appointment of such person, be as valid as if such person had been duly appointed to be a Committee Member.

- (4) No resolution, if carried at any meeting, shall be rescinded at any subsequent meeting unless notice to rescind shall have been given in writing to the Secretary. A copy of such notice shall be included in the Agenda Paper for consideration at the next meeting of the Committee and be given to each Committee Member.

TELECONFERENCE COMMITTEE MEETINGS

37. (1) For the purpose of these Rules, the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means ("telecommunication meeting") of members of the Committee, is deemed to constitute a meeting of the Committee. All the provisions of this Rule relating to a meeting of the Committee apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this Rule 37. The following provisions apply to a telecommunication meeting:
 - (a) all the Committee Members for the time being entitled to receive notice of a meeting of the Committee (including any alternate) are entitled to notice of a telecommunication meeting;
 - (b) all the Committee Members participating in the meeting must be linked by telephone, audio-visual or other instantaneous means of communication for the purpose of the meeting;
 - (c) notice of the meeting may be given by facsimile, telephone or other electronic means;
 - (d) each of the Committee Members taking part in the meeting must be able to hear and be heard by each of the other Committee Members taking part at the commencement of the meeting and each Committee Member so taking part is deemed for the purposes of these Rules to be present at the meeting; and
 - (e) at the commencement of the meeting, each Committee Member must announce his or her presence to all the other Committee Members taking part in the meeting.
- (2) A Committee Member may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment, unless that Committee Member has previously notified the Chairman of the meeting.
- (3) A Committee member is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that Committee Member has previously obtained the express consent of the Chairman to leave the meeting.

CIRCULATED RESOLUTIONS

38. (1) If all the Committee Members at that time present in Australia and any Committee member absent from Australia, who has left a facsimile number at which he or she may be given notice, have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a meeting of the Committee held on the day and at the time at which the document was last signed by a Committee Member.
- (2) For the purposes of Rule 38(1), two or more separate documents containing statements in identical terms each of which is signed by one or more Committee Members are deemed together to constitute one document.
- (3) A reference in Rule 38(1) to all the Committee Members does not include a reference to a Committee Member who, at a meeting of the Committee, would not be entitled to vote on the resolution.
- (4) Every resolution passed under Rule 38(1) must, as soon as practicable, be entered in the minutes of the Committee's meetings.
- (5) A facsimile or similar means of communication addressed to or received by the Club and purporting to be signed by a Committee Member for the purpose of these Rules, is deemed to be a document in writing signed by that Committee Member.

SUB-COMMITTEES

39. (1) The Committee may resolve to delegate any of its powers specified in such resolution to:
- (a) the Executive Committee;
- (b) any other sub-committee consisting of those Committee Members and any other Members that the Committee determines;
- (2) Any sub-committee formed under Rule 39(1) must, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Committee.
- (3) Otherwise the meetings and procedures of any sub-committee are governed by the provisions of this Constitution regulating the meetings of the Committee.

COMMITTEE MEMBERS' INTERESTS

PROHIBITION ON BEING PRESENT OR VOTING

40. (1) Except to the extent permitted by the Law, a Committee Member who has a material personal interest in a matter that is being considered at a Committee meeting:

- (a) must not be counted in a quorum;
 - (b) must not vote on the matter; and
 - (c) must not be present while the matter is being considered at the meeting.
- (2) If a Committee Member who has a material personal interest in a matter that is being considered at a Committee meeting is not prohibited by the Law from being present at the meeting and voting, the Committee Member may be present, be counted in the quorum and may be heard but may not vote on the matter.

EXISTENCE OF INTEREST

41. (1) A member shall not be entitled to receive any remuneration for his/her services as an Executive Officer or an Ordinary Committee Member, but shall be entitled to be reimbursed for approved expenses incurred in the performance of his/her duties.
- Adopted 13/12/12
- (2) A Committee Member may, to the extent permitted by the Law:
- (a) enter into contracts or arrangements or have dealings with the Club either as vendor, purchaser, mortgagee or otherwise; or
 - (b) be interested in any contract, operation, undertaking or business entered into, undertaken or assisted by the Club or in which the Club is or may be interested.
- (3) The Committee Member is not, because of entering into any such relation or transaction:
- (a) disqualified from the office of Committee Member; or
 - (b) liable to account to the Club for any profit arising from the relationship or transaction by reason of being a Committee Member of the Club or of the fiduciary relationship between the Committee Member and the Club.

