ULYSSES CLUB INCORPORATED
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CONSTITUTION

28th March 2015

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INTERPRETATION

1 In this Constitution, except in so far as the context or subject matter otherwise indicates or requires –

“ACT” refers to the Associations Incorporation Act 2009 of NSW.

“AUDIT OF ACCOUNTS” is a requirement under the relevant Act for the Club and its branches.

“BRANCH” means an internal part of the Club for members to gather for companionship and social activities

“BRANCH COMMITTEE” means the committee of a Branch of the Club formally elected as provided by the constitution for the conduct of the affairs of the Branch under the reasonable direction of the National Committee.

“BRANCH COMMITTEE BY CONSENSUS” means, where the members of a Branch decide for any reason by consensus that the affairs of the Branch are to be conducted on an informal committee basis, those of their number chosen by them from time to time to so conduct the affairs of the Branch under the reasonable direction of the National Committee. The description “Branch Committee by Consensus” shall be read as meaning “Branch Committee” in the constitution where the context of the constitution requires.

“BRANCH OFFICE BEARERS” means the President, Secretary and Treasurer.

“BRANCH PRESIDENT” means the elected president for the time being of a Branch of the Club or, where the affairs of the Branch are conducted by a Branch Committee by Consensus, the person chosen from time to time by the members of the Branch to be the principal member of that committee.

"CHARITABLE PURPOSE" includes any benevolent, philanthropic or patriotic purpose.

“CLUB” means the total body of members wherever resident constituted by the Ulysses Club Incorporated.

"CONDUCTING" or "PARTICIPATING IN" a Fundraising Appeal has the same meaning ascribed to it in the Charitable Fundraising Act 1991 (NSW).

“CONSTITUTION” of the Club is as set out herein and as may be amended from time to time by Special Resolution of the members of the Club in accordance with this Constitution.

“ELECTRONIC TRANSMISSION” means transmission as defined in the Electronic Transactions Act 2000 (NSW).

‘‘EXTENDED NATIONAL COMMITTEE MEETING’’ means the meeting conducted in conjunction with the Club’s Annual General Meeting (one of the six compulsory National Committee meetings per year) consisting of the National Committee plus invited delegates from the Branches of the Club.

“FINANCIAL YEAR” of the Club and its branches is the calendar year 1st January to 31st December.

"FUNDRAISING APPEAL" has the same meaning ascribed to it in the Charitable Fundraising Act 1991 (NSW).

“GENERAL MEETING” means a Special General Meeting or Annual General Meeting of the members of the Club or of a Branch of the Club (as the case may be or the context may require) properly convened and held in accordance with this Constitution. A Special General Meeting of a Branch may only be called with the approval of the National Committee. (General Meetings should not be confused with, and do not refer to the monthly social meeting of a Branch).

“LIFE MEMBER” is a natural person who has been granted Life Membership by the National Committee.

“MEMBER” is a natural person who has been approved for membership by the National Committee and has paid all monies due.

“NATIONAL ADMINISTRATION” means the exercise by the National Committee of the management and control of the Club and of its funds.

“NATIONAL ADMINISTRATION OFFICE” means the principal office at which the administration of the Club is conducted from time to time.

“NATIONAL COMMITTEE” means the committee elected as provided by the constitution for the management and control of the Club and of its funds.

“NATIONAL OFFICE BEARERS” means the President, Vice President, Secretary and Treasurer.

“PUBLICATION” refers to printed and electronic means.

"RULES" are clauses or sections as listed in this Constitution.

"SOCIAL MEDIA" means Web-based platforms, applications and technologies that enable people to socially interact with one another online.

"SOCIAL MEETINGS" of a Branch are for members to gather for companionship and social activities. Business transacted at such meetings is not in accord with this Constitution.

"SUB-COMMITTEE" is a committee delegated by the National Committee to exercise specific functions.

"TERM" means the period of membership covered by the membership fee as determined from time to time by the National Committee.

