

Corporations Law
Company Limited by Guarantee

CONSTITUTION

OF

NOWRA & DISTRICT MOTOR CYCLE CLUB LIMITED

Interpretation

1. In this constitution, unless there is something in the subject or context inconsistent therewith:-

"Board" includes a meeting of the Directors duly called and constituted at which a quorum shall be present or as the case may be the Directors assembled or represented at such meeting;

"Club or Company" means the above Company whatever its name may be from time to time;

"Corporation" means any body corporate, whether formed or registered within or outside the State;

"Directors" means the directors for the time being of the Company;

"Law" means the Corporations Law and any statutory modification or enactment thereof;

"Member" means a person or Corporation admitted to membership of the Company in accordance with this constitution;

"Office" means the registered office for the time being of the Company;

"Register" means the Register of Members kept pursuant to Section 169 of the Law;

"Seal" means the Common Seal of the Company (if any);

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

"State" means the state or territory of Australia in which the Company is registered under the Law;

"Statutes" means and includes every code and ordinance from time to time in force concerning incorporated companies;

"In writing" or "written" includes printing, lithography, typing, writing or other modes of representing or reproducing words in a visible form;

Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine gender and neuter gender and words

importing persons include corporations.

Words or expressions contained in this Constitution shall be interpreted in accordance with Divisions 10 of Part 1.2 of the Law as in force as the date this Constitution became binding on the Company.

In every case where in this Constitution general expressions are used in connection with powers discretions or things such general expressions shall not be limited to or controlled by the particular powers discretions or things with which the same are connected. Any words and expressions denoting authority or permission shall be construed as words or expressions of authority merely and shall not be construed as words or expressions denoting directions or compulsory trust. Subject as aforesaid any words defined in the Law shall if not inconsistent with the subject of the context bear the same meaning in these presents.

2. The Company is established for the purposes set out in the Constitutional Objects which form part of this Constitution.
3. The Company shall not employ its funds in the provision of loans to members or other forms of financial assistance where such employment is in contravention of the Law.

Membership

4.
 - (a) Any person having attained the age of 18 years shall be eligible for nomination for membership as an ordinary member.
 - (b) Every candidate for membership of the Club shall be proposed by one and seconded by another member of the Club to both of whom the candidate shall be personally well known. Every nomination shall be in writing and shall give the full name and the address of the candidate and be signed by the candidate and the proposer and seconder and shall be in such form as the Board shall from time to time require.
 - (c) Every nomination for membership shall be lodged with the Secretary.
 - (d) An interval of at least fourteen (14) days shall elapse between the date of receipt nomination for membership by the Secretary and the nomination is considered by the Board.
5. The election of members shall be by the Board at a meeting or meetings duly convened. The Board shall examine all nominations for membership and enquire into the nominations qualifications of candidates. The Board may reject any application for membership without assigning any reason for such rejection.
6. Upon the election of a person as a member the Secretary shall as soon as reasonably possible give such member notice of his election forwarded by hand or posted to the address given on his nomination for Membership

and shall issue with such notice an account for the fees and subscriptions due and payable by the Member which account shall specify the due date for payment. Upon receipt of such fees and subscriptions the Secretary shall issue the Member with a receipt, a membership card, and a copy of the By-Laws of the Club. If a member so desires he shall also be issued with a copy of this Constitution.

7. Every person elected to membership and informed of his election as directed by the foregoing Clause shall be deemed to agree to be bound by the Constitution and By-Laws of -the Club and to pay the Entrance Fee and Annual Subscription and other fees and charges as prescribed in the Constitution of the Club and by the Club's By-Laws from time to time in force. The payment of the said Entrance Fee or part thereof and/or the said subscription or part thereof shall be conclusive evidence of such agreement.
8. Every person elected to membership shall be required to pay within one month of the date of notice of election the fees and/or subscriptions specified in the account rendered to him with the notice of election failing which payment the election shall be declared null and void.
9. Every member shall notify the Secretary in writing of any subsequent change of address the address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.
10. The Board from time to time may as it sees fit provide for different classes of members and of membership and shall define such classes by By-Law.
11. The members of the Club shall for the time being be divided into the following classes:
 - (a) ORDINARY MEMBERS
 - (b) FAMILY MEMBERS
 - (c) LIFE MEMBERS
 - (d) HONORARY MEMBERS.