DISCLOSURE OF INTEREST

42. (1) The nature of the Committee Member's interest as referred to in the preceding Rule must be disclosed by the Committee Member before or at the Committee meeting at which the question of entering into the contract or arrangement is first taken into consideration, if the interest then exists, or in any other case at the first Committee meeting after the Committee Member becomes so interested.
- (2) It is the duty of a Committee Member of the Club who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Club, to declare the nature of his or her interest in accordance with the provisions of the Law.

- (3) It is the duty of a Committee Member of the Club who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Committee Member to declare the fact and the nature, character and extent of the conflict in accordance with the provisions of the Law.

GENERAL MEETINGS

43. (1) A general meeting of the Members of the Club shall be held at least once in every calendar year and within five months of the close of the Club's Financial year, at such time and place as the Committee shall from time to time appoint.
- (2) The general meetings referred to in the preceding clause shall be called Annual General Meetings. All other meetings of the Club shall be called General Meetings.

CONVENING GENERAL MEETINGS

44. (1) The Committee may at any time and It shall within 21 days of the date of the deposit with the Secretary of a requisition in writing stating the specific object and purpose of such meeting and signed by not less than five percent of the Members entitled to vote at general meetings convene a General Meeting of the Club to be held as soon as practicable at such time and place as the Committee shall appoint.
- (2) Failing such action by the Committee within the time aforesaid, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves, in the same manner as nearly as possible as that in which General Meetings are to be convened by the Committee, convene a General Meeting, but any meeting so convened shall not be held after the expiration of three months from the date of the deposit of the requisition.
- (3) At any General Meeting convened in accordance with the provisions of this notice convening the meeting and no resolution upon any such matter shall be deemed to be carried unless carried by a majority of at least three-fourths of the Members voting in person or by proxy.

BUSINESS OF GENERAL MEETINGS

45. (1) Subject to Rule 48, business which is not included in the notice convening a meeting shall not be discussed at any general meeting.
- (2) A Member wishing to bring before an Annual General Meeting any motion or business not relating to the ordinary annual business of the Club shall give notice in writing to the Committee not less than 1 calendar month before the date of the Annual General Meeting of the Club and such notice shall be signed by at least three Members entitled to vote.

NOTICE OF GENERAL MEETINGS

46. Except where the Law requires that more than 21 clear days notice be given or where the Law allows a shorter notice to be given by agreement, not less than 21 clear days' notice of every General Meeting specifying the place, day and hour of the meeting and the general nature of the business to be dealt with shall be given to the Members entitled to vote thereat in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Club in General Meeting.

PROXIES

47. (1) Any Member may be represented at any General Meeting of the Club by a proxy. A Member may appoint one proxy who must be a Member.
- (2) An instrument appointing a proxy may not be treated as valid unless it is deposited at the Registered Office or delivered to the Secretary or the Chairman of the meeting prior to the commencement of the meeting at which the person named in the instrument proposes to vote. It is sufficient if the proxy is received at the Registered Office or delivered to the Secretary or Chairman by facsimile, email or other means of electronic transmission in a reasonably legible form. If the proxy is required to be accompanied by other documents, then these documents may also be transmitted by facsimile, email, or other means of electronic transmission.
- (3) An instrument appointing a proxy must be in writing, signed by the appointor or the appointor's attorney duly authorised in writing and must contain the information required by the Law.
- (4) The instrument of proxy may be in the form determined by the Committee. Any form so determined by the Committee must:
- (a) leave a blank for the Member to fill in the name of the person primarily appointed as proxy; and
 - (b) enable the Member to specify the manner in which the proxy must vote in respect of each resolution.

The proxy may provide for the Chairman of the meeting to be appointed proxy in the event that the person primarily appointed as proxy fails to attend the meeting.