OBJECTS

2 The objects for which the Club is established are:

- To provide ways in which older motorcyclists can get together for companionship and mutual support.
- To show by example that motorcycling can be an enjoyable and practical activity for riders of all ages.
- To draw the attention of public and private institutions to the needs and views of older riders.

POWERS

3 The Club shall be empowered,

a) To carry on or engage in any business or undertaking or project which may seem to the Club to be capable of being conveniently carried on in connection with or calculated directly or indirectly to further the objects for which the Club is established including operating an office and warehouse and employing staff.

b) To communicate, affiliate, or enter into other relations, formal or informal, with other clubs, associations, or other bodies having any similar objects and to subscribe to, become a member of, or cooperate with any such clubs, associations, or other bodies in any way as may be likely to further the objects of the Club.

c) Generally to purchase, take on lease, hire or in exchange or otherwise, acquire any real or personal property or rights or privileges which the Club may think necessary or convenient for the furtherance of its objects.

d) To sell, improve, develop, exchange, lease or hire out, dispose of, turn to account, or otherwise deal with all or any part of the real and personal property and the rights and privileges of the Club.

e) To do all such other things as are incidental or conducive to the attainment of the objects above.

f) To provide financial or other assistance to charitable organisations and to conduct or participate in fundraising appeals for charitable purposes primarily in aid of arthritis research.

g) To foster and maintain good relations with international Ulysses Club members.

h) To take out such policies of Insurance as the National Committee shall deem necessary from time to time for Public Liability, for the protection of the Clubs property, to provide indemnity for Officers and Employees and such other risks as the National Committee shall determine from time to time.

CLUB FUNDS SOURCE

4.a) The funds of the Club are to be derived from joining fees and membership subscriptions, donations, sale of Club merchandise and memorabilia, events, and subject to any resolution by the National Committee, such other sources as the National Committee determines.

b) With the exception of any monies received pursuant to any Fundraising Appeal, all money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account, all monies received as a result of

any Fundraising Appeal are to be deposited into a separate account and disbursed in compliance with the provisions of the Charitable Fundraising Act 1991 or its successor.

c) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

BRANCH FUNDS SOURCE

5.a) The funds of a Branch may be derived from raffles, donations, newsletter fees, sale of Club or Branch merchandise and any Branch events authorised by the Branch Committee subject to any direction given by the National Committee.

b) Branches are not entitled to demand or charge a branch membership fee.

c) With the exception of any monies received pursuant to any Fundraising Appeal, all money received by the Branch must be deposited as soon as practicable and without deduction to the credit of the Branch's bank or other authorised deposit-taking institution account, all monies received as a result of any Fundraising Appeal are to be deposited into a separate account and disbursed in compliance with the provisions of the Charitable Fundraising Act 1991 or its successor.

d) The Branch must, as soon as practicable after receiving any money, issue an appropriate receipt.

CLUB FUNDS MANAGEMENT

6.a) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the National Committee, or, alternatively one member of the Committee and one employee of the Club, being members or employees authorised to do so by the National Committee.

b) Where electronic banking is used all payment transactions must be entered into the banking system by a member of the Committee or an employee of the Club authorised by the Committee, and the payment transaction then confirmed by one member of the Committee or an employee of the Club authorised to do so by the National Committee.

BRANCH FUNDS MANAGEMENT

7.a) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of a Branch Committee.

b) Where electronic banking is used all payment transactions must be entered into the banking system by a member of the Branch Committee, and the payment transaction then confirmed by one other member of the Branch Committee.

INCOME AND PROPERTY

8. The income and property of the Club or its branches shall be applied solely towards the objects of the Club and no portion of it shall be transferred directly or indirectly in any way whatsoever by way of profit or gain to the persons who at any time are or have been members of the Club, or to any of them, or to any person claiming through any of them, provided that nothing contained herein shall prevent the payment in good faith to any member of the Club for goods supplied or services rendered by the member where such goods are supplied or such services rendered during the course of the member's usual or accepted occupation.

