

Constitution of the Bendigo Flying Club

Corporations Act, 2001

A public company limited by guarantee

A.C.N. 006 091 443

Victa Road
Bendigo Airport
Bendigo
Victoria
Australia 3550

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1. Interpretation

- (a). In this Constitution unless the contrary intention appears:
- i. The Act refers to the Corporations Act (Cth) 2001
 - ii. A word or expression that is not defined in this Constitution but defined in the Act has if the context permits, the meaning given by the Act
 - iii. The Auditor means the company auditor
 - iv. Club means the Bendigo Flying Club
 - v. Committee means the committee of management of the Club
 - vi. Committee member means a member of the committee who is not an officer of the Club
 - vii. Officer of the Club; President, Vice President, Treasurer and Secretary
 - viii. General meeting includes Annual General Meeting
 - ix. Financial year means the year ending 30 June
 - x. Office means the registered office for the time being of the Club
 - xi. Special resolution means a resolution carried by at least seventy five (75%) of members present at a General Meeting including the Annual General Meeting
 - xii. In writing and written include printing, typing, lithography and other modes of reproducing words in visible form in the English Language
- (b). Where the Constitution, by-laws or rules of the Club conflict with the laws of Australia, the laws of Australia shall take precedence.

2. Replaceable rules

The replaceable rules in the Act do not apply to the Club.

3. Objects

The objects for which the company is established are:

- (a) To undertake all matters pertaining to the successful operations of a flying club and to do all things necessary to promote flying in the Bendigo region.
- (b) To foster flying in the Central Victoria area by maintaining and conducting a club of non political nature and to provide a Club House, Airport facilities

and other conveniences for the use and recreation of the members at such a place or places decided by the members.

- (c) To provide general flying activities both social and commercial.
- (d) To provide and or organize flying instructions and to train students to obtain a satisfactory standard of flying.
- (e) To affiliate with the Royal Federation of Aero Clubs.

Solely for the purpose of carrying out the aforesaid objects and not otherwise

- (f) To purchase, lease, take, exchange, hire or otherwise acquire any real or personal property and other rights and privileges necessary for the purposes of the Club.
- (g) To hold and arrange competitions and provided or contribute towards the provision of prizes, awards and distinctions in connection therewith.
Provided: that no member of the Club shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Club.
- (h) To subscribe to, become a member of and corporate with or amalgamate with any other companies, clubs or organizations whether incorporated or not whose objects are similar to the Club. Provided that the Club shall not subscribe to or support with its funds or amalgamate with any clubs or organizations which does not prohibit the distribution of its income and property among its members to an extent that as great as that imposed by the Club under or by virtue of Clause 29 of this Constitution.
- (i) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquids and solid, required by the members of the Club or persons frequenting the Club's premises.
- (j) To purchase, take on lease or in exchange, the hire and otherwise acquire any lands, buildings, easement or property, real or personal and nay rights of privileges which may be requisite for the purpose of or capable of being conveniently used in connect with, any of the objects of the Club. Provided that in the_case the Club shall take or hold any property which may be

subject to any trust of the Club shall only be deal with the same manner as it is allowed by law regard to such trusts.

- (k) To enter into any arrangements 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.
- (l) 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.
- (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 money of the Club not immediately required in such a manner as may be permitted law for the investment of trust funds.
- (o) To borrow or raise or secure the payment of money in such manner as the Club may think fit and secure the same or repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into 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 such securities.
- (p) To make, draw, accept, endorse, discount, execute and issue promissory notes, bill of exchange, bill of lading and other negotiable or transferable instruments.
- (q) 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.

- (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 purchasers and others.
- (s) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the provision in Object No. 10.
- (t) To take steps by professional or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club in the shape of donations, annual subscription or otherwise.
- (u) To print and publish (electronic or hard copies) any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (v) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Club is authorized to amalgamate.
- (w) To transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the companies, institution, societies or associations with which the Club is authorized to amalgamate
- (x) To make donations for patriotic or charitable purposes
- (y) The income and property of the Club, whencesoever's derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Club Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or to any member of the Club in return for services actually rendered to the Club or for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution on

money borrowed from any members of the Club or reasonable and proper rent for premises demised or let by any member of the Club.