- (5) Unless otherwise determined by the Committee, an instrument appointing a proxy may be in the following form:

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**THE BALMORAL BEACH CLUB LIMITED
ACN 000 016 633
PROXY**

I _____ of _____ being a
Member of the above Club, appoint _____ of _____
or, in his or her absence, the Chairman of
the Meeting as my proxy to vote for me on my behalf at-the *Annual
General Meeting/*General Meeting of the Club to be held on and at any
adjournment of that meeting.

This proxy is to be used *in favour of/*against the resolution ¶

DATED

.....
(Signature of Member)

.....
(Name of Member - BLOCK LETTERS)

.....

.....
(Address of member - BLOCK LETTERS)

* strike out whichever is not applicable

¶ If more than one resolution make provision for voting in favour of or against each resolution.

- (6) An instrument appointing a proxy confers authority to demand or join in demanding a poll.
- (7) A proxy may be revoked by the grantor thereof at any time by notice in writing to the Club.
- (8) An instrument appointing a proxy which specifies the manner in which the proxy is to vote in respect of a particular resolution is only entitled to be exercised in such manner.

BUSINESS OF ANNUAL GENERAL MEETINGS

48. The business of an Annual General Meeting of the Club shall be:
- (1) to consider the statement of income and expenditure and the balance sheet and report of the Committee for the preceding financial year;
 - (2) the election of the Executive Officers and the Ordinary Committee Members as provided by Rule 27 hereof;
 - (3) the election of the Patron as provided in Rule 26 hereof; and
 - (4) the consideration of such other business as the Committee or any Member on due notice and in the prescribed manner may bring before it.

The Chairman of the Annual General Meeting shall allow reasonable opportunity for Members to ask questions about or comment on the Club's management and to ask questions of the Auditor on his report.

QUORUM FOR GENERAL MEETINGS

49. Fifteen Members personally present and entitled to vote shall be a quorum for an Annual General Meeting or General Meeting of the Club and no business shall be transacted at any such meetings unless the requisite quorum shall be present at the commencement of the business.

CHAIRMAN OF GENERAL MEETINGS

50. The President for the time being or, in his absence, a Committee Member chosen by the Members present shall preside as chairman at every general meeting of the Club.

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ADJOURNMENT OF GENERAL MEETINGS

51. (1) If within 30 minutes of the time appointed for any meeting of the Club a quorum is not present, the meeting, if convened upon requisition of Members, shall be dissolved but, in any other case, it shall stand adjourned until the same day in the next week at the same time and place or to such other day (not being less than seven nor more than fourteen days after the adjournment) at such time and place as the Chairman of the meeting may appoint and, if at the adjourned meeting a quorum is not present, those Members who are present shall be a quorum and shall transact the business for which the meeting was called.
- (2) The Chairman of a general meeting of the Club may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten 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 of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

52. (1) 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 by the Chairman, or by at least two Members.
- (2) Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Club, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) The demand for a poll may be withdrawn.
- (4) If a poll is duly demanded, it shall be taken in such manner as the Chairman directs and, unless the meeting is adjourned, the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of chairman or on a question of adjournment shall be taken forthwith.

VOTES OF MEMBERS

53. (1) At any general meeting of the Club, every Member present and entitled to vote shall, on a show of hands, have one vote and on a poll every Member present in person or by proxy has one vote.
- (2) 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.
- (3) Young Adult Member, Junior Members and Members on the Absentee List shall not be entitled to vote at any general meeting.
- (4) No Member shall be entitled to vote at any meeting of the Club unless all subscriptions and other moneys due and payable by him or her have been paid.

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REFERENDUM

54. The Club in general meeting may refer any question to the Members by way of referendum. In any such case the Chairman of the meeting directing the reference shall reduce the matter in question or the resolution or amendment to writing and voting papers embodying the same shall, within twenty-one days after the meeting directing the reference, be sent to the Members entitled to vote and the same shall be returned within such period (not exceeding 6 weeks from the date on which the referendum was directed) as the meeting directing the reference shall determine. The said meeting shall appoint two scrutineers who, with the Chairman of that meeting, shall open the voting papers and report to the Members the result of the voting and their report as to the result shall be conclusive.