9. If after the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among members, but shall be given or transferred to an Arthritis scientific research institution as designated by the National Committee expressly for the purposes or research into the causes of and a cure for Arthritis and in default thereof by such Court or Courts within the Commonwealth of Australia as may have or acquired jurisdiction in the matter.

10 If after the winding up or dissolution of a Branch there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among members, but shall remain the property of the Club to be dispersed at the direction of the National Committee.

MEMBERSHIP

11 A person is eligible to be a member of the Club if the person is a natural person and has attained an age of not less than forty years and,

a) 1. holds a current motorcycle rider's licence (but subject to the exemption granted by Clause 15), or

2. being a person not otherwise qualified under sub-clause (a) 1) of this clause, has attained an age of not less than 40 years and is the spouse of a member within the meaning of the law or any commonly accepted meaning of the word spouse or is otherwise the regular companion of a member,

b) has applied for membership to the National Secretary in such manner as may be prescribed from time to time; and

c) has been approved for membership by the National Committee.

12 Where the National Committee determines to approve or reject an application for membership to the Club, the National Secretary shall as soon as practicable notify the applicant of that rejection and, where approved cause the person's name to be entered in the register of members.

13 Until a member has attained the age of 50 years, he or she shall be deemed to be a Junior Member, but shall, nevertheless, have full membership rights and privileges in the Club.

14 Where a member is a resident of or reasonably within the locality of a place where a Branch of the Club is established, that member shall be deemed to be attached to that Branch for the purposes of Clause 21 but where a member is not so resident that member shall be deemed to be an unattached member for the purposes of that clause.

15 No person to whom the requirement would otherwise apply shall be denied or lose his or her eligibility for membership by reason only that he or she no longer holds a current motorcycle rider's licence because of age, physical infirmity, or other cause acceptable to the National Committee provided that, in the case of a person not already a member, he or she can demonstrate a prior longstanding interest and involvement in motor cycling to the satisfaction of the National Committee.

16 A person ceases to be a member of the Club if the person –

a) dies;

b) resigns;

c) is expelled from the Club;

d) fails to pay without reasonable cause any fee, subscription, or any other amount within three months of its becoming due; or

e) being a person previously qualified for membership under the provisions of Clause 11 a) 2), where the National Committee deems that that person is no longer qualified for membership of the Club.

17 A right, privilege or obligation which a person has by reason of being a member of the Club is not capable of being transferred or transmitted to another person, and terminates on cessation of the person's membership.

18.a) A member of the Club may resign from membership of the Club by first giving written notice to the National Secretary of one month (or such other period as the National Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

b) If a member of the Club resigns and ceases to be a member of the Club, and in every other case where a member ceases to hold membership, the National Secretary must ensure an appropriate entry is made in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

19.a) The Public Officer shall establish and have maintained a register of members of the Club which shall specify at least the name and address of each person who is a member, the person's membership number, and the date on which the person became a member.

b) The register of members shall be kept in New South Wales at the National Administration Office of the Club.

c) No ordinary member of the club shall be entitled to any information contained in the Members Register unless authorised by the person about whom the information is sought.

d) The provisions of clause 19 c) shall not apply to any member of the National Committee nor to any office bearer of a Branch requiring such information for the purposes of the National Committee or Branch nor to any member requiring information about his or her own entry in the register.

e) If a member requests that any information contained on the register about the member not be available for dissemination, that information must not be made available for dissemination.

FEES AND SUBSCRIPTIONS

20.a) An applicant for membership of the Club shall be obliged to pay the Club the fees and charges in accordance with the following:

i) Together with the form of application an application fee which shall be determined by the National Committee from time to time.

ii) A membership fee to cover the period of time (hereinafter referred to as the "term") and the amount of the membership fee shall be determined by the National Committee from time to time. In the event that the application shall be refused then the membership fee shall be refunded to the applicant.

b) The commencement of the membership term shall be determined by the National Committee.