- (z) No addition, alterations or amendment shall be made to or in the Constitution for the time being in force, unless the same shall have been previously submitted and approved by the members of the Club and ASIC.
- (aa) The liability of the members is limited
- (bb) Every member of the Club undertakes to contribute to the property of the Club, in the event of the same being wound up while he is a member, or within a year after he ceases to be a member for the payment of debts and liabilities of the Club (contracted before he ceases to be a member) and for the costs, charges and expense of winding up and for the adjustment of the right of contributions among themselves, such amount as may be required, not exceeding one hundred dollars (\$100.00)
- (cc) If upon 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 or distributed among the members of the Club, but shall give or transferred to some other institution or institutions having objects similar to the objects of the Club, and whose constitution shall prohibit the distribution of its income or their income and property among its or their members to an extent at least great as is imposed on the Club under or by the virtue of Object 27 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 application to the Supreme Court for determination.
- (dd) True accounts shall be kept of the sums of money received and expended by the Club and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Club; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution of the time being in force shall be open to the inspection of members. Once at least in every year, the accounts of the Club shall be

examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the Act.

4. Membership

- (a) Ordinary members being men and women interested in flying that shall be entitled to all the privileges of the Club. Subject to majority decision of the Committee, the Club may elect vary the classes of memberships.
- (b) Persons of distinguished positions or attainments and members of distinguished attainments who have rendered special services to the Club may be elected honorary life membership by the Club at a general meeting.
- (c) Members by those present at an Annual General Meeting and such persons so elected shall be entitled to vote and be elected an officer of the Club or member of the Committee.
- (d) The Club may sponsor junior pilots and junior student pilots being men and women not of the full age of eighteen years. Provided that the rights and privileges so conferred on such junior pilots and junior student pilots do not violate any of the provisions of this Constitution, Club by-laws or any provisions of the Victorian Liquor legislation.

5. Membership Fees

- (a) The entrance fees and annual subscriptions payable by members of the Club shall be such as the Committee shall from time to time prescribe.
- (b) All annual subscriptions shall become due and payable in advance on the first day of the Club's financial year. The Committee may at its discretion, charge members joining after the commencement of the financial year such proportion of the annual fee as it may think fit. The Committee may at any time or times suspend the payment of entrance fees.
- (c) In the event of an application being refused admission to membership, the entrance fee and/or annual subscription so paid shall be refunded.
- (d) If the membership is unpaid for the first 60 days, the Treasurer shall send a reminder notice.

- (e) Any member whose annual subscription remains unpaid after three calendar months of becoming due shall cease to be a member of the Club subject to Clause (d) hereof being complied with but shall remain legally liable for any commitments, financial or otherwise to the Club.
- (f) The Committee may reinstate a member of satisfactory grounds being shown for the failure of payment.

6. Admission of New Members

- (a) Only persons of age 18 years or over shall be qualified to be admitted as an ordinary member of the Club.
- (b) Every candidate for membership of the Club must be nominated by a proposer and seconder, both of whom are members of the Club. Every application for membership shall be made on the membership form prescribed from time to time. Applications for membership of the Club must be accompanied by a remittance of the entrance fee and the annual subscription fee due.
- (c) Election for membership of the Club shall be by Committee, who shall vote by ballot, if necessary. Until the member is accepted or rejected by the Committee, the membership remains as a provisional membership. After the results of the election of membership by the Committee, the Secretary shall notify the member of the Committee's decision within 14 days of the decision being made.
- (d) A record of membership shall be kept by the secretary of the Club. This record may be kept in hardcopy format or as an appropriately secure computer file. Upon admission to the Club the new member's name shall be entered in this record by the secretary. The membership list will include; the name and mailing address, contact telephone numbers, type of membership, email address and date of admission to the Club.

7. Rights, Obligations and Term of Membership

- (a) Subject to the express provisions of this Constitution and to any by-laws for the time being in force, all members of the Club shall be entitled at all times to use in common all the premises and property of the Club.

