



ROYAL VICTORIAN AERO CLUB

A COMPANY LIMITED BY GUARANTEE

A.C.N. 004 128 232

CONSTITUTION

This Constitution was approved by the Members at a Special General Meeting held at the Club on 5th September 2012.

1 NAME

The name of the Company is Royal Victorian Aero Club.

(The Company has a licence to omit the word Limited from its name.)

2 INTERPRETATION

In this Constitution:

The Act means the Corporations Act 2001.

Aeroplane means an aircraft that

- (a) has flight controls providing separate control about its three axes; and
- (b) has fixed wings; and
- (c) is propelled by an engine; and
- (d) is registered by the National Aviation Authority (NAA) or its delegate.

Aircraft means a machine or device, such as an aeroplane, helicopter, glider, gyrocopter, balloon or dirigible that is capable of atmospheric flight.

Airfield means a landing or take-off area for aircraft.

The Board means the board of directors of the Company.

Business competitor means

A business providing flight training, aerial work or charter operations; or

- A business of hiring aircraft (other than to the Company); or
- An aircraft maintenance business; operating within the Commonwealth of Australia.

The Company means the Royal Victorian Aero Club A.C.N. 004 128 232.

Employee and **employed** includes a person who is not employed by an entity, but whose principal activity either personally or through a corporate entity is the supply of that person's services to that entity.

The Exemption means the exemption referred to in Clause 5.1.

The Indemnity means the indemnity referred to in Clause 5.5.

Member means a member of any class and classification.

National Aviation Authority (NAA) means the Australian government statutory authority responsible for the regulation of civil aviation in Australia, and includes agencies delegated by the NAA.

Office means the registered office of the Company.

Pilot means a person authorised to manipulate the flight controls of an aeroplane during flight time.

Qualified Pilot means a pilot who holds, or has held, a pilot licence, certificate or authorisation issued by the National Aviation Authority which entitles the pilot to act as pilot in command of an aeroplane while carrying one or more passengers.

3 OBJECTS

- 3.1 The Company is established for the promotion of the development of aviation in all its branches.
- 3.2 In accordance with the Act, the company has the legal capacity and powers of an individual and also the powers of a body corporate, including the power to:
 - (a) issue debentures; and
 - (b) grant a floating charge over the company's property;subject to the restriction set out in the next clause.

4 RESTRICTION ON USE OF INCOME AND ASSETS

- 4.1 The income and property of the Company must only be used in promoting its purposes.
- 4.2 No portion of its income or property may be distributed directly or indirectly among its members.
- 4.3 The Company is prohibited from paying fees to its directors.
- 4.4 The Board must approve all other payments the Company makes to both its directors and organisations in which the directors have a material personal interest.

5 EXEMPTION OF CLUB FROM LIABILITY AND INDEMNITY

- 5.1 It is a condition of all classes of membership that:
- (a) the Company;
 - (b) its employees and agents; and
 - (c) all Members
- are not responsible for and shall be exempt from all civil liability whatsoever for any loss to a Member:
- whatever the cause; and
 - whether it arises from, or is occasioned by, the negligence, misconduct or breach of duty of or by the Company's employees, agents, contractors, other Members or any other person.
- (the Exemption).
- 5.2 "Loss" in the Exemption includes:
- (a) the death of or personal injury to any Member; or
 - (b) any loss of or damage to the property of any Member.
- 5.3 The Exemption includes loss caused or contributed to:
- (a) while undergoing training; or
 - (b) while exercising any of the privileges of Company membership; or
 - (c) in any other capacity.
- 5.4 The Exemption extends to:
- (a) any airfield from which the Company's aircraft operate;
 - (b) any structure or place occupied by the Company;
 - (c) any aircraft on the ground or in the air.
- 5.5 Whether or not the Exemption applies, it is a condition of membership that each Member indemnifies:
- (a) the Company;
 - (b) its servants and agents; and
 - (c) other Members from and against all legal proceedings and other claims and any costs, demands or damages brought made or incurred against:

- the Company; or
 - any other person indemnified in respect of the death, injury, loss or damage sustained by the Member.
- (the Indemnity).

6 APPOINTMENT OF COMPANY AS MEMBER'S AGENT

- 6.1 To further secure the Exemption and the Indemnity, each Member hereby appoints the Company as the Member's agent to enter into contracts and arrangements with:
- (a) the Company's employees and agents;
 - (b) visitors to the company's premises;
 - (c) other non-members of the Company; and
 - (d) the parents or guardians of minors
- to give effect to all or any of the provisions of clause 5 above, whether by way of releasing the Company, its employees agents and Members, or indemnifying the Company its employees agents and Members in respect of any liability which it or they may incur.
- 6.2 The Company is not obliged to take any action pursuant to its appointment under clause 6.1 above.
- 6.3 The Company's Board may require that all application forms for membership contain provisions and agreements to give effect to the provisions of clauses 5 and 6 above.

