

THE BALMORAL BEACH CLUB LIMITED

(ACN 000 016 633)

CONSTITUTION

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A COMPANY LIMITED BY GUARANTEE
CONSTITUTION
OF
THE BALMORAL BEACH CLUB LIMITED
(ACN 000 016 633)

1 INTERPRETATION

(1) In this Constitution unless the contrary intention appears:

“**Board**” means all or some of the Directors acting as a board.

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

“**Captain**” means the captain of the Club.

“**Clause**” means a clause of this Constitution.

“**Club**” means the Company.

“**Club Rules**” means any rules made under this Constitution.

“**Company**” means The Balmoral Beach Club Limited.

“**Corporations Act**” means the Corporations Act 2001 (Cth).

“**Constitution**” means this Constitution of the Club.

“**Director**” means a person holding office as a director of the Club.

“**Financial year**” means the financial year of the Club beginning 1 May and ending on 30 April, or such other period as may be prescribed by the Club in Annual General Meeting.

“**Full Member**” means a person, admitted as a Member of the Club as prescribed by Clause 9, who has attained the age of 22 years and who is not a Young Adult Member or Honorary Life Member.

“**Honorary Life Member**” means any Member of the Club who is admitted for life, as provided by Clause 6.

“**In writing**” or “**Written**” shall include printing, typing and any other mode of reproducing words in visible form including any representation of words in a physical document or in an electronic communication or form or otherwise.

“**Junior Member**” means a person, admitted as a Member of the Club as prescribed by Clause 9, who has attained the age of 6 years and who is under the age of 18 years.

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

“**Month**” means calendar month.

“**Office Bearer**” means the President, Captain, Secretary or Treasurer.

“**Patron**” means the Patron for the time being of the Club or, in their absence, such other person to whom the Board may delegate the duties of Patron.

“**President**” means the president for the time being of the Club or, in their absence, such other person to whom the Board may delegate the duties of President.

“**Register**” shall mean the Register of Members to be kept pursuant to the Corporations Act.

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

“**Secretary**” means the Secretary for the time being of the Club or, in their absence, such other Directors to whom the Board may delegate the duties of Secretary.

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

“**Young Adult Member**” means a person, admitted as a Member of the Club as prescribed by Clause 9, who has attained the age of 18 years and who is under the age determined under Clause 5(3).

- (2) Headings are for convenience only and do not affect interpretation. Unless the contrary intention appears, in this Constitution:
- (a) the singular includes the plural and vice versa;
 - (b) words importing any gender include all other genders;
 - (c) the meaning of general words is not limited by specific examples introduced by “including”, “for example” or “such as” or similar expressions;
 - (d) a reference to any legislation includes regulations under it and any consolidations, amendments, re-enactments or replacement of any of them;
 - (e) a reference to “regulations” includes instruments of a legislative character under legislation (such as regulations, rules, by-laws, ordinances and proclamations);
 - (f) a word or expression defined or used in the Corporations Act has the same meaning when used in this Constitution in a similar context;
 - (g) a reference to a group of persons is a reference to any 2 or more of them jointly and to each of them individually;

- (h) a power, an authority or a discretion given to a Director, the Directors, the Club in general meeting or a Member may be exercised at any time and from time to time;
 - (i) a reference to “writing” or “written” includes printing, typing and other modes of reproducing words in a visible form including any representation of words in a physical document or in an electronic communication or form or otherwise;
 - (j) a reference to “document” includes any electronic form of document;
 - (k) a reference to “signed” includes signed by any electronic means approved by the Board;
 - (l) a chair appointed under this Constitution may be referred to as a chairperson, chairman, chairwoman or as chair, as appropriate;
 - (m) a reference to “place” in relation to a meeting includes the technology through which the meeting is held; and
 - (n) a reference to a person being “present” at a meeting includes participating using technology approved by the Directors in accordance with this Constitution.
- (3) The replaceable rules contained in the Corporations Act are displaced and do not apply to the Club.

2 OBJECTS

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 visitors 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 above objects;
- (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 above objects;
- (6) To do all such other things as are necessary, incidental or conducive to the above objects.

3 INCOME AND PROPERTY OF CLUB

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.