- (b) Every member shall be entitled (subject to any by-laws for the time being in force) to all the rights and be subject to all the duties of a member of the Club, including the right to be elected as an officer of the Club, or to attend or vote at any General Meeting. Every member may attend committee meetings of the Club but if the Committee is discussing confidential or controversial matters it may exclude members for that part of the Committee meeting as it deems fit.
- (c) Eligibility to the Committee of the Club and provided further that no member who is a full time paid employee of the Club or a full time permanent paid Director of any company holding a flying school licence shall be entitled to nominate for the position of office bearer for the Club.
- (d) Notwithstanding any of the provisions of the Constitution it is hereby provided that the sale, supply or consumption of alcohol on the premises of the club shall be strictly in accordance with liquor licensing legislation and any other legislation or regulation made pursuant to an Act of Parliament or lawful proclamation.
- (e) No member whose subscription is 30 days in arrears shall be entitled to vote at any meeting of the Club.
- (f) No member shall use or allow to be used the name of the Club or information on the membership register in any advertisement, prospectus or business announcement other than as the holder of the Club's certificate or awards. The name or address of the Club shall not be given by a member as his address or otherwise for the purpose of identification in connection with legal proceedings.

8. Rights of Guests

- (a) No guest is to be on the premises or property on the Club except under such conditions as from time to time prescribed by the Committee.
- (b) The supply of alcohol to a guest in the Club premises shall be only on the invitation of the Club and in the company of a member. It is hereby expressly provided that the limitations imposed by this Constitution on members shall apply to each and every guest of the Club.

9. Termination of Membership

- (a) In the event of:-

- i. any member being charged by the Committee with conduct which the Committee consider prejudicial to the interests of flying, another member or members, or the Club, or;
 - ii. a grave breach of the rules by a member of the Club, or;
 - iii. Conduct on the part of a member rendering it, in the opinion of the Committee, desirable that the person should cease to be a member, that member may be called before the Committee for an explanation and failing a satisfactory explanation, may be cautioned, suspended, invited to resign or be expelled. In addition to the penalties incurred under any competition rules, additional penalties may be inflicted as provided above.
- (b) The Committee shall be specifically summoned to consider questions under any of the preceding provisions and notice shall be sent to the member at least seven days prior to the meeting. Before coming to a decision the Committee shall hear any evidence or explanation which such member may desire to give, together with any evidence in support of such explanation tendered by him. No member shall be cautioned, suspended, required to resign or expelled unless the resolution be carried by at least two thirds of the members of the Committee present, provided always, in exercising its powers, the Committee will have regard to the principles of natural justice.
- (c) In the event of a member being dealt with under the provisions of the preceding clause there shall be no refund of any entrance fee or subscription.
- (d) Any member expelled, suspended or otherwise dealt with by the Committee in accordance with these provisions, or otherwise ceasing to be a member of the Club may have a right of appeal to a Special General Meeting of the Club. A member so appealing shall within a period of thirty (30) days hand to the secretary a requisition in terms of these regulations calling such Special General Meeting. In the event of an appeal being lodged within the stipulated time, the order of the Committee shall be suspended until such appeal is dealt with.
- (e) Any member wishing to resign his membership shall give notice in writing of his intention to the secretary and shall be effective from the date received by the Club or secretary, whichever is the first event. The resolution dealing with the

member must be confirmed by not less than two-thirds of the members, otherwise the resolution lapses.

10. Notification to members

Any communications to members shall be delivered to such members personally or sent to the address given on the application form for admission including by email unless the secretary is otherwise directed in writing and any notice sent by post to such address or by email shall be deemed to have been duly delivered. In providing service by post it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into a post office or postal letter box.

11. Membership of Committee of Management

- (a) The Committee of Management shall consist of no more than 10 members, at least four of whom will be Office Bearers and one shall be involved in flying training for the Club and the rest general Committee Members. The Office Bearer roles will be the President, Vice-President, Secretary, and Treasurer.
- (b) Any club member may nominate for up to two positions as Office Bearers and also for a general committee position. In the event that a club member is elected to the first Office Bearer position that he has applied for then his application in respect of the remaining Office Bearer and a general committee position shall lapse.
- (c) Unless elected to the Committee in a capacity other than President, the Retiring President shall be eligible to be a member of the Committee in an advisory role only and as such shall not be eligible for any voting rights on the Committee. This person will be designated .Immediate Past President.
- (d) The Committee is to manage the business of the Club and to this end it is to hold meetings of at least 10 times per annum.
- (e) The initial term of appointment as a member of the Committee shall be for a year, provided however if a member is appointed to replace a member during an existing term, the term of the replacement member shall be the same as that of the member that is being replaced.