7 MEMBERSHIP

There are the following classes of members of the Company:

- (a) **Voting Members**, including those who are classified as
 - i. Flying Members;
 - ii. Life Members; and
 - iii. Honorary Life Members.
- (b) **Non-Voting Members**, including those who are classified as
 - i. Country Members;
 - ii. Provisional Flying Members;
 - iii. Junior Flying Members;
 - iv. Observer Members;
 - v. Honorary Members; and
 - vi. Temporary Members.

8 ELIGIBILITY FOR VOTING MEMBERSHIP

- 8.1 A person is eligible to apply to become a **Flying Member** if that person is a Qualified Pilot and is aged not less than 18 years.
- 8.2 A person is eligible to apply to become a **Life Member** if that person has been a Flying Member for 15 years.
- 8.3 The Board may classify as an **Honorary Life Member** of the Company a person
- who has rendered distinguished service to the Company; or
 - who is a member of long standing; or
 - who is a person of distinguished position or attainment whom the Company desires to honour.

9 REQUIRED PROPORTION OF VOTING MEMBERS

As long as the Company has a liquor licence, voting members must constitute not less than sixty per cent of the membership, excluding

- temporary or honorary members;
- persons with reciprocal rights from other clubs; and
- persons whose rights as members are limited to social, gaming or neighbourhood members.

The relevant section of the Liquor Control Reform Act is S.10 and Schedule 1.

10 ELIGIBILITY FOR NON-VOTING MEMBERSHIP

- 10.1 A person is eligible to apply to become a **Country Member** if that person
- is a Qualified Pilot; and
 - permanently resides outside a radius of 80 kilometres from the Office of the Company.
- 10.2 A person is eligible to apply to become a **Provisional Flying Member** if that person
- holds or intends to obtain a student pilot licence issued by the National Aviation Authority; and
 - is aged not less than 18 years.
- 10.3 A person is eligible to apply to become a **Junior Flying Member** if that person
- holds or intends to obtain a student pilot licence issued by the National Aviation Authority; and
 - is aged at least 15 but less than 18 years of age.
- 10.4 A person is eligible to apply to become an **Observer Member** if that person is aged not less than 18 years.
- 10.5 An Observer Member is a social member for the purpose of the Liquor Control Reform Act.
- 10.6 A person is eligible to be an **Honorary Member** if that person satisfies the relevant provisions of Clause 16.
- 10.7 A person is eligible to be a **Temporary Member** if that person satisfies the relevant provisions of Clause 17.

11 APPLYING FOR MEMBERSHIP

Every application for membership shall

- be in writing;
- contain the particulars prescribed by the Board;
- be signed by the applicant;
- in the case of an applicant under the age of 18 years, be also signed by the applicant's parent or guardian;
- in the case of an applicant for any category of voting membership be also signed by two voting members who nominate the applicant;
- be supported by such information as the Board may require; and
- be accompanied by the appropriate entrance fee (if any) and subscription.

12 CONSIDERATION OF APPLICATIONS

- 12.1 The Board, if satisfied that
- the information in the application is correct; and
 - the information is compatible with the classification of membership applied for; and
 - admission of the applicant will not result in a breach of the requirement in Clause 9;
- may admit the applicant to membership of the appropriate classification.
- 12.2 If the application is rejected, the Secretary must advise the applicant and refund any entry fee or subscription paid.
- 12.3 A person whose application is rejected may not, without the permission of the Board, submit another application for membership of any classification within twelve months of the rejection.
- 12.4 Clause 12.3 does not apply to a rejection as a consequence of Clause 9.

13 REGISTER OF MEMBERS

- 13.1 When a person is admitted to membership, the Secretary must enter
- the name;
 - address, including email address (if applicable);
 - details of any authority to fly an aircraft which the member holds or has held; and
 - such other information as the Board prescribes; in the Register of Members.
- 13.2 The Secretary must, on any change in classification of membership, enter in the Register of Members
- the additional particulars on which the change of classification is based; and
 - the date of the change.

14 APPLICATION TO CHANGE CLASSIFICATION

- 14.1 A member may apply to change the classification of membership.
- 14.2 The application must be
- (a) supported by the additional information specified by the Board; and
 - (b) accompanied by the additional fee (if any) prescribed in respect of the new classification.
- 14.3 A member may not apply to become an Honorary Life Member.

15 WHO MAY DETERMINE CHANGE IN CLASSIFICATION

- 15.1 If the Secretary is satisfied that
- (a) the supporting information is correct and sufficient; and
 - (b) the appropriate fee has been submitted; and
 - (c) registration of the change of classification will not result in a breach of the requirement in Clause 9;
- the Secretary may register the change in classification.
- 15.2 In all other cases the application must be referred to the Board.