Nothing herein shall prevent:

- (1) 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;
- (2) the awarding of any prizes or trophy to any successful competitor in any competition held or supported by the Club;
- (3) the payment of interest or rent at a commercial rate on money lent or property leased to the Club.

However no Director 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 a resolution of not less than 75% of Members present and voting in person or by proxy in general meeting.

4 MEMBERS

- (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.
- (2) The Board shall determine the maximum number of Members of the Club and may vary such determination from time to time.

5 MEMBERSHIP CATEGORIES

- (1) Membership of the Club shall consist of:
 - (a) **Full Members**, who shall be entitled to all the privileges connected with the Club;
 - (b) **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 determined by the Board;
 - (c) **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; and
 - (d) **Young Adult Members**, who shall not be entitled to receive notice of or vote at general meetings nor be eligible to be a Director and who shall only be entitled to such privileges concerned with the Club as may be determined by the Board.

- (2) A Junior Member will become a Young Adult Member on reaching the age of 18 years.
- (3) A person who is a Young Adult Member will become a Full Member on reaching the age of 22 years or if the Board is satisfied that the person continues to be primarily engaged in study, a later age determined by the Board, in its discretion.

6 HONORARY LIFE MEMBERS

The nomination for the admission of an Honorary Life Member shall be made in writing to the Board. Such nomination shall be signed by the proposer and the seconder, both of whom shall be either a Full Member of at least 5 years standing or an Honorary Life Member. A nominee for admission as an Honorary Life Member must have been a Full Member of the Club for at least 5 years preceding such nomination and must have rendered distinguished service to the Club. The nomination must be approved by the Board by not less than 75% of Directors present and voting. The admission of an Honorary Life Member shall be by a resolution of the Club in general meeting passed by not less than 75% of Members present and voting in person or by proxy, with not less than 30 Members voting.

7 REGISTERED ADDRESS OF MEMBERS

Every Member shall notify the Secretary of a place of business or residence or any change thereto to be registered as their place of address. The place from time to time so registered shall, for the purposes of the Corporations Act and this Constitution be deemed such Member's place of address. Any Member may also notify the Secretary of their electronic address.

8 REGISTER OF MEMBERS

The Board shall cause to be kept a Register of the Members and such Register shall contain, in addition to those required by the Corporations Act, such particulars as the Board 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.

9 ADMISSION OF NEW MEMBERS

- (1) Every application for membership of the Club as a Full, Junior or Young Adult Member must be made in writing on such form as the Board 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 a Full Member of not less than 3 years standing or an Honorary Life Member. No Member shall be entitled to propose or second more than 10 applicants for membership in any one Financial year.
- (2) Full, Junior or Young Adult Members shall be admitted as Members by a resolution of the Board. Where applications for membership exceed vacancies, the Board may, in its discretion, admit such new Members in such order of preference as it thinks fit. The Board may, in its discretion, without being required to assign any reason, 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 Board.

- (3) Entrance fees and the annual fees must be paid to the Club no later than 60 days 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 Club Rules and the payment of entrance fees and annual fees shall be conclusive evidence of such agreement.

10 MEMBERSHIP NOT ASSIGNABLE

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

11 ABSENTEE LIST

- (1) Should any Member be absent from Sydney or about to leave Sydney for an unbroken period of at least 12 months they may, on notifying that fact to the Secretary, make application to be placed on an Absentee List. If the application is approved by the Board, that Member shall be liable to pay such fee (if any) as may be prescribed by the Board from time to time during their 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 5 years. The Board may refuse to accept any application by a Member to be placed on an Absentee List without assigning any reason. A Member whose name is on the Absentee List shall not be entitled to vote at any general meeting of the Club while their name is on such list.
- (2) A Member whose name is on the Absentee List may make application to the Board to have their name removed from the Absentee List and, if approved by the Board, that Member shall then become liable to pay the annual fee for the then current Financial year. Should a Member whose name is on the Absentee List return to Sydney temporarily, they may, on application to the Board, be permitted to use the facilities of the Club for such period and on such terms as the Board may determine.

12 ENTRANCE FEES

The Board 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 must pay such entrance fee as determined by the Board on their admission as a Member.