- (f) At the conclusion of their respective terms, the retiring Committee members shall be eligible for re-election provided however, that no Committee member may serve more than six consecutive terms on the Committee.
- (g) Of the members of the Committee including Office Bearers, at least 4 should hold or have held an Australian Pilot's license.
- (h) Any two members of the Club shall be at liberty to nominate any other member to serve as an Office Bearer or Committee member of the Club. Nominations must be received by the Club within fourteen days on Notice of Annual General Meeting is promulgated. The name of each member so nominated, together with the names of his proposer the seconder, shall be sent in writing to the secretary of the Club with an endorsement thereon that the nominee is willing to accept nomination. A list of the candidates' names in alphabetical order, with the proposers and seconders names shall be posted in conspicuous place in the club house when available for at least three days immediately preceding the Annual General Meeting.
- (i) Balloting list shall be prepared if necessary containing names of the candidates only in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any member of such candidates not exceeding the number of vacancies.
- (j) In the case there shall not be sufficient numbers of candidates nominated, the Committee may fill up the remaining vacancy or vacancies.
- (k) The Club may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office bearers or other members of the Committee.
- (l) The Committee shall have power at any time and from time to time to appoint any member to the Committee, either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the Committee but so that the total number of office-bearers or other members of the Committee shall not at any time exceed the number fixed in accordance with this Constitution. Any office-bearer or other member of the Committee shall hold office until the next following Annual General Meeting.

- (m) The Committee shall appoint a Returning Officer who shall examine and count the votes for the candidates in the presence of no less than three scrutineers and the Returning Officer Shall report the result to the meeting in person.

12. Role of Secretary

- (a) The secretary appointed from time to time shall have the title of Company Secretary and shall carry out the role of Company Secretary within the meaning of the Act. Refer to the Act for the role of the Company Secretary.
- (b) If a vacancy occurs in the office of secretary, the Committee shall appoint a secretary within one calendar month of the vacancy occurring.
- (c) If the Committee appoints a person to fill the casual vacancy, that person shall be part of the Committee.
- (d) The removal of the secretary shall be only in accordance with the provisions of removal of a member of the Committee.

13. Resignation, removal and casual vacancies of the Committee

- (a) All casual vacancies arising among the officers or other Committee members of the Club, including the secretary, shall be filled by the Committee. Any such officer or Committee member so appointed shall retire at the following Annual General Meeting, but shall be eligible as a candidate for election as an officer or Committee member at such Annual General Meeting.
- (b) In the absence of the President, the Vice President shall be virtue of his office act as President until the next Annual General Meeting. However, a Special General Meeting may be called in accordance with the Constitution for the election of a President for the remaining term and if needs be for other officers if the person so elected already holds another office.
- (c) The Club may at any Special General Meeting called for that purpose on or at a General Meeting provided due notice of motion has been given by a majority of two-thirds of the members voting remove any officer or member of the Committee of the Club before the expiration of his period of office and may by resolution appoint another person in his stead. The person so appointed shall

hold office during such time only as the person whose place he is appointed would have held the same if he had not been removed.

- (d) The office of a member of the Committee shall become vacant if that the member or officer-
- i. ceases to be a member of the Club;
 - ii. become bankrupt or insolvent;
 - iii. is found lunatic or becomes of unsound mind;
 - iv. sends his resignation in writing to the secretary;
 - v. absents himself from three consecutive meetings of the Committee without leave of absence;
 - vi. is indebted to the Club other than for subscriptions in any sum of money for the period of longer than three months; or
 - vii. if his office is declared vacant by resolution of a special General Meeting.
 - viii. commits a serious breach of his obligations under the Act.

14. Procedures at Committee Meetings

- (a) The Committee shall meet at such times and places as nominated by either the Committee, the President or on requisition signed by three members of the Management Committee.
- (b) The quorum of the Management Committee shall be a majority of the Committee.
- (c) The President shall be chairman of the Committee. In the absence of the President the Vice President shall be the chairman and in the absence of the President and Vice President the members of the Committee present shall have the power to elect a temporary chairman who shall hold office for the duration of that meeting.
- (d) In the event of an equality of votes of the Committee, the chairman shall have a casting vote as well as a deliberative vote.
- (e) At the start of each Committee meeting, a declaration of Conflict of Interest to the agenda items will be noted.