16 HONORARY MEMBERS

- 16.1 Two Voting or Non-Voting Members may propose to the Board the election of a person who is
- (a) a distinguished person; or
 - (b) the spouse of a deceased member; or
 - (c) a person of importance to the Company; or
 - (d) a member in need of charity; as an Honorary Member.
- 16.2 The application must contain the particulars prescribed by the Board.
- 16.3 The Board, if satisfied with the application, may admit the person as an Honorary Member.
- 16.4 An Honorary Member shall not be required to pay any entrance fee or subscription during the period of Honorary Membership.
- 16.5 The initial period of Honorary Membership cannot be more than twelve months, but can be extended for separate periods, each not exceeding twelve months.

17 TEMPORARY MEMBERS

- 17.1 Any two members of the Board may elect a person who is
- (a) a member of any Aero Club; or
 - (b) a Qualified Pilot;
- as a Temporary Member.

17.2 The application must contain the particulars prescribed by the Board.

17.3 A Temporary Member shall not be required to pay any entrance fee or subscription during the period of Temporary Membership.

17.4 The period of Temporary Membership cannot be more than two months and cannot be extended for further periods.

18 AFFILIATE MEMBERSHIP

- 18.1 The Board may enter into an agreement with another club to afford the members of that other club affiliate membership rights upon such terms as the Board may determine.
- 18.2 Affiliate members are social members for the purpose of the Liquor Control Reform Act and do not have the right to attend or vote at meetings of the Company.

19 CESSATION OF MEMBERSHIP

A person ceases to be a member of the Company

- (a) if the Secretary receives a resignation in writing; or
- (b) if the member fails to pay
 - i the annual subscription; or
 - ii any levy already due and payable; or
 - iii any other amount due from the member; by 31 August in the relevant year; or
- (c) if the member is expelled by the Board after a determination by the Disciplinary Tribunal.

20 LIABILITY OF PERSON CEASING TO BE MEMBER

A member remains liable for any fee, subscription, levy, fine or interest due prior to the date of termination of membership, even if not payable by that date.

21 FEES

The Board determines the entrance fees and annual subscriptions payable by members.

22 BOARD MAY VARY FEES

The Board may

- (a) set separate fees for each classification of membership;
- (b) determine reductions in fees for persons who become members after the commencement of the year;
- (c) provide for payment by instalments; and
- (d) levy members of a particular classification.

23 LIMITATION ON LEVIES

- 23.1 In any year, a levy payable by a member of a particular classification
- (a) cannot exceed the annual subscription payable by a member of that classification in the year prior to the imposition of the levy; and
 - (b) cannot be a higher proportion of the levy payable by Flying Members than the proportion of the Flying membership subscription which is payable by members of that classification as their annual subscription.
- 23.2 The Board must, at the time of determining a levy, set a time by which the levy is to be paid, or times by which instalments of a levy are to be paid.
- 23.3 The Board may determine the rate of interest to be paid on any amount of levy not paid by the due date.

24 DISCIPLINE

- 24.1 If an allegation is made to the Board that a member has
- (a) engaged in conduct which is prejudicial to the interests of aeronautics or the Company; or
 - (b) engaged in conduct rendering it desirable that a member should cease to be a member; or
 - (c) made false or misleading statements in an application for membership or change in classification of membership; or
 - (d) submitted false or misleading documents to the Company at any time; or
 - (e) been involved in wilful destruction of or damage to, or wrongful removal of, property owned by the Company or used by it; or
 - (f) been involved in negligence which caused or contributed to the destruction of or damage to
 - i aircraft owned or operated by the Company; or
 - ii any other property of the Company; or
 - (g) been found guilty of any serious offence against the rules of the NAA or any relevant aviation legislation; or
 - (h) been found guilty of any criminal offence punishable by imprisonment for one year or more; or
 - (i) engaged in betting on Club premises;
- the Board must, if it believes that the allegations warrant further consideration, advise the member of the details of the allegation and request a response within fourteen days.
- 24.2 The Board, after considering the response, or if there is no response within the specified period,
- (a) may reprimand, caution or counsel the member; or
 - (b) must, if at least three quarters of the directors who are present at the meeting of the Board form the opinion that the matter requires consideration by the Disciplinary Tribunal, refer the matter to a Disciplinary Tribunal and advise the member.