FUNDS

55. All moneys when received on account of the Club shall be paid into the bank, cash management or other account of the Club ("Account") opened by the Committee for the receipt of monies. All cheques or orders drawn on the Account shall be signed by any two Committee Members, at least one of whom must be an Executive Officer. Cheques shall not be drawn or any payments made without the authority of the Committee or any Sub-Committee appointed for that purpose.

TREASURER

56. The Treasurer shall:
- (1) Receive and disburse the moneys of the Club as authorised by the Committee and this Constitution.
 - (2) Keep or cause to be kept correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature.
 - (3) Lodge in such bank cash management fund or other financial institution as the Committee shall from time to time direct all moneys received on behalf of the Club.
 - (4) Present at each meeting of the Committee a financial statement to date together with a statement from the bank or other institution where the Account is kept.
 - (5) Submit a statement of the financial affairs of the Club to the Annual General Meeting held in each year together with the report of the Auditor thereon.
 - (6) Keep or cause to be kept the Register of Members showing the names in full, occupation and addresses of all Members and the date of the latest payment by each Member of his subscription.

SECRETARY

57. The Secretary shall:
- (1) Keep a list setting forth the names in full and addresses of all Members.
 - (2) Keep full and correct minutes of all resolutions and proceedings at meetings of the Club and the Committee and shall enter the same in a book or books provided for that purpose and shall produce them at all meetings of the Club or Committee and shall keep a record of the Members present and voting at all meetings.
 - (3) Keep or cause to be kept such books and records as are required by this Constitution or the Law to be kept and shall attend to the filing of such documents as are required by law to be filed.
 - (4) Hand to the Treasurer all moneys received by him on behalf of the Club or, if directed by the Committee or the Treasurer, pay such moneys into the Club's Account.

- (5) Keep a copy of the Constitution and By-Laws on the Club premises.
- (6) Convene all meetings of members in accordance with this Constitution.
- (7) Carry out and perform all secretarial duties as determined by the Committee or as required by this Constitution.
- (8) Be generally responsible for the carrying out of all duties by Members and the observance of the Constitution and By-laws.

CAPTAIN

58. The Captain at the discretion of the Committee shall have full control over all Members and visitors to the Club and shall direct all sporting events and competitions of the Club.

ABSENCE OR ILLNESS OF OFFICERS

59. Should the Secretary, Treasurer or Captain be absent or ill or should either neglect or refuse to do anything required by the Constitution or by resolution of the Committee, the Committee shall have the power to appoint any Member of the Club to act in his or her stead.

STANDING COMMITTEES

60.
 - (1) The Committee shall at its first meeting after the Annual General Meeting in each year appoint from among the Members such standing committees as it considers necessary.
 - (2) The Committee may from time to time during each year appoint any other standing committees it considers necessary and the standing committees so appointed shall hold office until the next Annual General Meeting of the Club or until dissolved by the Committee.
 - (3) Each standing committee shall consist of one or more Members as the Committee shall deem fit, and the members thereof shall be subject to the control of the Committee who may from time to time revoke the appointment of any member or members thereof, and appoint another or others either in addition to the existing member or members thereof or in the place of any member or members whose appointment may be revoked or who shall retire.
 - (4) The membership of any standing committee shall include at least one Committee Member who shall act as Chairman thereof.
 - (5) The President for the time being shall "ex-officio" be a member of all standing committees.
 - (6) Each standing committee shall be vested with such powers as are delegated to it by the Committee and, in the exercise of such powers, must conform to any regulations that may from time to time be imposed on it by the Committee. Otherwise the meetings and procedures of each standing committee are

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governed by the provisions of this Constitution regulating the meetings of the Committee.

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- (7) The composition and duties of such standing committees shall be determined, from time to time, by the Committee of Management.

REGISTERED ADDRESS OF MEMBERS

61. Every Member shall notify the Secretary of a place of business or residence or any change thereto to be registered as his or her place of address and of any change thereto. The place from time to time so registered shall, for the purposes of the Law and this Constitution be deemed such Member's place of address. Any Member may also notify the Secretary of his or her facsimile number and/or e-mail address.