ORDINARY MEMBERS

12. Any person who has been accepted as a member under this Constitution and pays a subscription fee of not less than has been prescribed by the Board, shall be classified as an Ordinary Member. Ordinary Members shall be the only members other than Life Members entitled to take part in the management of the Club or to vote at meetings and shall be entitled to all the privileges connected therewith.

LIFE MEMBERS

13. Life Members shall be persons elected at any General Meeting of the Club by a three quarters majority. Life Members may be proposed as such only on the recommendation of the Board for outstanding or meritorious services to the Club. Upon election as a Life Member the member so elected shall be relieved from payment of any subscriptions, otherwise shall have all the rights and privileges of Ordinary Members. No more than one Life Member shall be elected in any one financial year.

HONORARY MEMBERS

14. (a) The following may be admitted as Honorary Members of the Club:-
- (i) The Patron or Patrons for the time being of the Club
 - (ii) A prominent citizen
 - (iii) Local Dignitary.
 - (iv) a person who has performed outstanding and meritorious service to the Club for the period of not less than 5 years and who does not either personally or by their children, being under the age of 18 years, utilize the Motorcycle facilities of the Club.
- (b) Honorary members shall not hold any office in the Club other than the office of Patron as aforesaid nor vote at any meeting of Members of the Club or to be present at any such meeting nor be entitled to nominate any person for membership of the Club.
- (c) The Board shall have the power to cancel the Honorary Membership of any person at any time and without assigning any reason.

FAMILY MEMBERS

15. (i) Shall consist of those members of the Family of an Ordinary Member nominated by the Ordinary Member as Family Members and who have accepted such nomination in writing. Family Members may only comprise: -
- (a) The spouse or partner of the Ordinary Member; and or
 - (b) The children of the Ordinary Member who are under the age of 18 years.
 - (c) Children ordinarily resident in the household of the Ordinary Member who are under the age of 18 years.
- (ii) The Family Membership of such child shall automatically cease upon the child attaining the age of 18 years.
- (ii) Family Members shall not hold any office in the Club other than the office of Patron as aforesaid nor vote at any meeting of Members of the Club or to be present at any such meeting nor be entitled to nominate any person for membership of the Club.
- (iii) The Board shall have the power to cancel the Family Membership of any person at any time and without assigning any reason.

PATRONS

16. At any Annual General Meeting a Patron or Patrons may be elected provided, that at no time shall the total number of Patrons be more than three (3). Patrons shall continue to hold office until death, resignation, or removal from office at a General Meeting of the Club.

CESSATION OF MEMBERSHIP

17. A member at any time by giving notice in writing to the Secretary may resign his membership of the Club but shall continue to be liable for any entrance fee or annual subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding two dollars (\$2.00) as a member of the Club.
18. Every person ceasing to be a member of the Club whether by retirement expulsion death, neglecting to pay the entrance fee or the subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for all monies due or payable under the provisions of Clause 70 of the Constitution.

ENTRANCE FEES AND SUBSCRIPTIONS

19. (a) That the annual subscription shall be for the period 1st January to

31st December in each and every year.

- (b) The Entrance Fees, Annual Subscriptions and other Annual Fees or charges payable by any class of members the amount thereof and at the time and manner of payment thereof and all other matters pertaining thereto not specially provided by the Constitution shall be such as shall from time to time be prescribed by the Board provided that the Annual Subscription shall not be less than Two Dollars (\$2.00) payable by members annually in advance.
 - (c) Entrance Fees and Annual Subscriptions and any other fees or charges payable annually shall be payable in advance in full or according to the provisions of the By-Laws or other decisions of the Board.
20. If any Fee or Call or Charge or any installment thereof shall remain unpaid for a period of one month after it becomes due the member concerned shall be notified by the Secretary in writing of the default and if the sum due still remains unpaid for a further period of fourteen (14) days after the date of issue of the Default Notice then the Board may debar such member from all privileges of membership and his name shall thereafter be removed from the Register. The provisions of Clause 40 shall not apply to any such resolution.
- Any member who fails to pay his annual subscription by the 1st February in each and every year shall forthwith and automatically cease to be a member of a club.
21. The Board may at any time or times suspend the payment of Entrance Fees either generally or in respect to individual cases and shall have discretionary power to fix and determine or waive the Entrance Fee chargeable to any member under any special circumstances that may arise.