25 DISCIPLINARY TRIBUNAL

- 25.1 Each member of the Disciplinary Tribunal must be a member of the Company, but cannot be a director.
- 25.2 The Disciplinary Tribunal consists of three past Presidents.
- 25.3 If three past Presidents are not available, the Disciplinary Tribunal consists of as many past Presidents as are available and the remainder who are former directors or honorary life members or life members.
- 25.4 The members of the Disciplinary Tribunal are chosen by the most recent past president available, who cannot be a member of the Disciplinary Tribunal.
- 25.5 The Secretary of the Disciplinary Tribunal
- (a) is not a member of the Disciplinary Tribunal; and
 - (b) is appointed by the Secretary of the Company; and
 - (c) must have an understanding of procedural fairness.
- 25.6 All three members must be present at a meeting of the Disciplinary Tribunal.
- 25.7 The procedure to be followed by the Disciplinary Tribunal is set out in the By-Laws.
- 25.8 At any hearing of the Disciplinary Tribunal, the member who is the subject of the allegations is entitled to be accompanied by a person who is not a lawyer, to assist the member in presenting the member's response to the allegation.
- 25.9 Members of the Disciplinary Tribunal must, at the conclusion of the procedure, determine whether or not they unanimously believe that the allegations are proved to their reasonable satisfaction.
- 25.10 If the Disciplinary Tribunal does so determine, it must report that decision to the Board and recommend
- (a) that the member be expelled; or
 - (b) that the member's membership be suspended for a specified period; or
 - (c) that the member's right to exercise specific privileges of membership be restricted; or
 - (d) that the member be fined an amount not exceeding three times the annual subscription payable by a flying member; or
 - (e) that the member be reprimanded, cautioned or counselled; or
 - (f) that no action be taken against the member.

26 PENALTY DETERMINED BY BOARD

- 26.1 The Board may accept the recommendation, or impose a less severe penalty than that set out in the previous clause.
- 26.2 The Board does not have the power to change the determination of the Disciplinary Tribunal as to the proof of the allegations.

27 DISMISSAL OF MATTER

If the Disciplinary Tribunal does not unanimously determine that the allegation is proved, the Board and the member must be advised that the matter is dismissed.

28 RE-ADMISSION CONDITIONS

The Board may readmit former members on such terms and conditions it sees fit, including the payment of any arrears of subscription or other amounts due when membership ceased.

29 GENERAL MEETINGS

There are two kinds of general meetings:

- (a) The Annual General Meeting; and
- (b) Special General Meetings.

30 ANNUAL GENERAL MEETING

The Annual General Meeting shall be held in accordance with the Corporations Act.

The relevant sections are s.250N(2) & s.250R(1)

31 POWER TO CALL GENERAL MEETINGS

The Board may call a general meeting of the Company at any time.

32 GENERAL MEETING AT REQUEST OF MEMBERS

Members may request the Board to call a general meeting in accordance with the Corporations Act.

The relevant section is s.249D

33 CONSEQUENCE OF FAILURE TO CALL GENERAL MEETING

If the directors do not call a meeting, the Corporations Act provides for a proportion of the members who have requested a meeting to call one at the expense of the Company.

The relevant section is s.249E

34 MEETING CALLED BY MEMBERS

As set out in the Corporations Act, a proportion of members may also call a general meeting at their own expense.

The relevant section is s.249F

35 MEMBERS' RIGHT TO LIST RESOLUTION

As set out in the Corporations Act, a proportion of members also has the right to require a motion to be included on the agenda of the next general meeting.

The relevant section is s.249N

36 NOTICE OF GENERAL MEETINGS

36.1 The period of notice for all general meetings except the Annual General Meeting is 21 days.

36.2 The period of notice for the Annual General Meeting of this Company is 42 days.

This overrides the time set out in s.249H

37 FORM OF NOTICE OF GENERAL MEETING

Notice must be given in accordance with the Corporations Act, which provides for electronic forms of notice.

The relevant section is s.249J

38 CONTENTS OF NOTICE

The contents of a notice of general meeting are as set out in the Corporations Act.

The relevant section is s.249L

39 DEEMED DATE OF RECEIPT

The date on which a notice sent is deemed to have arrived is as set out in the Corporations Act.

The relevant section is s.249J(4) and (5)

40 AUDITOR TO BE GIVEN NOTICE OF GENERAL MEETING

The auditor must be given notice of general meetings.

This is in accordance with s.249K

41 NOTICE IF GENERAL MEETING ADJOURNED

New notice is required if a meeting is adjourned for one month or more.

This is in accordance with s.249M

42 PLACE FOR GENERAL MEETINGS

42.1 A meeting may be held at more than one venue.

42.2 If there is more than one venue, the company must use technology which gives to the members as a whole a reasonable opportunity to participate.

This is in accordance with s.249S

43 QUORUM FOR GENERAL MEETING

43.1 The quorum for a general meeting is 20 individuals present, each of whom has the right to vote as a member or as proxy for a member.

43.2 The quorum must be present at all times during the meeting.

This is in accordance with s.249T

44 ADJOURNMENT IF NO QUORUM

If a quorum is not achieved within 30 minutes after the time set out in the notice of meeting, the meeting is adjourned to

- (a) a date, time and place specified by the person presiding at the meeting; or
- (b) if this is not done, the same place and time on the same day in the next week.

This replaces s.249T(3)

45 NO QUORUM AT ADJOURNED MEETING

If a quorum is not achieved at the adjourned meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

This is in accordance with s.249T(4)

46 PRESIDING AT GENERAL MEETINGS

The President may preside at a General Meeting, but if the President is not available or declines to act (for the meeting or part of the meeting), the members present must elect a person to preside.