13 ANNUAL FEES

- (1) The annual fee payable by each class of Members shall be such amount as the Board shall, from time to time, determine and all fees shall be payable in advance on the first day of May in each year.
- (2) For a Member admitted during the course of the Club's Financial year, the amount of the fee payable for that year shall be:

- (a) Where the date of admission is between 1 May and 31 October – 100% of the applicable annual fee; and
 - (b) Where the date of admission is between 1 November and 30 April – 50% of the applicable annual fee.
- (3) The non-receipt by any Member of notice that any annual fee is falling due or has become payable shall not be deemed a sufficient reason for the non-payment thereof.

14 NON-PAYMENT OF FEES ETC

- (1) If, after 60 days from the date on which any fee, 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 their last known address.
- (2) If such default continues for a further period of 21 days computed from the date of service of such Default Notice, the Board may resolve that any such Member shall cease to be a Member of the Club and they shall be notified by the Secretary to that effect and shall cease to be a Member of the Club and their name shall be removed from the Register of Members.
- (3) The Board, in its absolute discretion, on being satisfied that such person had good and acceptable reasons for their failure to pay the subject annual fee 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 them ceasing to be a Member pursuant to Clause 14(2) and their name may be restored to the Register on payment of all arrears of fees.

15 RESIGNATION OF MEMBERS

Any Member may resign from the Club by providing a written resignation to the Secretary. Notwithstanding their resignation, a Member shall continue to be liable to the Club for payment of all fees then due and owing, unless the resignation is received by the Secretary within one month from the date on which any fee becomes payable. In the event of the resignation of a Member being accepted during any Financial year the Board shall have discretionary power to refund any fee or portion thereof paid by that Member during and in respect of the then current Financial year.

16 READMISSION TO MEMBERSHIP

Any Member who resigns and who is not indebted to the Club may at the discretion of the Board, 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 or any lower amount if any determined by the Board.

17 SUSPENSION OF MEMBERS

If any person whilst being a Member of the Club:

- (1) Violates any provision of this Constitution or any Club Rule; or

- (2) In the opinion of the Board, has conducted himself or herself in such a manner as to render him or her unfit for membership; or
- (3) Is considered by the Board, 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
- (5) Becomes bankrupt or enters into any scheme of arrangement, assignment or composition for the benefit of their 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 Board 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 Board thinks fit. Such suspension, if immediate, may be ordered to continue until the next ordinary Board meeting or until a special Board meeting called 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 Board meeting of appearing and offering either verbally or in writing, an explanation of their conduct. The Board may confirm, cancel or modify such suspension or proceed to the Member's expulsion but, in the latter event, only if due notice has been given to the Member that their expulsion is to be considered and of the grounds therefore.

18 EXPLUSION OF MEMBERS

- (1) If at any time the Board shall be of the opinion by reason of any of the matters referred to in Clauses 17(1) to (7), or that the interests of the Club so require, the Board 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 their expulsion shall be submitted to any ordinary or special Board meeting to be held at a date to be determined by the Board, being not earlier than 3 weeks after the date specified in such notice as the date before which they shall have been invited to resign.
- (2) The Member whose expulsion is under consideration shall be given not less than 14 days' notice of such meeting and of the grounds on which it is proposed to expel them. At such meeting the Member shall be allowed to offer an explanation of their conduct verbally or in writing and if, after consideration of such explanation, if any, at least 75% of the members of the Board present and voting vote for that Member's expulsion, the Member shall cease to be a Member of the Club.
- (3) Upon termination of membership under this Clause, the annual fee paid for the current Financial year and, in the case of a Member who has been admitted during the then current Financial year, the entrance fee may be returned to the Member wholly or in part at the discretion of the Board.