DIRECTORS

22. The business and affairs of the Club shall be managed by the Board of

Directors consisting of a President, Vice-President, Treasurer, Secretary, Race Secretary.

23. (a) No person shall be qualified to be a Director who is not an ordinary member or life member of the Club.
- (b) No employee of the Club shall be entitled to be a Director of the Club.
24. The Board of Directors shall be elected by ballot by those members of the Club entitled to vote at General Meetings thereof in the manner following: -
- (a) Nominations for the election of all offices on the Board shall be made in writing, signed by two members entitled to vote and with the consent of the nominee endorsed thereon.
- (b) The said nominations must be lodged with the Secretary not less than 28 days prior to the date fixed for such General Meeting. The Secretary shall immediately upon receiving a nomination post the name of the Candidate and his proposers on the notice board.
- (c) If there should be no greater number of nominations for such office than vacancies to be filled the Chairman at such General Meeting at which the election is to take place shall declare those nominated for such office duly elected.
- (d) If the number of candidates nominated for any office should be fewer than the number of vacancies to be filled the Chairman at such General Meeting shall declare those nominated for such office duly elected and the members present at such meeting and entitled to vote shall proceed to nominate and elect in the manner determined by such meeting, members duly qualified to fill the vacancies for such office not already filled provided however that no member may be nominated at such meeting unless either prior thereto or at the meeting he has signified his consent to accept such nomination.
- (e) Once a candidate for election has been declared elected to a position that candidate shall be ineligible for election to any other position on the Board.
- (f) If there be more candidates for any such office than vacancies to be filled, the election shall be by ballot of members entitled to vote as hereinafter provided.
- (i) The Board shall appoint a Returning Officer and scrutineers, none of whom shall be an Officer of the Club or a candidate for

- election as an Officer of the Club.
- (ii) The Secretary shall complete the Electoral Register thirty (30) days prior to the date of such General Meeting. The Electoral Register shall show: Members name, address, membership number. The Secretary shall ensure such Electoral Register is maintained in an up to date condition up until the time the poll is closed.

VOTING AT THE AGM

25. The Declaration of the Poll for the election of members to the Board of Directors and where necessary the conduct of any ballot for the election of members to the Board of Directors shall be made by the Chairperson at the Annual General meeting and shall take place in the following order of positions: -

- (i) President
- (ii) Vice President
- (iii) Secretary
- (iv) Treasurer
- (v) Race Secretary

Provided however in the event of a Board position failing to be filled the Chairperson may proceed to the declaration of the poll or the conduct of a ballot for the following position: -

The Ballot

The Ballot for all elected positions shall be by way of secret ballot with members costing their vote on ballot papers each of which shall bear the initials of the Returning Officer.

Returning Officer

The ballot shall be conducted on the first "past the post system" with the eligible candidate receiving the greatest number of votes being declared elected. In the event of two or more candidates receiving the equally highest number of votes, a further ballot between those candidates only shall be conducted and the candidate receiving the greatest number of votes shall be declared elected. In the event of there being a further equality of votes between the candidates receiving the highest number of votes, those candidates shall draw straws with the candidate drawing the longer straw being declared elected.

PROXIES

26. Each member shall be entitled to appoint another member or duly appointed delegate of a member as a proxy by notice given to the Secretary no later than

24 hours before the time of the meeting in respect of which the proxy is appointed. No member or duly appointed delegate of a member may hold more than one proxy vote. The notice appointing the proxy shall be in the following form:

FORM OF APPOINTMENT OF PROXY

I..... being the member Secretary
(full name)

of the
(full name of Association Branch)

being a member of the Nowra and District Motorecycle Club Ltd, hereby

appoint..... of.....
(full name of proxy) (address)

being a delegate of a member of that incorporated body, as my proxy vote for me

on my behalf at the annual general Meeting of the Federation to be held on the

..... day of 20.. and at any adjournment of the meeting.

My proxy is authorised to vote on the following motions: -

.....
.....
.....
.....

.....
Signature of member
Appointing proxy

.....
Name of Member
(please print)

Date:.....