This replaces s.249U

47 ADJOURNMENT OF A MEETING AFTER COMMENCEMENT

The person presiding may adjourn a general meeting, and must do so if the members present vote to adjourn.

This is in accordance with s.249U(4)

48 BUSINESS AT ADJOURNED MEETING

- 48.1 Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- 48.2 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

This is in accordance with S.249W

49 PROXIES

- 49.1 A member who has the right to vote at a general meeting may appoint any person as the member's proxy.

This is required by s.249X(1)

- 49.2 The detailed provisions relating to proxies are as set out in the Corporations Act.

The relevant sections are ss. 249X(1) and (1A), 249Y, 249Z, 250A, 250B, & 250C

50 FAX AND EMAIL ADDRESSES FOR RECEIPT OF PROXIES MUST BE ON NOTICE OF MEETING

The notice of meeting must specify a place and a fax number for the purpose of the receipt of proxy appointments, and may specify:

- (a) an electronic address for the purpose of receipt of proxy appointments; and
- (b) other electronic means by which a member may give a proxy appointment.

The relevant section is s.250B

51 RIGHT OF MEMBER AND PROXY TO VOTE AT GENERAL MEETINGS

- 51.1 Only members of those classifications stated to have the right to vote may vote at a general meeting.
- 51.2 A member with a right to vote may vote in person or by proxy.

52 PROXIES COUNTED ON SHOW OF HANDS AND POLL

Each member with a right to vote has one vote, both on a show of hands and a poll.

This is in accordance with s.250E(2).

53 HOW VOTING IS CARRIED OUT

- 53.1 A resolution put to the vote must be decided by show of hands unless a poll is demanded.
- 53.2 Before a vote is taken the person presiding must inform the meeting whether any proxy votes have been received, and how the persons holding proxies are to cast their votes.

This is in accordance with s 250J(1) and (1A)

54 DECLARATION ON SHOW OF HANDS

- 54.1 On a show of hands, a declaration by the person presiding is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received.
- 54.2 Neither the person presiding nor the minutes need to state the number or proportion of the votes cast in favour or against.

This is in accordance with s.250J(2)

55 DEMAND FOR A POLL

A poll may be demanded on any resolution by at least five members entitled to vote on the resolution, or the person presiding;

- (a) before the vote is taken; or
- (b) before the voting results on a show of hands are declared; or
- (c) immediately after the voting results on a show of hands are declared.

The relevant section is s.250L

56 OBJECTION TO RIGHT TO VOTE

A challenge to the right to vote

- (a) may only be made at the meeting; and
- (b) must be determined by the person presiding, whose decision is final.

This is in accordance with s.250G

57 WHEN POLL TO BE TAKEN

57.1 A poll

- (a) on the election of the person to preside; or
- (b) on the question of an adjournment; must be taken immediately.

57.2 A poll on any other matter must be taken when and in the manner the person presiding directs.

The relevant section is s.250M

BOARD OF DIRECTORS**58 BOARD POWERS**

All of the powers of the Company may be exercised by the Board, except

- (a) those powers required by the Act to be exercised by the Company in general meeting; and
- (b) any restrictions imposed on the Board by resolution of the Company in general meeting.

59 BOARD MEMBERSHIP

59.1 The Board consists of nine members.

59.2 All the directors must be voting members.

Note: Clauses 60 and 61 exclude employees and business competitors as defined.

60 EMPLOYEE INELIGIBLE TO BECOME OR REMAIN A DIRECTOR

A person who is employed by the Company

- (a) is eligible to become or remain a member; but
- (b) is not eligible to be elected to or remain on the Board of directors;

whilst an employee.

See definitions of employee and employed in Clause 2.

61 COMPETITOR INELIGIBLE TO BECOME OR REMAIN A DIRECTOR

A person who has a material personal interest in, or is employed by, a business competitor of the Company

- (a) is eligible to become or remain a member; but
- (b) is not eligible to be elected to or remain on the Board of directors;

whilst having that interest or being so employed.

See definition of business competitor, employed and employee in Clause 2 The Act deals with material personal interests in sections 191 - 196

62 TERM OF OFFICE

62.1 The term of office is a three year term expiring at the end of the Annual General Meeting in the relevant year.

62.2 But if an additional director or directors have to be elected as a result of a casual vacancy during the previous year, a director elected to fill the casual vacancy holds office for the remainder of the term of the director whom the new director replaced.

62.3 The term of office of a co-opted director expires at the end of the first annual general meeting after the co-option.

62.4 At the Annual General Meeting in 2012

- (a) all directors who were not elected or co-opted during 2010, 2011 or 2012 cease to hold office, but, subject to this Constitution, are eligible for re-election.

