

**NOTICE OF AN EXTRAORDINARY GENERAL MEETING  
OF THE NSW BRIDGE ASSOCIATION LIMITED  
TO BE HELD ON 30 JULY 2024 AT 1.15 PM  
LEVEL 1, 162 GOULBURN STREET, SURRY HILLS, SYDNEY**

*Note: the meeting will commence after completion of the bridge session.*

There will be no Zoom option for attendance at this meeting.

Members who cannot attend are encouraged to vote by Proxy. Following the changes to the constitution passed on 28 February 2024, it is possible for a person to hold multiple proxies and for Members to provide a proxy to the Chair of the meeting who must vote in accordance with the instructions on the Proxy Form.

**Proxy Voting**

Proxy forms, a copy of which is set out below, must be returned to the Secretary, NSWBA by 1.15pm on 26 July 2024 by mail or hand delivery to NSWBA, 162 Goulburn Street, Surry Hills, 2010 or scanned and sent by email to [secretarynswba@gmail.com](mailto:secretarynswba@gmail.com)

**Ask a Question during the Meeting**

During the Extraordinary General Meeting, Members can ask questions. Questions should relate to the items of business before the Extraordinary General Meeting.

**Item of Business**

Members are invited to consider the following item of business:

**1. Change of Name / Amendment of Constitution**

- 1.1 That, subject to approval by ASIC, the name of the company be changed to Sydney Bridge Club Limited.
- 1.2 That, subject to approval of the change of name by ASIC, the Company's Constitution (adopted with effect from 1 June 2024 following approval by the 2024 Annual General Meeting) be replaced in its entirety by a new form of Constitution reflecting the amendments set out in the Attachment.

*Note: As this motion changes the Constitution, it requires a special majority (at least 75%) of votes cast by Members on the motion.*

**Agnes Levine**  
**Company Secretary**  
28 June 2024

## **Explanatory Notes**

The motion is put by the directors and does not require a proposer or seconder at the meeting.

The Separation Proposal approved by members at the 28 February 2024 AGM was completed on 31 May 2024. As a result, the Constitution of NSWBA was amended on 1 June 2024 (the day after completion date) in accordance with motions 2.2 and 4 at the 28 February 2024 AGM. It is noted that this change removed the clause included in Motion 2.1 at the 28 February 2024 AGM as it is no longer required post Completion.

Following separation, it is appropriate that the name of the company be changed to reflect the fact that it is no longer the peak body for bridge in NSW. This motion changes the name of the company to Sydney Bridge Club Limited.

The changes to the Constitution from the version approved at the 28 February 2024 AGM which took effect from 1 June 2024 are as follows:

- to change the company name from New South Wales Bridge Association Limited to Sydney Bridge Club Limited throughout the document;
- to modify the preamble to the constitution to reflect the fact that Bridge NSW Limited has now been appointed as the peak body for bridge in NSW and make other minor wording changes to the preamble and clause 3;
- to delete the definition of Completion Date which is no longer required following completion of the Separation Proposal.

In accordance with the requirements of the Corporations Act (Cth), it is a requirement that a change of name be approved by a special resolution. Following the meeting, the company will lodge a request with ASIC to approve the change of name. The name change will take effect once approved by ASIC.

In the short term, the company will continue to trade under the Sydney Bridge Centre brand.



**NSW Bridge Association**  
*The home of bridge in Sydney and NSW*

**New South Wales Bridge Association Limited**  
**ACN 000 438 648**  
**Extraordinary General Meeting 30 July 2024**  
**Proxy Form**

I ..... (full name)  
of ..... (address)

being a financial member of the NSW Bridge Association Limited hereby appoint:

**The Chair of the meeting**  
or

or failing the person named, or if no person is named, the Chair of the meeting, as my proxy to vote on my behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the New South Wales Bridge Association Limited to be held at 1.15pm on 30 July 2024 and at any postponement or adjournment of the meeting. The Chair of the meeting intends to vote all undirected proxies in favour of the motion.