19 DIRECTORS

- (1) The management of the business and general affairs of the Club shall, subject to the Corporations Act and to any other provision of this Constitution, be vested in the Board. The Board shall consist of the President, Captain, Secretary and Treasurer and not more than 5 other Directors.
- (2) The Directors must be elected at each Annual General Meeting of the Club. The Directors must appoint the Secretary as a secretary of the Company. Each Director shall hold office from the end of the Annual General Meeting at which they are appointed until the end of the next Annual General Meeting after his or her election or appointment. Subject to Clause 19(6), all retiring Directors shall be eligible for re-election.
- (3) The continuing Directors may act notwithstanding any vacancy. If and so long as their number is reduced below the number fixed as the necessary quorum at meetings of the Board, the continuing Board may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Club, but for no other purpose.
- (4) Any vacancy occurring in the Board may be filled by an eligible Member appointed by the Board and any Member so appointed shall, subject to Clause 22, hold office only until the next succeeding Annual General Meeting when they shall be eligible for election.
- (5) A Director may resign by notice in writing to the Board.
- (6) A person who has been elected as a Director for 7 consecutive years, shall not be eligible for re-election as a Director until a further period of 3 years has elapsed since such Member ceased to be a Director. A person who for any reason ceases to be a Director prior to serving 7 consecutive years shall not be eligible for re-election as a Director until a further period of 3 years has elapsed since the person ceased to be a Director. However a person who ceases to be a Director prior to serving 7 consecutive years because they were not re-elected after being nominated will be eligible for re-election as a Director at the next Annual General Meeting after the one at which they were not re-elected.

20 NOMINATION FOR AND ELECTION OF DIRECTORS

- (1) Each candidate for election as a Director must be a Member nominated in writing, which nomination must be signed by 2 Members and consented to by the candidate and must state the office or position for which such person is a candidate. Only Full Members of not less than 3 years' standing and Honorary Life Members shall be eligible for election or appointment as a Director. Only a person who at any time has served on the Board for at least one term shall be eligible for election as President.
- (2) The nomination must be delivered to the Secretary or received at the Registered Office, not later than 45 days prior to the date of the meeting at which the candidate seeks election. It is sufficient if the nomination is received by the Secretary by transmitting it to any electronic address specified in any notice from the Secretary calling for nominations.
- (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 chair shall declare those nominated duly elected.
- (5) If less than the required number of candidates are nominated for election to any office or position, those nominated shall be taken to be 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 Office Bearer will also be taken to be a nomination as a Director.

21 ELECTION PROCEDURE

- (1) If a ballot is required for an office or position, a ballot form must be prepared listing the names of the candidates for such office or position in alphabetical order. The Board may determine whether the ballot will be conducted at a meeting of Members or by means of a postal ballot. A postal ballot may be conducted by post or any electronic means determined by the Board and must be conducted in accordance with the following procedure:
 - (a) a notice of postal ballot and ballot form must be sent to all Members entitled to vote on the ballot not less than 14 days before the date specified in the notice for closing of the postal ballot, or such lesser period as the Board determines the circumstances require;
 - (b) the non-receipt of a notice of postal ballot or ballot form by, or the accidental omission to give a notice of postal ballot or ballot form to, a person entitled to receive them does not invalidate the postal ballot or any vote passed under the postal ballot;
 - (c) the notice of postal ballot must contain the ballot form and the date for closing of the ballot and may contain any other information the Board considers appropriate;
 - (d) a postal ballot is only valid if the ballot form is duly completed and signed by the individual Member and the ballot form is received by the Club before close of business on the date specified in the notice of postal ballot for closing of the postal ballot at the Registered Office or or by transmitting it to any electronic address specified in the notice of postal vote; and
 - (e) a person may revoke a postal ballot vote by notice in writing which to be effective must be received by the Club before the close of business on the date for closing of the postal ballot.
- (2) 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 chair to be elected.

- (4) In the case of an equality of votes the chair, prior to the declaration of the ballot, may exercise a second or casting vote, except where the chair is one of the persons in respect of whom there is an equality of votes, in which event another Director chosen by Board (excluding the chair) prior to the declaration of the ballot, may exercise a second or casting vote.

22 VACATION OF OFFICE BY DIRECTORS

The office of a Director shall be vacated if the Director:

- (1) ceases to be a Member, or is excluded or suspended for any period from membership; or
- (2) is absent from 3 consecutive ordinary meetings of the Board without leave of absence granted by the Board; 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 their creditors generally; or
- (5) becomes of unsound mind; or
- (6) is removed from office by the Members in general meeting; or
- (7) becomes prohibited from being a Director by reason of any order made under the Corporations Act; or
- (8) resigns their office by notice in writing to the Secretary; or
- (9) is directly or indirectly interested in any contract, proposed contract or other matter with the Club and fails to declare the nature of their interest as required by the Corporations Act or otherwise fails to observe the requirements of the Corporations Act and this Constitution in relation thereto.