VACANCIES IN BOARD OF DIRECTORS

26. The office of a Director shall become vacant if the member: -
- (a) Ceases to be a Director by virtue of the Act.
 - (b) Becomes bankrupt or makes any arrangements or composition with his creditors.
 - (c) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (d) Becomes prohibited from being a Director of a Company by reason of any order made under the Act.
 - (e) Resigns his office by notice in writing to the Club.
 - (f) For more than three months absent without permission of the Board from meetings of the Board held during that period.
 - (g) Holds any office of profit under the Club.
 - (h) Ceases to be a member of the Club or is suspended from membership of the Club as provided in this Constitution or
 - (i) Fails to declare the nature of his interest in a contract or office or property as required by Law.
27. (a) If any Director shall die or shall cease to be qualified under the provisions of Clause 26 hereof the Board may appoint a successor to hold office until the next election by a General Meeting and until such appointment is made the continuing members of the Board may act notwithstanding such vacancy.
- (b) The Club may by special resolution carried at an Extraordinary General Meeting remove any Director or all the Directors before the expiration of his or their period of office and appoint another or other Director or Directors as the case may be in his or their place. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.

POWERS AND DUTIES OF THE DIRECTORS

28. The business and general affairs of the Club shall be under the management of the Board of Directors which shall have full control of the property of the Club and absolute authority subject to the Constitution regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect to the Club except insofar as is otherwise expressly provided by this Constitution. In particular but without derogating from the general powers hereinbefore conferred the Board shall have power from time to time
- (a) To appoint from among its members or from members of the Club sub-committees for any purpose whatever which from time to time it may think desirable to delegate to any such sub-committee such powers as it may think fit and any such appointment or delegation from time to time to revoke or alter. Unless otherwise specified in the minute of the Directors appointing the sub-committee the quorum of all Sub-committees shall consist of a majority of the members of such sub-committees.
 - (b) Subject to Clause 54 to make such by-laws or rules not inconsistent with the Constitution of the Club as in the opinion Of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effects and property and for the convenience comfort and well-being of the members of the Club and to a-mend or rescind from time to time any such by-laws and rules.
 - (c) To enforce the observance of all by-laws and rules by suspension from enjoyment of Club privileges or any of them or otherwise as the Board thinks fit.
 - (d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
 - (e) To engage appoint control remove discharge suspend and dismiss such managers secretaries officers solicitors accountants surveyors bankers clerks representative agents and servants or other employees in respect to permanent temporary or special services as it may from time to time think fit and to determine the duties pay salaries emoluments or other remuneration but no payment or part payment of any Secretary/Manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
 - (f) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (g) To secure the fulfillment of any contract or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as

may be thought fit.

- (h) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (i) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques bills of exchange promissory notes and other documents or instruments.
 - (j) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
 - (k) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders provided that the approval of the members be obtained at a General or Extraordinary General Meeting to the spending of any amount of great magnitude such as for extensions.
 - (l) To sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to let any property of the Club and with the sanction of a General Meeting of the Club to lease demise exchange or sell all or any of the lands and buildings or any other property or rights to which the Club may be entitled from time to time.
 - (m) To fix the maximum number of each class of members who may be admitted to the Club.
 - (n) To impose any restrictions or limitations on the rights and privileges of all classes of members and guests relating to the use by them of the Club premises and/or any amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.
29. All acts done at any Board Meeting or by any persons acting as Director

shall notwithstanding that it shall afterwards be discovered that there was some defect in the election of such Director or Directors or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

30. No Director shall receive any remuneration for his services in his capacity as a Director.
31. In accordance with Section 191 of the Corporations Law every Director who has a material personal interest in a matter that relates to the affairs of the company must give the other directors notice of the interest unless Section 191 (2) says otherwise; or