**Voting Directions**

You may instruct your proxy as to how to vote by marking any boxes with a ✓ or a X. If you do not mark any of the boxes for a motion, your proxy may vote as he or she chooses. If you mark more than one box your vote will be invalid.

**Change of name / Amendment of Constitution**                      **For**                      **Against**                      **Abstain**  
       

*If you mark the Abstain box, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority on a poll.*

.....  
**Signature of member**

.....  
**Date**

**Proxy forms must be returned to the NSWBA Office, 162 Goulburn St, Surry Hills 2010 or by email to [secretarynswba@gmail.com](mailto:secretarynswba@gmail.com) no later than 1.15pm on 26 July 2024. See 14 (20) of the Constitution.**

Corporations Act 2001 Company Limited by Guarantee

# Constitution of Sydney Bridge Club Limited

ACN 000 438 648

Deleted: New South Wales   
Bridge Association

*To facilitate ease of understanding, changes to formatting and numbering of clauses are not shown in the mark up.*

*Version 2024.3 – Applies from 30 July 2024 subject to approval of the change of name by ASIC. Incorporates changes approved by motions 2.2 and 4 to the 28 February 2024 AGM and motion 1 to the Extraordinary General Meeting held on 30 July 2024.*

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Corporations Act 2001 Company Limited by Guarantee

Constitution of Sydney Bridge Club LIMITED ("Company")

Deleted: NEW SOUTH WALES BRIDGE ASSOCIATION

1. Preamble

- A. Sydney Bridge Club LIMITED ("the Company") has operated as a Public Company Limited by Guarantee in the State of New South Wales under the provisions of its Memorandum and Articles of Association both dated the 18<sup>th</sup> day of October, 1963 and both originally registered in New South Wales on the 18<sup>th</sup> day of October, 1963 pursuant to that State's then existing "Companies Act, 1961" and as amended since their original registration and the incorporation of the Company.
- B. In 2016, a new Constitution was adopted in lieu of the previous Memorandum and Articles of Association. Various changes to the new Constitution were subsequently made.
- C. Bridge NSW Limited replaced the company as the peak body for Bridge in New South Wales with effect from 1 June 2024, and the constitution was amended to remove redundant clauses as a result of this change. The name of the company was changed to Sydney Bridge Club Limited from 30 July 2024.

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2. Name

The name of the company is Sydney Bridge Club Limited ACN 000 438 648.

3. Previous Constitution Displaced

The previous Constitution does not apply to the Company and is displaced in its entirety by this new Constitution with effect from 30 July 2024.

4. Replaceable Rules Excluded

The replaceable rules contained in the Corporations Act 2001 (Cth) do not apply to the Company and are displaced in their entirety by this constitution.

## 5. Definitions and Interpretation

- (a) "the Act" means the Corporations Act 2001 (Cth)
- (b) "the Company" means Sydney Bridge Club Limited ACN 000 438 648.
- (c) "the Council" means the Council of the Company.
- (d) "Councillor" means a member of the Council and includes the meaning assigned to "Director" by Section 9 of the Act.
- (e) "the Seal" means the common seal of the Company.
- (f) "State" means the State of New South Wales.
- (g) "member" includes "life member" as hereinafter defined unless the expression "life member" is specifically used in the same context.
- (h) "financial member" means a member whose annual subscription fee has been paid within the time limited by Clause 13(4) of this Constitution.
- (i) "register" means the register of members to be kept pursuant to Section 168 of the Act.
- (j) "month" means calendar month.
- (k) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise. "office" means the registered office for the time being of the Company.
- (l) "bridge" means the games of contract bridge and auction bridge and all other variations or derivations of such games.
- (m) Words importing the singular number only include the plural number and vice versa.
- (n) Words importing the masculine gender only include the feminine and neuter genders.
- (o) Words importing persons include corporations.
- (p) Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act in 1897 as in force at the date at which this Constitution is adopted by the Company.
- (q) "Secretary" means the Secretary of the Company.
- (r) "Poll" means a secret ballot.
- (s) "registered address" means the address appearing in the register as the address of the member shown therein.
- (t) "Constitution" means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.
- (k) "Special Resolution" means a resolution that must be passed by a majority of at least 75% of votes exercisable by Members entitled to vote at the relevant General Meeting in accordance with this Constitution and/or the Corporations Act.
- (l) "Telecommunications Meeting" means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Councillor at a meeting of Council or each Voting Member at a meeting of members to communicate with any other participant.
- (m) Where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;