- (b) if the number of directors ceasing to hold office under the previous paragraph is less than three, the directors must determine, by agreement or lot, which additional directors will cease to hold office, so that at least three directors cease to hold office.
 - (c) nominations shall be called for to elect as many directors as are required to return the Board to nine directors.
 - (d) if only three directors are elected, they shall, subject to this Constitution, serve a three year term.
 - (e) if more than three directors are elected, the three directors who received the most votes shall serve a three year term and the remainder shall serve lesser terms on the same basis.
 - (f) if immediately after the election there are not three directors whose terms are to expire in each of the following three years, the directors shall determine by agreement or lot which directors will cease to hold office in each year.
- 62.5 Clause 62.4 and this sub-clause shall be repealed on 1 January 2014.

63 WHEN BOARD ELECTED

Directors are elected at the Annual General Meeting.

64 RETURNING OFFICER

- 64.1 The Board must, before the call for nominations, nominate a Returning Officer for the election.
- 64.2 The Returning Officer may be a member, but cannot be a candidate in the election.

65 CALL FOR NOMINATIONS

The Returning Officer must call for nominations for election to the Board at least six weeks before the Annual General Meeting.

66 NOMINATIONS

Nominations must

- (a) be in writing; and
- (b) be signed by the candidate; and
- (c) be signed by two members who have nominated the candidate.

67 WHERE TO LODGE NOMINATIONS

Nominations must be received at the Office of the Company.

68 WHEN NOMINATIONS TO BE LODGED

Nominations must be received by 5 pm on the same day of the month as the date of the Annual General Meeting, but in the previous month.

69 ELECTION WITHOUT BALLOT

- 69.1 If the number of nominations does not exceed the number required to be elected, the candidates must be declared elected without the need for a ballot.
- 69.2 If the positions filled are for different terms, the term of each member will be determined by lot.

70 BALLOT

If the number of candidates exceeds the number required to be elected, a postal ballot must be conducted.

71 DATE FOR SENDING

The ballot papers must be sent to the members entitled to vote not later than the day of the week on which the Annual General Meeting is to be held, but two weeks before that date.

72 DATE AND TIME BY WHICH BALLOT PAPERS MUST BE RETURNED

Ballot papers must be returned to the Office of the Company not later than 12 noon on the day of the Annual General Meeting.

73 ELECTION BY-LAWS

- 73.1 The Board may make By-Laws relating to any matter concerning the elections, including the conduct of the ballot. All election By-Laws must not be inconsistent with this Constitution.
- 73.2 The election By-Laws cannot be changed after the Returning Officer has called for nominations.

74 DETERMINING THOSE TO BE ELECTED AND THEIR TERMS

- 74.1 The Returning Officer must prepare a list containing the names of the candidates in descending order, commencing with the name of the candidate for whom the greatest number of votes was cast and ending with the name of the candidate for whom the least number of votes was cast.
- 74.2 If there are three positions to be filled, those positions will be filled by the three candidates who received the three highest numbers of votes.
- 74.3 If as a result of casual vacancies, there are more than three positions to be filled, the three year positions will be filled by those candidates who receive the three highest number of votes.
- 74.4 A position for less than three years will be filled by the candidate with the next highest number votes.
- 74.5 If there is more than one position for less than three years, the candidate with the higher number of votes fills the position with the longer term.
- 74.6 If two or more candidates receive the same number of votes, the Returning Officer will determine the successful candidate or candidates by lot.

75 DECLARATION OF THE ELECTION

The Returning Officer must then advise the person presiding at the Annual General Meeting the names of the candidates who have been elected.

76 IF INSUFFICIENT NOMINATIONS BEFORE MEETING

76.1 If there are insufficient candidates to fill the positions, those nominated are deemed elected and an election must be conducted at the Annual General Meeting from candidates nominated at the meeting for the remaining positions.

76.2 If there are insufficient nominations at the meeting,

- (a) the Board, after the meeting, may co-opt a member to fill the vacancy; unless
- (b) the members at the Annual General Meeting resolve to reduce the number of Directors, for that year only, to a number not less than 7.

77 CO-OPTION OF DIRECTOR

77.1 The Board may co-opt a member as a director to fill a casual vacancy arising between general meetings.

77.2 If the number of directors falls below the number necessary to constitute a quorum, the remaining directors, must, notwithstanding that there is not a quorum, co-opt additional directors to enable a valid meeting of the Board to take place.

The relevant section is s.201H(1)

78 CEASING TO BE A DIRECTOR

A person ceases to be a member of the Board if that person

- (a) ceases to be a member of the Company;
- (b) submits a resignation in writing to the Board;
- (c) is absent from four consecutive regular meetings of the Board without the leave of the Board;
- (d) completes the term of office for which that person was elected or co-opted;
- (e) becomes an employee of the company (as defined);
- (f) becomes a business competitor of the company (as defined);
- (g) becomes disqualified from managing corporations;

The relevant sections are 206B and 206D

- (h) is removed by resolution of the members in general meeting.