MEETINGS OF THE BOARD

32. (a) The Board shall meet at least once in every month for the transaction of business. Minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The President may at any time request and the Secretary shall upon the request in writing of three Directors convene a meeting of the Board.
- (b) The President of the Club shall be entitled to preside at all meetings of the Board, in his absence the Vice-President shall be entitled to preside. Should neither the President or Vice-President be present within fifteen (15) minutes of the time fixed for the meeting or being present should none of them be willing to preside the meeting shall elect a member of the Board to be Chairman of the meeting the Secretary taking the chair for the purpose only of the election but without the right to vote unless he is a member of the Board. Any person excepting the Secretary acting as Chairman of the meeting of the Board shall have the same voting powers as are provided in Clause 48 of the Constitution.
- (c) A majority of the Directors shall constitute a quorum. If a quorum be not present within fifteen (15) minutes of the time fixed for the meeting it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting the members present shall be a quorum.
33. Subject to the Constitution questions arising at any meeting of

the Board shall be decided by a majority of votes and a determination by a majority of members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

GENERAL MEETINGS

34. The Annual General Meeting of the Club shall be held at such time and place as shall be determined by the Board provided always that an Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the date of the last preceding Annual General Meeting.
35. In addition to the Annual General Meeting referred to in paragraph 34 the Club shall convene bi monthly general meetings to be held on such day of every second months as the Board may from time to time determine. All other general meetings shall be called Extraordinary General Meetings.
36. An extraordinary General Meeting may be called on any date by the President or the Board and shall be called by the Secretary upon receipt by him of a requisition which need not be in one document signed by not less than thirty ordinary members stating the business to be considered. The date of such meeting shall be within forty (40) days of receipt of such requisition. Provided that if such meeting is not called within fourteen (14) days of receipt of the requisition the requisitionists or a majority of them may themselves call the meeting and for that purpose shall have access to the Register of Members and any other records necessary for the purpose of calling meetings of members.

NOTICE OF GENERAL MEETINGS

37. (a) Every notice convening an Annual General or Extraordinary General Meeting shall specify the place and the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by this Constitution or the Act.
- (b) Every notice convening such a General Meeting shall be given in the manner prescribed by Clause 63 hereof to those members who are entitled to attend and vote at General Meetings under the provisions of this Constitution.
- (c) The period of notice with respect to General Meetings shall be as

follows:-

- (i) At least twenty-one (21) days in respect of Ordinary General Meetings and such Extraordinary General Meetings as are convened for purposes other than those requiring the passage of a special resolution.
 - (ii) At least twenty-eight (28) clear days in respect of Extraordinary General Meetings convened for the purpose of passing a special resolution.
 - (iii) A notice shall be posted by the Club to all members with the invitation to renew membership, of the date of the Annual General Meeting and advising where Nomination forms for candidates for the Board of Directors are available including the closing date for such nominations. The Notice shall also advise closing date for Notices of Motion.
38. Neither the accidental omission to give notice of a meeting to nor the non-receipt of a notice of a meeting by any member nor the omission to post a copy on the notice board shall invalidate the proceedings at any meeting.

QUORUM FOR GENERAL MEETINGS

39. At any Ordinary or Extraordinary General Meeting called by the President or the Board six (6) members entitled to be present under this Constitution and present in person shall be a quorum and at any Extraordinary General Meeting called on or by the requisition of members twenty five (25) members entitled to be present under this Constitution and present in person shall constitute a quorum. If a quorum be not present within fifteen (15) minutes of the time fixed for an Ordinary or Extraordinary General Meeting the meeting if convened on or by the Requisition of members shall be dissolved; if convened by the President or by the authority of the Board it shall be adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting the members present shall be a quorum.

PROCEEDINGS AT GENERAL MEETINGS

40. The business of an Annual General Meeting will be to receive and consider the Minutes of the previous Annual General Meeting and any Extraordinary General Meeting held since the date of the last Annual General Meeting, the Annual Report of the Board, the Income and Expenditure Account, the Balance Sheet and the Report of the Auditor. Elect Directors in accordance with Clauses 24 and 25. All other business transacted at the Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special. Notices of Motion for Special Resolutions to be considered for inclusion in the Agenda of an Annual General Meeting must be received by the Secretary at least sixty (60) days prior to the date set down for that Meeting.
41. The President of the Club, or in his absence the Vice President, shall preside as Chairman at every General Meeting. If either is not present within thirty (30) minutes after the time appointed for the holding the meeting, or is unwilling to act as Chairman, the members shall choose one of the Directors and if no Director be present or if all the Directors present decline to take the chair, then the members shall choose one of their own number to be Chairman following the same procedure as provided in Clause 32(b) of the Constitution for the appointment of a Chairman at a meeting of the Board.
42. Every question submitted to a General Meeting of the Club or to any meeting of the Board or any sub-committee may be decided in the first instance by a show of hands and in The case of equality of votes the Chairman shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.
43. At any General Meeting unless a poll is demanded by the Chairman or by at least five (5) members present and entitled to a vote at the meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
44. If a poll is demanded as aforesaid it shall be taken in such manner and

at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.