Deleted: the New South Wales Bridge Association

Deleted: <#>"Completion Date" means a date to be approved by Council which is expected to be prior to 30 September 2024. Council may at its absolute discretion:  
extend the date beyond 30 September 2024 to no later than 31 December 2025; or  
determine not to proceed with the proposed separation of the peak body functions from NSWBA, in which case no Completion Date will be approved and the changes to the Constitution set out in Clause 3 will not occur.



## 6. Objects

The Objects for which the Company is established are:

- (1) To engage in the enterprise of conducting a bridge club or clubs which enterprise shall include the provision of social facilities for members at the discretion of the Company as well as arranging and supervising duplicate bridge as well as club championships and tournaments upon conditions determined by the Company and for these purposes to implement the powers conferred generally by this Constitution and also at the Company's discretion to acquire an appropriate licence under the Liquor Act of the State of New South Wales and for this purpose to appoint a nominee trustee or custodian to hold such licence on behalf of the Company as provided by the said Act.
- (2) To promote the game of bridge and to foster interest in said game:-
  - a. by co-operating with any persons bodies or organisations whatsoever connected with bridge in all States of the Commonwealth of Australia and in other countries;
  - b. by undertaking any other activities that, in the opinion of the Company, are for the advancement of bridge.
- (3) To engage such managers, tournament directors, superintendents, accountants and other employees as shall be required and found necessary for the proper working and carrying on of the Company and for the furtherance of its Objects and any one or more of these managers and employees at its pleasure to discharge.
- (4) To do all such other acts deeds matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the above Objects or any of them.

## 7. Powers

Solely for furthering the Objects under clause 6, the Company, in addition to any other powers it has under the Corporations Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

## 8. The Income and Property of the Company

The Income and Property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Company or to any of them or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member thereof or other person in return for any services actually rendered to the Company to prevent the payment of interest at the rate of interest currently charged upon overdrafts by the Commonwealth Bank of Australia on money lent or reasonable and proper rent for premises demised or let by any member of the Company to the Company but so that no member of the Council shall be appointed to any salaried office of the Company or any office of profit under the Company and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of the Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company. Provided that the provision last aforesaid

shall not apply to payments to any non-profit making company or public company in which a member of the Council may be a shareholder director or employee or to any payments made in the normal course of business and for valuable consideration to a private company or firm of which a member of the Council may be a director employee shareholder or proprietor or to any individual Councillor provided that the Council shall be unanimously of the opinion that such payment or payments is to the benefit and advantage of the Company.

## **9. Distribution of Assets of Company on Winding up**

If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other body or bodies having objects similar to the objects of the Company 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 Company under or by virtue of Clause 8 hereof such body or bodies to be determined by members of the Company 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.

## **10. Liability of Members**

- (1) The liability of the members of the Company is limited
- (2) Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year after he ceases to be a member for the payment of the debts and liabilities of the Company, contracted before he ceases to be a member, and the costs, charges and winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the sum of Twenty dollars ( \$20.00 ).

## **11. Registered Office of Company**

The registered office of the Company is Level 1 / 162 Goulburn Street, East Sydney, in the State of New South Wales, 2010 or such other place as the Council may determine.