15. Duties and Powers of the Committee

- (a) Subject to these rules or a resolution of the members of the Club carried at a General or Special Meeting, the Committee has the general control and management of the administration of the affairs, property and funds of the Club.
- (b) The Committee has authority to interpret the meaning of this Constitution, By-laws and rules and any matter relating to the Club on which the Constitution By-laws or rules are silent, but any interpretation must have regard to the Act, including any regulation under the Act.
- (c) The Committee shall cause to be made, full and accurate minutes of its meetings and decisions including:-
 - i. all appointments of officers made by the Committee;
 - ii. all names of the Committee members present at each meeting of the Committee and of any committee; and
 - iii. all regulations and proceedings at all meetings of the Club and of the Committee, and of sub-committees.
- (d) Any minute of any meeting if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding meeting of the same body, shall be sufficient evidence without any further proof of the facts therein stated providing minutes have confirmed as being true and correct.
- (e) Subject to the Act and this Constitution, the Committee may exercise all the powers of the Club.
- (f) All cheques, promissory notes, drafts, bills or exchange and other negotiable instruments, and all receipts for moneys paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time by resolution determine.
- (g) The Committee may authorise formation of any branch or branches in any district, and any such branch may elect its own officers and branch committee, and any such branch committee shall then have authority to exercise such power in such district as the Committee may delegate to it.

16. Introduction of By-laws

- (a) The Committee of the Club shall have power from time to time to make, alter and repeal all such by-laws as they deem necessary or expedient or convenient for the

proper conduct and management of the Club, and in particular, but not exclusively, they may by such by-laws regulate :-

- i. the terms and conditions upon which honorary guests, children of members of the Club, visitors, shall be permitted to use the premises and property of the Club;
 - ii. the times of opening and closing the club-house and premises of the Club, or any part thereof;
 - iii. the rules to be observed and prizes to be played for by members of the Club playing any games on the premises of the Club;
 - iv. the prohibition of particular games on the premises of the Club entirely or at any particular time or times;
 - v. the conduct of members of the Club in relation to one another and to the Club's Employees;
 - vi. the setting aside of the whole or any part or parts of the Clubs premises for any class or classes of members, at any particular time or times or for any particular purpose or purposes;
 - vii. the imposition of fines for the breach of any by-laws or the Constitution of the Club;
 - viii. The procedure at Ordinary or Special General Meetings or of the Committee of the Club;
 - ix. and, generally all such matters as are commonly the subject-matter of Club rules.
- (b) The Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Club all such by-laws, alterations and repeals, and all such bylaws as long as they shall be in force, shall be binding upon all members of the Club Provided, nevertheless, no by-law shall be inconsistent with, or shall affect or repeal anything contained in the Constitution of the Club, and that any by-law may be set aside by a Special Resolution of a General Meeting of the Club.

17. Maintenance of Accounts

- (a) The Committee shall cause true accounts to be kept of all sums of money received and expended by the Club, and or the matters in respect of which such receipt

and expenditure takes place, and of all the property, credits, and liabilities of the Club.

- (b) The Committee shall at every Ordinary General Meeting of the Club lay before the Club a statement of the income and expenditure of the Club for the period commencing from the previous meeting, and also a balance sheet covering the same period, together with a report of the Committee as to the state and progress of the Club.

18. Sub-Committees

- (a) The Committee may appoint sub-committees and may delegate to them such power as it may think fit to prescribe in the terms of reference. Such sub-committees may include persons who are not members of the Committee or of the Club.
- (b) Sub-committees shall appoint their own chairman except where in special cases the Committee may otherwise order.
- (c) The quorum of sub-committees shall be fixed by the terms of reference.
- (d) Sub-committees shall report to the Committee and their decision shall be subject to confirmation of the Committee except in cases where the decision making power is delegated by the Committee and the sub-committee is given full power to act.
- (e) The Committee may appoint additional members to or fill vacancies on any sub-committee.

19. The Club Seal

- (a) The Committee shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Committee previously given and in accordance with the Act and this Constitution.

20. Indemnity of Officers

- (a) Subject to the provisions of the Act and to the extent permitted by law, every officer agent or servant of the Club shall be indemnified out of its funds against all

costs charges expenses and liabilities incurred by him in the proper conduct of the Club's business or in the discharge of his duties and every manager or officer of the Club shall be indemnified out of the funds of the Club against all liability incurred by him as such manager or officer in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted.