REGISTER OF MEMBERS

62. The Committee shall cause to be kept a Register of the Members and such Register shall contain, in addition to those required by the Law, such particulars as the Committee shall from time to time prescribe and the Secretary or Treasurer shall enter in the Register of Members the name of every Member and shall also remove the name of any person who has ceased to be a Member.

MINUTES

63. Minutes shall be records of all resolutions and proceedings at the meetings of the Committee and of general meetings and of the names of those present at such meetings respectively. Such minutes shall be taken by the Secretary or, if the Secretary is not present at any meeting, by a Member present appointed by the Chairman of such meeting. Every minute signed by the Chairman of the meeting to which it relates, or by the Chairman of a subsequent meeting, shall be prima facie evidence of the facts therein stated.

COMMON SEAL

64. (1) The Committee shall provide for the safe custody of the Common Seal of the Club.
- (2) The Common Seal shall only be used with the authority of the Committee previously given and every document to which the Common Seal is affixed shall be signed by a Committee Member and be countersigned by the Secretary, another Committee Member or another Member appointed by the Committee to countersign that document or a class of documents in which that document is included.

REGULATIONS AND BY-LAWS

65. (1) The Committee may make and, from time to time, amend, vary or revoke regulations or by-laws not inconsistent with this Constitution relating to the management, control or conduct of the Club and the Members.
- (2) All regulations and by-laws made by the Committee shall be notified to the Members by posting the same on a Notice Board in a conspicuous place on the Club's premises at least seven clear days before they come into operation.
- (3) Where it is the intention of any Committee Member to propose to amend, vary or revoke any regulation or by-law of the Club, that Committee Member shall give notice in writing to the Secretary, who shall thereupon give notice in writing thereof to each other Committee Member at least seven clear days before the meeting of the Committee at which the proposal is to be considered.
- (4) Any Member may appear before the Committee in support of any objections the Member may have to any regulation or by-law.

ACCOUNTS

66. (1) The Committee shall cause proper accounting and other records of the Club's financial affairs to be kept.
- (2) The accounts shall be kept at the registered office of the Club or at such other place as the Committee thinks fit, and shall be open to inspection by the Committee or any Committee Member at all reasonable times.
- (3) The Committee shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations the accounts, books and records of the Club, or any of them, shall be open to inspection by Members not being Committee Members, and no Member (not being a Committee Member) shall have any right of impacting any account, book or record of the Club, except as conferred by Law or authorised by the Committee or by the Club in general meeting.
- (4) The Committee shall in accordance with the Law cause to be prepared and laid before the Annual General Meeting of the Club, the profit and loss accounts, balance sheets, reports and statements required by the Law in relation to the financial year to which the Annual General Meeting relates.
- (5) A copy of every document required by Law to be laid before the Club at the Annual General Meeting to be held each year shall, not less than 21 days before the date of the meeting, be sent to all persons entitled to receive notice of general meetings of the Club.
- (6) The accounts shall be closed annually on such date as may be prescribed by the Club in Annual General Meeting or, if no date be fixed on the thirtieth day of April in each year.

AUDITORS

67. (1) The accounts of the Club made up to the close of its Financial year shall be audited by the Auditor.
- (2) The Club shall appoint an Auditor in accordance with the provisions of section 327 of the Law. The remuneration (if any) of the Auditor must be fixed and the Auditor's duties regulated in accordance with the Law.

INDEMNITY

68. To the extent permitted by the Law, the Club indemnifies every person who is, or has been, an Officer of the Club, against any liability incurred by that person in his or her capacity as an Officer of the Club:
- (1) to any other person (other than the Club), unless the liability arises out of conduct involving a lack of good faith; and
- (2) for costs and expenses:
- (a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; and
- (b) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Law.