23 POWERS OF BOARD

- (1) Subject to Clause 23(3), the Board 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 in addition to imposing entrance fees and determining annual fees imposing such levies on Members as the Board thinks fit, except in so far as is otherwise expressly provided in this Constitution or by the Corporations Act.
- (2) In addition to the powers and authorities expressly conferred on the Board by this Constitution, the Board 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 Corporations Act expressly directed or required to be exercised or done by or with the authority of the Club in general meeting.
- (3) The power of the Board 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 a resolution of not less than 75% of Members present and voting in person or by proxy in general meeting.

- (4) The Board 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. All monies credited to such Building Fund shall be applied for those purposes only, unless otherwise determined by the Club in general meeting.

24 DELEGATION

- (1) Subject to the Corporations Act the Board may delegate any of their powers to any persons (including any Office Bearer) they select for any period, to be exercised for any objects and purposes on any terms and subject to any conditions and restrictions as they think fit, and may revoke, withdraw, alter or vary the delegation of any of those powers.
- (2) Without limiting Clause 24(1) the Directors may in addition to the Secretary appoint a person who is not a Director as an additional secretary of the Company on the terms and conditions and with the powers, duties and authorities, as determined by the Board.
- (3) The powers of delegation expressly or impliedly conferred by this Constitution on the Board are conferred in substitution for, and to the exclusion of, the power conferred by section 198D of the Corporations Act.

25 FUNDS

The Board may determine the manner in which and person by whom cheques, promissory notes, bankers’ drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Club, may be signed, drawn, accepted, endorsed or otherwise executed.

26 MEETINGS OF BOARD

- (1) The Board may meet, adjourn and otherwise regulate its meetings as the Board thinks fit. A special Board meeting may be convened at any time by either the President or no less than 3 Directors.
- (2) In case of urgent business when it is not possible or practicable to convene a meeting of the Board, the Office Bearers shall constitute an emergency Board with power to take action appropriate to deal with such urgent business. The quorum for any meeting of an emergency Board shall be 3 and any decision of any such meeting shall require 3 Office Bearers voting in favour of it. The Secretary shall submit a report on any such emergency Board meeting for ratification or otherwise at the then next ordinary or special meeting of the Board. The provisions of the Constitution which apply to a meeting of the Board shall, unless specifically otherwise provided, apply with the necessary changes to any emergency meeting convened pursuant to this Clause 26(2).

27 NOTICE OF BOARD MEETINGS

Notice of every Board meeting must be given to each Director, except that it is not necessary to give notice of any such meeting to any Director who:

- (1) has been given special leave of absence; or
- (2) is absent from Australia and has not left an electronic address at which they may be given notice.

Any notice of a Board meeting may be given in writing or orally, by telephone or any electronic means of communication.

28 QUORUM FOR BOARD MEETINGS

Five Directors shall form a quorum. Except as provided by Clause 26(2) no business shall be transacted at any meeting of the Board unless a quorum is present.

29 CHAIR OF BOARD MEETINGS

At all meetings of the Board, the President shall act as chair or, in their absence, the chair shall be elected from among the Directors.

30 PROCEEDINGS OF BOARD MEETINGS

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

31 USE OF TECHNOLOGY AT BOARD MEETINGS

A Board meeting may be called or held using any technology consented to by all Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

32 CIRCULATING RESOLUTIONS

- (1) If all the Directors entitled to vote on a resolution have signed a document containing a statement that they are in favour of the resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a meeting of the Board held on the day and at the time at which the document was last signed by a Director.

- (2) For the purposes of Clause 32(1), 2 or more separate documents (including in electronic form) containing statements in identical terms each of which is signed by one or more Directors are deemed together to constitute one document.

33 MINUTES OF MEETINGS

Minutes shall be records of all resolutions and proceedings at the meetings of the Board and of general meetings of the Club 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 chair of such meeting. Every minute signed by the chair of the meeting to which it relates, or by the chair of a subsequent meeting, shall be prima facie evidence of the facts therein stated.

34 COMMON SEAL

- (1) The Board 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 Board previously given and every document to which the Common Seal is affixed shall be signed by a Director and be countersigned by the Secretary, another Director or another Member appointed by the Board to countersign that document or a class of documents in which that document is included.