## **12. Members**

- (1) The number of members which the Company may admit to membership is unlimited.
- (2) The members of the Company shall be classified as follows:-
  - a. Ordinary members;
  - b. Life members;
  - c. Perpetual members.
- (3) The ordinary members shall consist of all members admitted to membership of the Company by resolution of the Council or the Company in general meeting upon such terms as to nomination and entry fee as the Council or the Company in general meeting may from time to time determine and upon payment of the prescribed subscription fee.

- (4) The life members shall consist of all ordinary members who shall be voted life members by a resolution of the Company in general meeting made pursuant to a recommendation of the Council and they shall enjoy all the rights of and be subject to all the obligations of ordinary members except that they shall be exempted from the payment of the annual subscription fee.
- (5) Perpetual members shall consist of all ordinary members who were classified as Perpetual Members as of 1 January 2024. Perpetual Members shall enjoy all the rights of and be subject to all the obligations of ordinary members except that they shall be exempted from the payment of the annual subscription fee.”
- (6) The Council shall have the right to refuse membership to any person without being obliged to disclose the reasons for such refusal.
- (7) A register of the members of the Company shall be kept by the Council in accordance with Section 168 of the Act. Such entry on the register shall be prima facie proof of membership of the Company.

### **13. Annual Subscription Fee**

- (1) All ordinary members shall be liable to pay to the Company an annual subscription fee in an amount fixed by resolution of the Council.
- (2) The annual subscription fee so payable by ordinary members may be varied by resolution of the Council provided that no variation shall have a retrospective effect.
- (3) The Council may by resolution reduce the annual subscription fee payable by specified classes of ordinary members as defined in the resolution concerned.
- (4) The annual subscription shall be payable within three (3) calendar months from the date of the annual general meeting of the Company or before the 31st day of January in the next following year, whichever date shall first occur. In default of the payment accordingly a member shall be deemed to be an unfinancial member.
- (5) The Council shall have the right by resolution to remove the name of an unfinancial member from the register without notice. Until so removed, an unfinancial member shall retain all the rights and obligations of membership of the Company except the right to vote at meetings of the Company and provided further that the right to pay table money at members' rates shall cease forthwith.
- (6) The name of the unfinancial member continuing in default of payment of the annual subscription fee up to the date of the next succeeding annual general meeting shall be deemed to have been removed from the register on the day immediately following the said date of the next succeeding annual general meeting.

### **14. General Meetings**

- (1) A general meeting shall be held at such time and place as may be prescribed by the Council in accordance with Section 250N of the Act.
- (2) The general meetings referred to in Clause 14(1) above shall be termed annual general meetings; all other general meetings shall be termed extraordinary general meetings.

- (3) The Council may, whenever it thinks fit, convene an extraordinary general meeting. An extraordinary general meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 249D of the Act.
- (4) Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice twenty one days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting shall be given, together with:
  - a. All information required to be included in accordance with the Act;
  - b. In the case of a proposed Special Resolution, the intention to propose the Special Resolution and the general nature of that business;
  - c. Where applicable, any notice of motion received from any member in accordance with the Act.
- (5) Notice shall be given in accordance with clause 22 and the Act to such persons as are under this constitution entitled to receive such notice from the company; but with the consent of all members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit, provided that the accidental omission to give notice of a meeting to, or the nonreceipt of notice of a meeting by, any member shall not invalidate the proceedings of that meeting.
- (6) The only business which may be transacted at an extraordinary general meeting is the business of which the meeting has been convened.
- (7) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided fifteen members present in person shall be a quorum.
- (8) If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week particulars of which adjournment shall be communicated in writing by the Secretary to all financial members prior to the adjourned date, at the same time and place, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members present shall be a quorum.
- (9) The Chairman of the Council shall preside as chairman at every general meeting of the Company. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose someone of their number to be chairman.
- (10) The Chairman, may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at any adjourned meeting.