The relevant section is s.203D

79 OFFICE BEARERS

The office bearers of the Company are

- (a) The President;
- (b) Two Vice Presidents;
- (c) The Honorary Treasurer.

80 DIRECTOR CANNOT HOLD MULTIPLE OFFICES

A director cannot hold more than one office bearer position at the same time.

81 ELECTION OF OFFICE BEARERS

The Office Bearers are elected

- (a) at the first meeting of the Board after the Annual General Meeting;
- (b) by and from the Directors;
- (c) for the period expiring at the end of the following Annual General Meeting.

82 FILLING CASUAL VACANCIES IN OFFICE BEARER POSITIONS

The Board may fill a vacancy in an Office Bearer position from among their number.

83 COMPANY SECRETARY

The Board must appoint a Company Secretary and determine the terms and conditions of the appointment.

The relevant sections Act are ss.204A(2), 204D and 204F.

84 QUORUM AT BOARD MEETING

The quorum at a meeting of the Board is five.

85 PROCEDURE OF BOARD

Except for the matters specified in the Act, the Board may determine its own procedure.

86 BOARD MEETINGS

The Board must meet at least once in each calendar month.

87 PERIOD OF NOTICE OF BOARD MEETINGS

At least 7 days notice shall be given of a Board meeting.

88 DISPENSING WITH NORMAL PERIOD OF NOTICE OF BOARD MEETING

88.1 A Board meeting may be held with less notice if the President considers that the business of the meeting is urgent.

88.2 However a Board meeting cannot take place unless all directors have been given notice of it.

89 CALLING BOARD MEETINGS

A meeting of the Board must be called by the Secretary, if the President, or at least three Directors, request one.

90 PRESIDING AT BOARD MEETINGS

- 90.1 The President is entitled to chair Board meetings.
- 90.2 If the President is not present within ten minutes of the time appointed, or is unwilling to preside, a Vice President may take the chair.
- 90.3 If neither Vice President is present or willing to take the chair, the directors must choose one of their number to preside.

91 USE OF TECHNOLOGY FOR BOARD MEETINGS

- 91.1 As specified in the Act, meetings of the Board may be called or held using any technology consented to by all Directors.
- 91.2 The consent may be a standing one.
- 91.3 A Director may only withdraw their consent within a reasonable period before the meeting.

The relevant section is s.248D

92 VOTING AT BOARD MEETINGS

- 92.1 A resolution is carried at a meeting of the Board if the number of votes cast in favour of the motion is greater than the number cast against it. This does not apply to a resolution under Clause 24.2.
- 92.2 The person presiding has a casting vote.
- 92.3 A Director who has a material personal interest in a matter that is being considered at a meeting of the Board must not
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter;
- except in the circumstances set out in the Act.
- 92.4 Proxy votes for absent directors are not permitted.
- 92.5 Alternate directors are not permitted.

The relevant section of the Act is s.195.

93 BOARD RESOLUTION BY EMAIL

A resolution of the directors by email outside of a Board meeting is as effective as a resolution passed at a Board meeting if,

- (a) all directors have received by email the text of the resolution;
- (b) the President is satisfied that all directors eligible to vote have had sufficient opportunity to communicate with the other directors by email for or against the proposed resolution and to consider the views of the other directors;

- (c) the President has then requested each director to submit a vote for or against the resolution;
- (d) a majority of the directors has voted for the resolution.

94 DIRECTOR WITH PERSONAL INTEREST IN MATTERS

The Act sets out the other responsibilities of a director who has a material personal interest in a matter.

The relevant sections are ss.191 – 195.

95 DUTIES OF DIRECTORS AS COMPANY DIRECTORS

The Act sets out the duties of Directors, as directors of the Company, to exercise their powers and discharge their duties with good faith, care and diligence.

The relevant sections are ss.180 – 190.

96 EFFECT OF VACANCY ON RIGHT TO MAKE DECISIONS

The right of the Board to make decisions is not affected by a vacancy in the number of Directors in office.

97 EFFECT OF DEFECT IN APPOINTMENT

A Board decision is not affected by the later discovery that

- (a) there was a defect in the appointment of a Director participating; or
- (b) that a person participating was disqualified from being a director.

98 APPOINTMENT OF SUBCOMMITTEES

- 98.1 The Board may appoint subcommittees and delegate any of its powers to them.
- 98.2 A delegation of power may be withdrawn.
- 98.3 The President is a member of every subcommittee.
- 98.4 Every subcommittee must report to the Board as often as the Board requires.

The relevant section is s.198D

99 BY-LAWS

- 99.1 The Board may make, alter and repeal By-Laws.
- 99.2 By-Laws must not be inconsistent with this Constitution or any direction of a General Meeting.
- 99.3 The members by special resolution of a General Meeting may set aside any By-Law.