45. The Chairman of a General Meeting 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 left unfinished at the meeting from which the adjournment took place
46. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
47. Any General Meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given.

VOTES OF MEMBERS

48. (a) Full Members and Life Members only are entitled to attend meetings and vote
- (b) No member other than a Life Member shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless he shall have paid all instalments of entrance fee and annual subscription and all other monies due to the Club at the time of such meeting.
49. No employee of the Club shall be entitled to vote at any meeting of the Club.

DISCIPLINARY CITATIONS

50. (a) If any member shall willfully refuse or neglect to comply with the provisions of the Constitution or any Rule or By-Law of the Club or shall be guilty of any conduct of which in the opinion of the Board of Directors is unbecoming of a member or prejudicial to the interest of the Club the Board of Directors shall have power to reprimand, fine, suspend, or expel such member from the Club. Provided however that at least seven days before the meeting of the Board of Directors at which a resolution to reprimand, fine, suspend, or expel such member is passed, the member shall have had notice in writing of such meeting and of what is alleged against him..
- At such meeting and before the passing of such resolution, the member shall have an opportunity to give orally or in writing any explanation or defence he may think fit. Provided that no member shall be expelled from the Club unless the resolution for his expulsion is passed by a majority of two thirds of those members of the Board of Directors present and voting.
- (b) Any member expelled pursuant to this Constitution shall forfeit all subscriptions previously paid by him and shall cease to have any right or claim in or to any property of the Club.
- (c) Provided that where in the opinion of the Secretary any member may have been guilty of such refusal or neglect or such conduct as hereinbefore referred to, then the Secretary may at the time of giving notice to the member of the meeting at which a resolution to reprimand, fine, suspend or expel is to be put, suspend such member until such time as the meeting has been held, provided that such meeting shall be held within the period of fourteen (14) days from the date of such suspension.
- (d) Provided further that where in the opinion of the Secretary a member has been guilty of such refusal or neglect or such conduct as hereinbefore referred to and where in the opinion of the Secretary it is appropriate for such a member to be suspended for a period not exceeding one calendar month then the Secretary may suspend the member for a period which shall not exceed one calendar month. Any member who is so suspended by the Secretary may give notice in writing to the Secretary that he requires the matter to be dealt with by the Board of Directors whereupon the member shall be dealt with according to the provisions of Clause 50(a).

51. No appeal whatsoever shall lie from the decision of the Board of Directors nor shall any member reprimanded, suspended or expelled or upon whom a fine has been imposed have any right of action whatever at law or in equity or other remedy whatsoever against the Club or the Board of Directors or any member thereof by reason of such reprimand, suspension, expulsion or fine or by reason of any act done or notice given prior to or consequent on or incidental to the same.
52. Should a member incur any debt to the Club or to the Club's staff or servants or persons under contract to the Club (which debt is not covered by the provisions of Clause 19 hereof) and fail to discharge such debt upon request in writing by the Secretary he may by resolution of a meeting of the Board be suspended or expelled provided that before so resolving the Board shall give the member concerned seven (7) days notice of its intention to take such course but the provisions of Clause 5¹ shall not apply.
53. No appeal whatsoever shall lie from the Board in respect of such reprimand, suspension or expulsion nor shall any member so reprimanded, suspended or expelled have any rights of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, suspension, expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.

BY-LAWS

54. (a) Any By-Laws made under this Constitution shall come into force and be fully operative upon the posting of an appropriate notice containing such By-Laws Rules on the Notice Board for seven (7) days.
- (b) The Club in general meeting may revoke and disallow any such By-Law Rule.
- (c) Neither the revocation or disallowance by the Club in general meeting of any By-Law nor the knowledge that it might take place nor its amendment or recession by the Board shall invalidate any act by the Board or by an officer or servant of the Club prior to such amendment or recession.