- (11) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members, present in person or by proxy entitled to vote. Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. The demand for a poll may be withdrawn.
- (12) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
- (13) In the case of an equality of votes, whether on a show of hands or on a poll, the resolution shall be declared lost and the Chairman shall not be entitled to a second or casting vote.
- (14) Each member entitled to vote may vote in person or by proxy or by attorney. Except for the demanding of a poll, only members present in person shall vote on a show of hands and every such member shall have one vote. Upon a poll every member present in person and every member represented by proxy or attorney shall have one vote. An instrument appointing a proxy may specify the manner in which a proxy is to vote in respect of a particular motion and, where an instrument of proxy does do that, the proxy must vote that way. A member may nominate the Chairman of the meeting as a proxy.
- (15) A member who is of unsound mind, or whose person or estate is liable to be dealt with in any way under the laws relating to mental health may vote, on a poll, by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.
- (16) No unfinancial member shall be entitled to vote at any general meeting of the Company. No person whose name does not appear on the register shall be entitled to vote at any such meeting.
- (17) 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.
- (18) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (19) Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy may be in form determined by the Directors from time to time provided it complies with the requirements under the Corporations Act.

- (20) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority shall be deposited at the registered office of the Company, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- (21) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

### **15. Powers and Duties of the Council**

- (1) The management of the Company shall be vested in the Council which may exercise all such powers of the Company in pursuance of its objects as are not, by the constitution, required to be exercised by the Company in general meeting, subject nevertheless to any provision of the constitution and to the provisions of the Act and to such directions, being not inconsistent with the aforesaid constitution or Act, as may be prescribed by the Company in general meeting; but no direction to Council made by the Company in general meeting shall invalidate any prior act of Council which would have been valid if that direction had not been made.
- (2) Without limiting the generality of Clause 15(1) the Council may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property and to issue debentures or other securities, and to make by-laws to regulate such matters as the Council is specifically by this constitution empowered to regulate by by-law.
- (3) The Council shall consist of the Chairman, the Treasurer, and not more than six Ordinary Councillors. All members of the Council must satisfy the conditions in clause 15(4) below. The duties of the respective members of the Council shall be as determined from time to time by resolution of the Council.
- (4) No employee of the Company or other person holding an office of profit under the Company shall be eligible for membership of the Council. In addition, the Chairman, the Treasurer and all Ordinary Councillors must be financial members of the Company.
- (5) The Council, shall be elected at each annual general meeting of the Company.

The elections shall be conducted in the following order:

- a. the election of the Chairman;
- b. the election of the Treasurer;
- c. the election of Ordinary Councillors.

Voting shall in all cases be by poll.

- (6) Upon a poll for the election of Ordinary Councillors a vote for more than the number to be elected or for less than such number minus two shall not be valid. Voting procedures may be defined from time to time by the Council and stated in the by-laws.
- (7) The Council shall hold office until the conclusion of the elections at the next succeeding annual general meeting .
- (8) All nominations for election to the Council must be proposed and seconded in writing by financial members of the Company and delivered to the Secretary at least thirty calendar days before the time of the annual general meeting. Each nominee must at the time of his nomination signify in writing his willingness to accept nomination. If insufficient nominations have been received at the expiration of the period stipulated those persons then duly nominated shall be deemed elected and nominations for the remaining vacancies shall be accepted at the annual general meeting provided that the nominees accept nomination personally or in writing and are proposed and seconded by financial members of the Company.
- (9) The Council shall be empowered between annual general meetings of the Company to make an appointment to fill any vacancy in the Council howsoever occurring so that the total number of Councillors shall not at any time exceed the number fixed in accordance with this constitution. Any person appointed to fill the casual vacancy must satisfy the criteria set out in clause 15(4). Any Councillor so appointed shall hold office as specified by clause 15(7) where he shall be eligible for re-election.
- (10) The Company may by special resolution remove any Councillor before the expiration of his period of office and may by special resolution appoint another person in his stead not being an employee or holding an office of profit under the Company; the person so appointed shall hold office only until the next succeeding annual general meeting where he shall be eligible for re-election.
- (11) The office of Councillor shall become vacant if the Councillor:-
  - a. is declared bankrupt or makes any arrangement or composition with his creditors generally;
  - b. ceases to meet the conditions in clause 15(4);
  - c. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
  - d. resigns office by notice in writing to the Council;
  - e. absents himself from two consecutive meetings of Council unless authorised by resolution of Council made not later than the first of the two consecutive meetings referred to so to absent himself;
  - f. is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in the manner required by section 191 of the Act;
  - g. is convicted of any criminal offence.