35 PROHIBITION ON BEING PRESENT OR VOTING

- (1) Except to the extent permitted by the Corporations Act, a Director who has a material personal interest in a matter that is being considered at a Board 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 Director who has a material personal interest in a matter that is being considered at a Board meeting is not prohibited by the Corporations Act from being present at the meeting and voting, the Director may be present, be counted in the quorum and may be heard but may not vote on the matter.

36 EXISTENCE OF INTEREST

- (1) Director may, to the extent permitted by the Corporations Act:
 - (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.

- (2) The Director is not, because of entering into any such relation or transaction:
 - (a) disqualified from the office of Director; or
 - (b) liable to account to the Club for any profit arising from the relationship or transaction by reason of being a Director of the Club or of the fiduciary relationship between the Director and the Club.

37 DISCLOSURE OF INTEREST

- (1) The nature of the Director's interest as referred to in Clause 36 must be disclosed by the Director before or at the Board 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 Board' meeting after the Director becomes so interested.
- (2) It is the duty of a Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Club, to declare the nature of their interest in accordance with the provisions of the Corporations Act.
- (3) It is the duty of a Director who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with their duties or interests as Director to declare the fact and the nature, character and extent of the conflict in accordance with the provisions of the Corporations Act.

38 COMMITTEES

- (1) The Board 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 Board may from time to time during each year appoint any other committees it considers necessary and the committees shall hold office until the next Annual General Meeting of the Club or until dissolved by the Board.
- (3) Each committee shall consist of one or more Members as the Board shall deem fit, and the committee members shall be subject to the control of the Board who may from time to time revoke the appointment of any committee member and appoint another or others either in addition to the existing committee members or in the place of any committee members whose appointment may be revoked or who shall retire.
- (4) The membership of any committee shall include at least one Director who shall act as chair unless the Board determines otherwise. The chair shall not have a second or casting vote.
- (5) The President for the time being shall "ex-officio" be a member of all committees.
- (6) Each committee shall be vested with such powers as are delegated to it by the Board and, in the exercise of such powers, must conform to any conditions that may from time to time be imposed on it by the Board. Otherwise the meetings and procedures of each committee are governed by the provisions of this Constitution regulating the meetings of the Board.

39 FINANCIAL REPORTS

- (1) The Board must cause the accounts and records of the Company to be maintained in accordance with the requirements of the Corporations Act.
- (2) The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions the accounts, books and records of the Club, or any of them, shall be open to inspection by Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account, book or record of the Club, except as conferred by Corporations Act or authorised by the Board or by the Members in general meeting.
- (3) The accounts shall be closed annually on 30 April or such other date as may be prescribed by the Members in Annual General Meeting.

40 AUDITOR

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

41 INDEMNITY

To the extent permitted by the Corporations Act, the Club indemnifies every person who is, or has been, a Director, against:

- (1) any liability incurred by the person in that capacity (except a liability for legal costs); and
- (2) legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

except to the extent that:

- (a) the Club is forbidden by law to indemnify the person against the liability or legal costs; or
- (b) an indemnity by the Club of the person against the liability or legal costs, if given, would be made void by law.

42 DIRECTORS' INSURANCE

- (1) The Club may, where the Board 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 a Director against any of liability incurred by the person as a Director except to the extent:
 - (a) the Club is forbidden by law to indemnify the person against the liability or legal costs; or

- (b) an indemnity by the Club of the person against the liability or legal costs, if given, would be made void by law.
- (2) Despite anything contained in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of indemnity that would indemnify or insure the Director against a liability incurred by him or her as a Director.

43 CLUB PROPERTY

Articles of Club property or equipment shall not be removed from the Club premises without the permission of the Board, provided that this Clause 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 Board.

44 PATRON

The Board may appoint and remove a person as a Patron at any time for the purpose and on the terms determined by the Board. A person may not serve as Patron for more than 7 years in total unless the Board determines otherwise.

45 USE OF CLUB PREMISES BY MEMBERS

The dressing rooms on the Club premises shall be open to Members daily for such hours as the Board may from time to time determine. Other parts of the Club premises may be closed to Members for such days and hours as the Board 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 Office Bearers.