MINUTES

55. The Board shall cause minutes to be kept by the Secretary in books provided for that purpose:
- (a) of all appointments of officers made by the Club in general meeting or the Board:

- (b) of the names of the Directors present and voting at each meeting of the Board;
- (c) of the number of members present and voting at general meetings of the Club;
- (d) of all resolutions and procedures at all meetings either of the Club or the Board.

FINANCIAL YEAR

56. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year.

ACCOUNTS AND AUDIT

57. The Board shall cause correct accounts and books to be kept showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature and showing in particular and without limiting the generality hereof:
- (a) All sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place.
 - (b) All sales and purchases of goods by the Club.
 - (c) The assets credits and liabilities of the Club.
58. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.
59. (a) The Board shall cause to be prepared and submitted to a meeting of the Board at least once in every three months a statement and the regulations in relation to each aspect of the Clubs Activities of the receipts of and payments made by the Club during such period. This statement shall be displayed on the Notice Board within forty-eight (48) hours of it having been presented to the Board together with any resolution of the Board in relation thereto. The statement shall be so displayed for a continuous period of at least fourteen (14) days.

- (b) The Board shall comply with the provisions of the Law and once in every year cause to be prepared a balance sheet as at the end of the Clubs financial year which balance sheet and income and expenditure account shall together with the report of the Board and the auditor's report be laid before the Annual general meeting of the Club as provided by Clause 40 of the Constitution.
- (c) The report of the Board referred to in the foregoing clause
- (i) shall include statements showing:
 - (ii) The amount written off for depreciation.
 - (iii) The amount if any which the Board proposes to transfer to the reserve fund or funds of the Club.
 - (iv) The number of members of each class registered in the Register of Members at the date of the preparation of this report.
 - (v) The names of the Directors.
- (d) A copy of the balance sheet auditor's report and income and expenditure account accompanied by a copy of the report of the Board shall be posted to every member other than honorary members at least seven (7) clear days before the date of the general meeting at which the said accounts and reports are to be presented.
60. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

SEAL

61. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of members of the Board authorised by the Board in that behalf, and every instrument to which the Seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

AUDIT

62. A properly qualified Auditor or Auditors shall be appointed and may be removed as provided in the Corporations Law. His or their remuneration shall be fixed and duties regulated in accordance with the Law and Clause 60 of this Constitution.

NOTICES

63. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address) to the address, if any, supplied by him to the Company for the giving of notices to him or by sending it by facsimile transmission to a facsimile number nominated by the Member for the purpose of service notices on the Member. When a notice is sent by post, service of the notice shall be deemed to be effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
64. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- (a) Every member except those members who (having no registered address) have not supplied to the Company an address for the giving of notices to them; and
 - (b) The Auditor or Auditors for the time being of the Company.

WINDING UP

65. The provisions of Clause 71 of this Constitution relating to the winding up or dissolution of the Company shall have effect and be observed.

Officers: Indemnities and Insurance

66. (1) Indemnities:

To the extent permitted by law:

- (a) every person who is or has been an Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company against any liability for costs and expenses incurred by that person in defending any Proceedings in which judgement is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any Proceedings in which the Court grants relief to the person under the Corporations Law; and
- (b) every person who is or has been an Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company against any liability to another person (other than the Company or a related body corporate of the Company) where the liability is incurred by the Officer in his or her capacity as an Officer of the Company or a subsidiary of the Company PROVIDED THAT this indemnity shall not apply where the liability arises out of conduct involving a lack of good faith.

(2) Insurance:

To the extent permitted by law the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Company or of a subsidiary of the Company against a liability:

- (a) incurred by the person in his or her capacity as an Officer of the Company or a subsidiary of the Company PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of the Company or a contravention of section 232(5) or (6) of the Corporations Law; or
- (b) for costs and expenses incurred by that person in defending proceedings, whatever their outcome.

(3) Interpretation:

In Clauses (1) and (2) above:-

- (a) the term "proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as an Officer of the Company or of a subsidiary of the Company (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a subsidiary of the Company).
- (b) The term "officer" has the meaning given to that term in section 241(4) of the Corporations Law and includes every member of the Board.