OFFICERS' INSURANCE

69. (1) The Club may, where the Committee considers it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is or has been an Officer of the Club against any of the following liabilities incurred by the person as such an officer, namely:
- (a) any liability which does not arise out of conduct involving:
- (i) a wilful breach of duty in relation to the Company; or
- (ii) without limiting paragraph 1 (a)(i) of this Rule, a contravention of subsection 232(5) or (6) of the Law; and
- (b) any liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever their outcome, and without the qualifications set out in paragraph (1)(a) of this Rule.
- (2) Despite anything contained in this Constitution, a Committee Member is not precluded from voting in respect of any contract or proposed contract of indemnity or would indemnify or insure the Committee Member against a liability incurred by him or her as an Officer of the Club.

CLUB PROPERTY

70. Articles of Club property or equipment shall not be removed from the Club premises without the permission of the Committee, provided that this Rule shall not prevent the use of life saving and first aid equipment in case of emergency, or sporting equipment used in connection with the sporting activities of the Club with the approval of the Captain and/or the Sports Committee or other person authorised by the Committee.

USE OF CLUB PREMISES BY MEMBERS

71. The dressing rooms on the Club premises shall be open to Members daily for such hours as the Committee may from time to time determine, but in any event not later than 12 midnight. Other parts of the Club premises may be closed to Members for such days and hours as the Committee may from time to time deem expedient. No Member shall be allowed on the Club premises during closed hours except with the permission of one of the Executive Officers.

TROPHIES AND PRIZES

72. All trophies and prizes presented by the Club or any Member or non-Member thereof shall be competed for by the Members in sporting events or competitions under such regulations as the Committee may determine, subject however to such conditions as a donor may impose and as are approved by the Committee. No cash prizes shall be presented under any circumstances.

GAMBLING, ETC, PROHIBITED

73. No political or religious subjects shall be discussed on the Club premises, nor shall objectionable language, gambling or betting be allowed. No person shall be permitted to sell alcoholic liquors on the Club premises and, subject to the Liquor Act and Licensing Regulations for the time being in force, the Committee shall control the bringing onto and/or consumption of alcoholic liquors on the Club premises.

Adopted amnd
13/12/12

CESSATION OF MEMBERSHIP

74. Every person ceasing to be a Member of the Club whether by retirement, death, expulsion, neglecting to pay subscription or other debt due to the Club or for any other reasons shall forfeit, ipso facto, all right to or claim upon the Club which he would have by reason of Membership.

INTERPRETATION OF CONSTITUTION

75. At any meeting the conduct thereof shall be left to the Chairman, but any Member present may, if he or she thinks fit, require the Chairman to submit any question of procedure to the meeting and, if the decision of a majority of three-fourths of the Members present and voting be adverse to the opinion of the Chairman, he or she must submit to such decision. In case of any dispute any question of the interpretation of the Constitution shall be referred to the Solicitor for the time being of the Club for decision.

ALTERATION OF CONSTITUTION

76. This Constitution or any of the Rules contained herein may be altered by special resolution of the Club passed according to the provisions of the Law.

NOTICES

77. (1) In every or any case in which a notice is by this Constitution directed or authorised to be given, the same may be served by the Club upon any Member personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Member at his registered place of address or by transmitting it to the facsimile number or e-mail address notified by the Member.
- (2) Where two or more Members are members of the one family with the same registered address, the Club may give any notice or send any communication to all or any of such Members by sending same addressed to all or any of them and such notice or communication so given shall be deemed to have been given to all of them.

SERVICE OF NOTICES

78. Any notice sent by post shall be deemed to have been served on the business day following that on which the envelope or wrapper containing the notice is posted and, in proving such service, it shall be sufficient to prove that the prepaid envelope or address entered in the Register and posted at a Post Office or other public postal receptacle. Any notice sent by facsimile or e-mail shall be deemed to have been served on the same day that it is transmitted.

FAILURE TO GIVE NOTICE

79. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any Member shall not invalidate the proceedings of a meeting held in pursuance of such notice.

INADVERTENT OMISSIONS

80. If some formality required by this Constitution is inadvertently omitted or is not carried out, the omission does not invalidate any resolution, act, matter or thing which, but for the omission, would have been valid unless it is proved to the satisfaction of the Committee that the omission has directly prejudiced any Member financially. The decision of the Committee is final and binding on all Members.