46 CLUB RULES

- (1) The Board may make and, from time to time, amend, vary or revoke rules not inconsistent with this Constitution relating to the management, control or administration of the Club and the Members.
- (2) All Club Rules shall be notified to the Members at least 7 clear days before they come into operation.
- (3) Any Member may appear before the Board in support of any objections the Member may have to any Club Rule.

47 VISITORS

- (1) Members may introduce visitors to the Club subject to the Club Rules.
- (2) The visitor shall be permitted to use the Club's facilities in accordance with the Club Rules.
- (3) The Member introducing the visitor shall be responsible for the conduct and general behaviour of the visitor while on the Club premises and for the fees

payable in respect of the visitor as determined by the Board from time to time.

- (4) The Board may in its discretion determine that Members shall not be permitted to introduce visitors for any particular day or days.
- (5) 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 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 Board decides that it is in the best interests of the Club that such person not be admitted. It shall not be necessary for the Board to assign any reason for such exclusion.

48 TROPHIES AND PRIZES

All trophies and prizes presented by the Club or any Member or non-Member shall be competed for by the Members in sporting events or competitions under such rules as the Board may determine, subject however to such conditions as a donor may impose and as are approved by the Board. No cash prizes or prizes that are redeemable for cash shall be presented under any circumstances. Gift vouchers or cards may be presented.

49 GENERAL MEETINGS

- (1) A general meeting of the Members of the Club shall be held at least once in every calendar year and within 5 months of the close of the Financial year, at such time and place as the Board shall from time to time appoint.
- (2) The general meetings referred to in Clause 49(1) shall be called Annual General Meetings. All other meetings of the Club shall be called general meetings.

50 CONVENING GENERAL MEETINGS

- (1) The Board may at any time and 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 5% 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 Board shall appoint.
- (2) Failing such action by the Board 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 Board, convene a general meeting, but any meeting so convened shall not be held after the expiration of 3 months from the date of the deposit of the requisition.
- (3) At any general meeting convened in accordance with the provisions of the notice convening the meeting, no resolution on any matter shall be deemed to be carried unless carried by a majority of the Members voting in person or by proxy.

51 BUSINESS OF GENERAL MEETINGS

Subject to Clause 55, business which is not included in the notice convening a meeting shall not be discussed at any general meeting.

52 NOTICE OF GENERAL MEETINGS

- (1) Except where the Corporations Act requires or allows otherwise, not less than 21 clear days' notice of every general meeting must be given and specify the place, day and hour of the meeting (and any technology that will be used to facilitate the meeting in accordance with Clause 53).
- (2) Notice of the general nature of the business to be dealt with shall be given to the Members entitled to vote in accordance with this Constitution.
- (3) Where the Board has determined to allow direct voting pursuant to Clause 59(5), the notice shall include a summary of the Clauses determined by the Board to apply to such direct voting, including the methods by which Members may vote directly.

53 ELECTRONIC GENERAL MEETINGS

- (1) For the purpose of the Constitution, the Board may determine to hold a meeting of Members by means of such telephone, electronic or other communications facilities as permit all persons in the meeting to communicate with each other simultaneously and instantaneously ("**electronic meeting**"). In these circumstances:
 - (a) participation in such a meeting via technology shall constitute presence in person at such meeting for all purposes (including for the purposes of establishing quorum under Clause 56); and
 - (b) all the provisions in this Constitution relating to a meeting apply, so far as they can and with such changes as are necessary, to a meeting using that technology.
- (2) If the technology used in holding the meeting encounters a technical difficulty, whether before or during the meeting, which results in a Member not being able to participate in the meeting, subject to the Corporations Act, the chair may allow the meeting to continue or may adjourn the meeting either for such reasonable period as may be required to fix the technology or to such other time and location as the chair considers appropriate.

54 PROXIES

- (1) Any Member may be represented at any general meeting of the Club by a proxy. A Member may appoint one person as a proxy.
- (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 chair 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 instrument of proxy is received at the Registered Office or delivered to the Secretary or chair by means of electronic communication in accordance with the details given in the form of proxy.

- (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 Corporations Act.
- (4) The instrument of proxy must be in the form determined by the Board.
- (5) The appointment of a proxy may be revoked by the grantor at any time by notice in writing to the Club.