The Councillor whose office becomes vacant, or who is removed pursuant to Clause (10), shall not be eligible for reappointment to Council by the Council in exercise of its powers under clause (9) above.

- (12) All cheques promissory notes drafts bills of exchange and other negotiable instruments shall be signed drawn accepted endorsed or otherwise executed as the case may be

in such manner as the Council from time to time determines, except that at least two signatures shall be necessary.

- (13) The Council shall be empowered to create By-Laws with respect to disciplinary action over members. Such By-Laws may include the power to caution, to censure, to suspend from membership for a specified time, to expel from membership, to refuse renewal of membership and generally to deprive any member of any of the rights and privileges of membership.
- (14) The Council may delegate any of its powers to committees consisting of such Councillor or Councillors as it shall think fit and may grant any committee permission to co-opt members who are not Councillors. Any committee so formed shall in the exercise of its powers so delegated conform to any regulations that may be imposed upon it by the Council and its decisions shall at all times be subject to ratification by the Council, unless specifically relieved from this obligation by Council, in advance.

A committee may elect a chairman of its meetings who shall be a member of the Council. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their number being a member of the Council to be chairman of the meeting.

- (15) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equality of votes the resolution shall lapse and the chairman shall not have a second or casting vote.
- (16) The Council shall meet to conduct the business of the Company, using any technology consented to by all the Councillors, not less than four times in the period between annual general meetings and not less than once every 13 consecutive weeks. Any four Councillors may requisition a meeting of Council within seven days by delivery of a written notice of requisition to the Secretary.
- (17) The procedure to be followed at meetings of Council shall be determined from time to time by the Council except that each meeting shall be attended by a quorum of Councillors and shall be presided over by a chairman. A quorum shall consist of not less than the integer next greater than one-half the number of Councillors. The chairman shall be the Chairman of Council or, in his absence or unwillingness to act, any member chosen by the meeting.
- (18)
- a. A Councillor shall declare to the Council any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Councillor becomes aware of their interest in the matter.
  - b. Where a Councillor declares a material personal interest or in the event of a related party transaction, that Councillor must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Council.
  - c. In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Council or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.



- (19) Questions arising at any meeting of Council shall be determined by a majority of votes. In case of an equality of votes the resolution shall lapse and the chairman shall not have a second or casting vote.
- (20) In the event that a quorum of Councillors cannot be obtained on three separate occasions within any one period of six consecutive weeks the remainder of Councillors may act to convene a general meeting of the Company but for no other purpose.
- (21) All acts done by any meeting of Council or of a committee appointed by Council or by any person acting as a Councillor shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Councillor or person acting as aforesaid or that they or any of them were disqualified from so acting be as valid as if every such person had been duly appointed and was qualified to be a Councillor.
- (22) The Council shall cause minutes to be made and kept according to the Corporations Act.
- (23) The Council shall cause all correspondence received by the Company to be kept in files provided for this purpose until authorised by a resolution of Council to destroy same. The Council shall also cause copies of all correspondence proceeding from the Company to be kept under the same conditions as correspondence received.
- (24) Communications of whatsoever nature to or by the Council or to or by any of its Committees if reasonably incidental to the business of the Company shall not give rise to any cause of action by one member of the Company against another or against the Company and shall be privileged within the meaning of the Defamation Act 2005 of the State of New South Wales.

## 16. Telecommunication Meetings of the Company

### (1) Telecommunication Meeting

A General Meeting or a Council Meeting may be held by means of a Telecommunication Meeting, provided that:

- a. the number of members or Councillors (as applicable) participating is not less than a quorum required for a General Meeting or Council Meeting (as applicable); and
- b. the meeting is convened and held in accordance with the Corporations Act.