21. Annual General Meeting

- (a) The Club shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. The Annual General Meeting will be held within six calendar months of the end of the previous financial year but otherwise be held at such time and place as the Committee shall appoint. The notice convening the meeting shall state time and place of such meeting and the business to be transacted shall be posted to members by the secretary at least twenty eight clear days prior to the date of such meeting.
- (b) Notice of Motion for the Annual General Meeting must be received by the secretary not less than fourteen days prior to the meeting and must be signed by at least five percent of financial members.
- (c) No business not included in the notice shall be discussed at the Annual General Meeting, without the permission of the meeting.

22. Quorum for, Procedures and adjournment of General Meetings

- (a) The quorum at an Annual, General or Special General Meeting shall be five percent (5%) of financial club members. At an Annual, General or Special General Meeting the President or in his absence the Vice President or in the absence of both the President or the Vice President then the Secretary and in the absence of the President, Vice President and Secretary then the Treasurer shall preside and shall have a second casting vote.
- (b) If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be

dissolved; in any other case it shall stand adjourned to the same day in the following week at the same place and time, and if at such adjourned meeting a quorum is not present, it shall be held provided a quorum of the Committee is present.

- (c) The chairman, may with the consent of any General Meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned Special General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (d) A member of the Club entitled to attend and vote at General Meetings or Special General Meeting shall be entitled to appoint another club member as his proxy to vote instead of the member being at the meeting. Appointment of a proxy is via the use of an approved proxy form of the Club.
- (e) At every General Meeting a resolution put to the vote of the meeting shall except where otherwise specifically provided herein, be decided upon a show of hands by a numerical majority of the members present in person and entitled to a vote, unless before or upon the declaration of the result of the show of hands a poll be demanded by the chairman of the meeting, or by any five members present in person and entitled to vote and unless a poll be demanded, a declaration by the chairman of the meeting that a resolution has been carried, or negatived thereat shall be conclusive and an entry to that effect in the minutes of the Club shall be sufficient evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (f) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

23. Notice of Meetings

- (a) The secretary shall send to every member notice of the date, place and object of all annual, general and special meeting not less than fourteen clear days PRIOR to the date of the meeting.

- (b) The secretary shall send to every committee member notice of committee meetings not less than three clear days PRIOR to the meeting.

24. Special General Meetings

- (a) A Special General Meeting of the Club shall only be held by direction of the Committee, the request of the President or on a written request to the secretary signed by no fewer than five percent of financial members of the Club and such direction or written request shall state the purpose for which such meeting is to be held, and at such Special General Meeting (which shall be held within one calendar month after receipt by the secretary of such direction or request) no matters shall be taken into consideration except those specified in the notice convening the same.

25. Alteration of Rules

- (a) Any alteration of the Constitution shall be by Special Resolution of the Club and shall be in accordance with the Act and this Constitution.

26. Funds and Accounts

- (a) True accounts shall be kept of the sums of money received and expended by the Club and the matter in respect of which such receipts or expenditure takes place and of the property, credits and liabilities of the Club. Once at least in every year the accounts of the Club shall be examined by one or more properly qualified auditor or auditors.

27. General Financial Matters

- (a) An auditor or auditors shall be appointed and their duties and powers regulated in accordance with the provisions of the Act.

28. Flying Minutes

- (a) Where a decision of the Committee is required before the next scheduled meeting, the President may authorise a flying minute. The President shall at their discretion establish the arrangements and time for the completion of the flying minute procedure.
- (b) The flying minute shall contain a submission or report on the issue and a recommendation that the members of the Committee can vote either for or against.
- (c) Voting shall be conducted writing with the votes being exercised by email, facsimile or otherwise in a form that reaches the Secretary.

29. Financial Year

- (a) The financial year shall be from the 1st July until the 30th June following.

30. Distribution of Surplus Assets

- (a) If upon 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 amongst the members of the Club but shall be given or transferred to some institution or institutions having objects similar or in part similar to the objects of the Club and which shall prohibit the distribution of its or their income and property amongst it or their members to an extent at least as great as is imposed on the Club, 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 a Judge of the Supreme Court of Victoria and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

Appendix 1 – Membership Form

Appendix 2 – Proxy Form