CONSTITUTIONAL OBJECTS

7. The objects for which the Club is established are:-

- (a) To provide race tracks and motor cycle facilities in the Shoalhaven area in the State of New South Wales and to lay out and prepare construct and maintain such race tracks and motor cycle facilities for motor cycle activities and other purposes of the Club and to provide construct alter and maintain Clubhouses, pavilions and other conveniences in connection therewith.
- (b) To encourage, foster and promote the sport of motor cycle racing and competitions, and pastimes as the Club shall deem expedient in the Shoalhaven and surrounding district.
- (c) To hold or arrange motor cycle racing and activities, competitions and tournaments and to provide, or contribute towards the provision of prizes, trophies, awards and distinctions.
- (d) To provide for members and members' guests at motor cycling activities all the usual facilities of a club including residential and other accommodation, liquid and other refreshments libraries and provision for sporting musical and educational activities and other social amenities.

- (e) To subscribe to, become a member of and co-operate with any other Club, Association or Organisation, whether incorporated or not whose objects are altogether or in part similar to those of the Club or the establishing or promotion of which may be beneficial to the Club provided that no subscription be paid to any such other Association or Club out of the funds of the Club except bonafide in furtherance of the objects of the Club.
- (f) To raise money by entrance fees and subscriptions and to grant rights and privileges to subscribers and to make rescind annul alter or vary rules and regulations as to eligibility for admission to and duration (including life membership) determination and suspension of membership of the Club; entrance fees and subscriptions payable in respect of such membership; honorary members and visitors; the rights and privileges to be accorded to and the qualifications restrictions and conditions to be attached to the members of the Club; arrangements with any other clubs; or associations for reciprocal concession or otherwise; committees of members in connections with the management of the Club; the appointment removal qualification duties functions powers and privileges of members of such committees and generally to manage the affairs of the Club and to do whatever may seem best calculated to promote the interests of the Club.
- (g) In furtherance of the objects of the Club to buy sell and deal in all kinds of apparatus and all kinds of provisions and refreshments liquid and solid required by persons frequenting the Club's grounds or premises.
- (h) To carry on the business of caterers for the purpose of supplying refreshments liquid or solid to persons using or to visitors to the clubhouse grounds and premises of the Club and to apply for and take out and hold licences for the conduct of such business.
- (i) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real or personal and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to the terms of such trusts.
- (j) To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Club's objects or any of them and to obtain from any such Government or authority any rights privileges and concessions which the Club may think it desirable to obtain and to carry out, exercise and comply with

any such arrangements, rights, privileges and concessions.

- (k) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (l) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurances; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (m) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (n) To invest and deal with the monies of the Club not immediately required in and upon such securities and investments and upon such terms and conditions as may from time to time be determined and from time to time vary, renew and realise upon such securities and investments.
- (o) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off any such securities.
- (p) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (q) In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club always that notwithstanding anything herein contained or implied no portion of the premises of the Club shall be leased.
- (r) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchases and others.

- (s) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
 - (t) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies, clubs or associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of Clause 68 of this Constitution.
 - (u) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, clubs, or associations with which the Club is authorised to amalgamate.
 - (v) To enter into a guarantee or bond for the benefit of the Club and indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for the purpose to give mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club.
 - (w) To establish support or aid in the establishment and support of associations funds trusts and conveniences calculated to benefit the members of the Club or the dependents or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.
 - (x) To make donations for patriotic or charitable purposes.
 - (y) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.
- AND IT IS HEREBY DECLARED that in the interpretation of this Clause the meaning and effect of any object shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that the Clause is to be construed so as to widen and not restrict the powers of the Club.

- 68. The income and property of the Club whencesoever derived, shall be applied solely towards the promotion of the objects of the Club set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Club. Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of the Club or to any member of the Club or other person, in return for any services actually rendered to the Club, nor prevent the payment of interest on money borrowed from a member of the Club for any of the purposes of the Club.
- 69. The liability of the members is limited.
- 70. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Club contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves, such amount as may be required, not exceeding two dollars (\$2.00).
- 71. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the 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 to an extent at least as great as is imposed on the Club under or by virtue of Clause 68 hereof, 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 chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire Jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
- 72. The registered office of the Club shall be situated at 84 Plunkett Street Nowra in the State of New South Wales or such other place in the said state as the Board may from time to time determine.

MISCELLANEOUS

- 73. Any heading attached to any of this Constitution shall not affect the construction.