(2) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this clause 16.

### (3) Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting of the Company:

- a. all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- b. each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the

meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

- c. at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- d. a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the chairman;
- e. a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the chairman of leaving the meeting; and;
- f. a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chairman.

#### **17. The Seal**

The Council shall provide for safe custody of the seal, which shall only be used by the authority of Council and every instrument to which the seal is affixed shall be signed by two Councillors and shall be countersigned by the Secretary or by some other person appointed by the Council for the purpose.

#### **18. Accounts**

- (1) The Council shall cause proper accounts to be kept with respect to:-
  - a. all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
  - b. all sales and purchases of goods by the Company;
  - c. the assets and liabilities of the Company.
- (2) The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Councillors and no member (not being a Councillor) shall have any right to inspect any account or book or paper of the Company except as conferred by statute or authorised by the Council or by the Company in general meeting.
- (3) In accordance with Section 298 of the Act the Council shall cause to be prepared and laid before the annual general meeting such profit and loss accounts balance sheets and reports as are referred to in that Section and are applicable to the affairs of the Company.
- (4) A copy of every profit and loss account and balance sheet (including every document required by law to be attached thereto) which is to be laid before the Company in General Meeting shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the Company.

## 19. Auditor

The duties of the Auditor shall be determined by Council subject to Sections 327B and 327C of the Act. No member of the Company shall be appointed Auditor, except that a member of the Company may be an employee of the Auditor and where a firm is Auditor, a member of that firm, not being the member who conducts the audit, may be a member of the Company.

## 20. By Laws

### (1) Making and amending by-laws

- a. In addition to by-laws made under clauses 15(2), 15(6) and 15(13) the Council may from time to time make by-laws:
  - i. that are required to be made under this Constitution; and
  - ii. which in its opinion are necessary or desirable for the control, administration and management of the Company's affairs and may amend, repeal and replace those by-laws.
- b. The Company in General Meeting may amend, repeal or replace any by-law made by the Council without affecting the validity of acts or decisions made by the Council or anyone authorised to act pursuant to that by-law.
- c. The by-laws referred to in clauses 15(2), 15(6) & 21(1)a take effect 28 days after the service of the by-law on the member and shall be of force and effect on that date.

### (2) Effect of by-laws

A by-law:

- a. is subject to this Constitution;
- b. must be consistent with this Constitution;
- c. when in force, is binding on all members and has the same effect as a provision in this Constitution; and
- d. may be overruled if a resolution to that effect is passed by the members at a General Meeting

## 21. Service of Documents

### (1) Document includes notice.

In this clause, document includes a notice.

Deleted: 22

### (2) Methods of service on a member

The Company may give a document to a member:

- a. personally;
- b. by sending it by post to the address for the member in the register or an alternative address nominated by the member; or
- c. by sending it to a facsimile number or electronic address nominated by the member.

### (3) Methods of service on the Company

A member may give a document to the Company:

- a. by delivering it to the registered office;
- b. by sending it by post to the registered office;
- c. by sending it to a facsimile number or electronic address nominated by the Company.

(4) Post

A document sent by post if sent to an address:

- a. in Australia, may be sent by ordinary post and is assumed to be received the fourth business day after the date of its posting; and
- b. outside Australia, or sent from an address outside Australia, must be sent by airmail, and in either case is taken to have been received on the eighth business day after the date of its posting.

(5) Facsimile or electronic transmission

If a document is sent by facsimile or electronic transmission, delivery of the document is taken to:

- a. be effected by properly addressing and transmitting the facsimile or electronic transmission; and
- b. have been delivered on the business day following its transmission

(6) Notice of every general meeting shall be given in some manner hereinbefore authorised to all members of the Company. No other persons shall be entitled to receive notices of general meetings.

## 22. Indemnity

Every Councillor or other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him as such Councillor or other officer in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.