55 BUSINESS OF ANNUAL GENERAL MEETINGS

- (1) The business of an Annual General Meeting of the Club shall be:
 - (a) to consider the statement of income and expenditure and the balance sheet and report of the Board for the preceding financial year;
 - (b) the election of the Office Bearers and other Directors as provided by Clause 19; and
 - (c) the consideration of such other business as the Board or any Member on due notice and in the prescribed manner may bring before it.

The chair 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 Club auditor on their report.

- (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 Board 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 3 Members entitled to vote.

56 QUORUM FOR GENERAL MEETINGS

Fifteen Members present and entitled to vote shall be a quorum for an Annual General Meeting or general meetings 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.

57 CHAIR OF GENERAL MEETINGS

The President for the time being or, in their absence, a Director chosen by the Directors present shall preside as chair at every general meeting of the Club. If the President or other Director chosen by the Directors is absent the following may preside (in order of preference):

- (1) the only Director present; or
- (2) a Member chosen by a majority of the Members present in person or by proxy.

58 ADJOURNMENT OF GENERAL MEETINGS

- (1) If within 30 minutes of the time appointed for any meeting of the Club a quorum is not present, the meeting, if convened on 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 7 nor more than 14 days after the adjournment) at such time and place as the chair 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 chair 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 10 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.

59 VOTING AT GENERAL MEETINGS

- (1) At any general meeting, a resolution put to the vote of the meeting shall subject to any procedures prescribed by the Board pursuant to Clause 59(5) be decided on a show of hands unless a poll is demanded by the chair, or by at least 2 Members.
- (2) Unless a poll is so demanded, a declaration by the chair 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 chair 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 chair or on a question of adjournment shall be taken forthwith.
- (5) The Board may determine that at any general meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A "direct vote" includes a vote delivered to the Club by post or electronic means approved by Board. The Board may prescribe procedures to govern direct voting including specifications as to the form, method and timing of giving the direct vote in order for the vote to be valid, and the treatment of direct votes.

60 VOTES OF MEMBERS

- (1) At any general meeting of the Club, subject to any procedures prescribed by the Board pursuant to Clause 59(5), 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 shall have one vote.

- (2) In the case of an equality of votes, whether on a show of hands or on a poll, the chair 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 fees and other moneys due and payable by him or her have been paid.

61 LIABILITY OF MEMBERS

Each Member undertakes to contribute an amount not exceeding \$200 to the assets of the Club if the Club is being wound up during the time that they are a Member or within one year after they cease to be a Member for:

- (1) payment of the debts and liabilities of the Club contracted before the time at which they cease to be a Member;
- (2) the costs charges and expenses of winding up the Club; and
- (3) the adjustment of the rights of the contributories amongst themselves.

62 DISTRIBUTION ON WINDING-UP

- (1) If on 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.
- (2) The institution or institutions shall be determined by the Members in general meeting 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.

63 NOTICES

- (1) Any notice or other communication to be given under this Constitution may be served by the Club on any Member:
 - (a) personally;
 - (b) sending it through the post in a prepaid envelope or wrapper addressed to such Member at their address in the Register;
 - (c) by transmitting it to the electronic address notified by the Member; or
 - (d) by notifying the Member by electronic means notified by the Member that the communication is available and how the Member may use the notified access means to access the notice or communication.

- (2) Where 2 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.
- (3) Any notice or other communication:
 - (a) 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;
 - (b) sent by e-mail or other electronic communication shall be deemed to have been served on the same day that it is transmitted;
 - (c) made available by electronic means is taken to have been given and received on the day after the date of transmission of the notification specifying that the communication is available and how it can be accessed.
- (4) 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.

64 INADVERTENT OMISSIONS

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 Board that the omission has directly prejudiced any Member financially. The decision of the Board is final and binding on all Members.

65 INTERPRETATION OF CONSTITUTION

The conduct of any general meeting shall be left to the chair, but any Member present may, if they think fit, require the chair to submit any question of procedure to the meeting and, if the decision of at least 75% of the Members present and voting be adverse to the opinion of the chair, they 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.

66 ALTERATION OF CONSTITUTION

This Constitution may be altered by special resolution of the Club passed according to the provisions of the Corporations Act.