MISCELLANEOUS

100 FINANCIAL

The duties of the Directors, as directors, and of the Company, in relation to making and keeping financial records are as set out in the Act.

The relevant sections are ss.285- 291.

101 CHEQUES AND OTHER FINANCIAL INSTRUMENTS

All cheques and other negotiable instruments must be executed in the manner approved by the Directors from time to time.

102 AUDITOR

The responsibility of the Company in relation to audit and the auditor are as set out in the Act.

The relevant sections are ss.249K, 249V, 310, 311, 312, & 325-331.

103 COMMON SEAL

103.1 The Common Seal of the Company shall only be affixed to a document in accordance with a resolution of the Board.

103.2 Each resolution shall be recorded in a register kept for that purpose.

104 EXECUTION OF DOCUMENTS USING COMMON SEAL

104.1 The Company may execute a document with the common seal, if the seal is affixed to the document and the fixing of the seal is witnessed by

- (a) two Directors; or
- (b) one Director and the company secretary.

104.2 Each witness must sign the document to which the Common Seal is affixed.

The relevant section is s.127.2

105 EXECUTION OF DOCUMENTS WITHOUT COMMON SEAL

The Company may execute a document without using the common seal, if the document is signed by

- (a) two Directors; or
- (b) one Director and the company secretary.

The relevant section is s.127.1

106 EXECUTION AS A DEED

The Company may execute a document as a deed if the document is expressed to be executed as a deed and if the document is signed by

- (a) two Directors; or

(b) one Director and the company secretary.

The relevant section is s.127.3

107 MINUTES

The Board must ensure that minutes are taken, authenticated and kept of all

- (a) General meetings;
 - (b) Board meetings;
 - (c) Board committee meetings; and
 - (d) resolutions without a meeting;
- as required by the Act.

The relevant sections are ss.251A and 251B.

108 INDEMNITY FOR DIRECTORS AND OFFICERS

Every Director and other officer of the Company shall be indemnified by the Company to the extent permitted by the Act in respect of all acts done or omitted to be done in the proper exercise of the duties of that person as a director or officer of the Company.

The relevant sections are ss199A – 199C.

109 LIABILITY OF MEMBERS LIMITED TO AMOUNT OF GUARANTEE

By becoming a member of the Company, each member guarantees that

- (a) if the person is a member at the time of winding up; or
- (b) if the person has been a member at any time during the previous year;

that person will pay the sum of Two Dollars towards the debts and winding up costs of the Company.

110 DISPOSAL OF SURPLUS ASSETS ON WINDING UP

110.1 If the Company is wound up, its remaining assets must not be distributed to its members.

110.2 Any assets remaining on winding up must be given to an entity or entities which

- (a) have similar objects to those of the Company; and
- (b) which also prohibit distribution of profit, income or assets to their members.

110.3 The entity or entities must be determined

- (a) by the members in general meeting; or, if that is not done,
- (b) by a judge of the Supreme Court of Victoria.

111 REPLACEABLE RULES

The replaceable rules referred to in the Act apply to the Company to the extent that they are not modified or displaced by this Constitution.

The relevant section is s.135.

112 LICENSING RULES

In the following Rules the word Club is used to refer to the Company and “the Act” refers to the Victorian Liquor Control Reform Act 1998.

- 112.1 No liquor shall be sold supplied or served on the Club premises except during such hours and in accordance with such terms and conditions as the Club may be permitted to do so under the terms and conditions of any licence permit or authority granted pursuant to any State or Commonwealth Act.

The relevant section of the Liquor Control Reform Act is s.10.2

- 112.2 The Secretary or other officer performing the duties of Secretary of the Club shall carry out the duties and obligations imposed upon a Secretary by virtue of any licence permit or authority issued relating to the sale of intoxicating liquors.

The relevant section of the Liquor Control Reform Act is s.10.4

- 112.3 Betting on the Club premises is strictly prohibited.

The relevant section of the Liquor Control Reform Act is s.115 (1)

- 112.4 No person under 18 years of age shall supply liquor on the licensed premises, except in circumstances set out in the Act.

The relevant section of the Liquor Control Reform Act is s.122

- 112.5 No liquor shall be sold or supplied to any person under 18 years of age, except in circumstances set out in the Act.

The relevant section of the Liquor Control Reform Act is s.123

- 112.6 No payment or part payment to any Secretary, Manager or other officer or employee of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for alcoholic drinks supplied.

The relevant section of the Liquor Control Reform Act is Schedule 1 (a)

- 112.7 A visitor shall not be supplied with liquor in the Club premises unless the visitor is a guest in the company of a member.

The relevant section of the Liquor Control Reform Act is Schedule 1 (b)

- 112.8 Any member introducing a visitor shall see that the visitor's name is recorded in the register provided for that purpose.

The relevant section of the Liquor Control Reform Act is Schedule 1 (h)