RESOLUTION OF DISPUTES

21. 1) A dispute between a member and another member (in their capacity as members) of a Branch or the Club, or a dispute between a member or members and the Club, which has been first referred to the National Committee for resolution, which resolution has not been achieved is to be referred to a Community Justice Centre or similar organisation in the State of residence of the parties or otherwise in a location to be determined by the National Committee for mediation.

2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre or similar organisation, the dispute may be referred to Arbitration by either party which shall be at the expense of the parties.

3) If a party refuses to participate in the dispute resolution process referred to in Clauses 21 (1) and (2) hereof or to attend at a Community Justice Centre the dispute resolution process concerning that party will be as the National Committee determines at its absolute discretion.

4) The Commercial Arbitration Act 2010 (NSW) shall apply to any such dispute referred to Arbitration.

5) In the event that neither party shall pursue arbitration the provisions of clauses 22 and 23 shall apply.

DISCIPLINING OF MEMBERS

22 1) A complaint may be made to the National Committee by any person that a member of the Club:

a) has refused or neglected to comply with a provision or provisions of this constitution or

b) has wilfully acted in a manner prejudicial to the interests of the Club.

2) The National Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

3) If the National Committee decides to deal with the complaint, the Committee:

a) shall first apply the principles contained in clause 21 1) of this Constitution in an endeavour to resolve the issues,

b) must cause notice of the complaint to be served on the member concerned, and

c) must give the member at least 14 days from the time the notice is served within which to make submissions to the National Committee in connection with the complaint, and

d) must take into consideration any submissions made by the member in connection with the complaint.

4) The National Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club, if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

5) If the National Committee expels or suspends a member, the National Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the National Committee for having taken that action and of the members right of appeal under clause 23.

6) The expulsion or suspension does not take effect:

a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

b) if within that period the member exercises the right of appeal, unless and

c) until the Club confirms the resolution under clause 23 whichever is the later.

RIGHT OF APPEAL OF A DISCIPLINED MEMBER

23. 1) A member may appeal to the Club in General Meeting against a resolution of the National Committee under clause 22, within 7 days after notice of the resolution is served on the member, by lodging with the National Secretary a notice to that effect.

2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

3) On receipt of a notice from a member under subclause 1), the National Secretary must notify the National Committee which is to convene a General Meeting of the Club to be held within 28 days after the date on which the National Secretary received the notice.

4) At a general Meeting of the Club convened under subclause 3)

a) No business other than the question of the appeal is to be transacted, and

b) The National Committee and the member must both be given the opportunity to state their respective cases orally or in writing, or both, and

c) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

5) The appeal is to be determined by a simple majority of votes cast by members of the Club present and eligible to vote.

NATIONAL COMMITTEE

24. There shall be a National Committee of management of the Club which, subject to this Constitution and to any resolution passed by the members in General Meeting shall control and manage the affairs of the Club and its funds and to perform all such acts and do all such things necessary or desirable for the proper management of the affairs of the Club.

25. 1) The National Committee, all of whom shall be elected at the Annual General Meeting of the Club in accordance with the rules in that regard, shall consist of:-

I. The National President,

II. The National Vice-President,

III. The National Secretary,

IV. The National Treasurer, and

V. Three ordinary committee members.

2) No member shall be entitled to nominate for the position of National President without first having held a subordinate position on the National Committee for a period of at least one year.

3) No member shall be entitled to hold any elected position on the National Committee for a period longer than 3 years unless at the 4th and subsequent years no other candidate offers himself for election. This subclause shall not prevent a member holding more than one elected position for 3 years on the National Committee.

4) Years of office count shall commence from the 2015 National Committee election.

26. Each elected member of the National Committee shall, subject to this Constitution, hold office until the time of the declaration that all positions on the Committee are now vacant made at the Annual General Meeting of the Club next following the date of the member's election.

27 In the event of a casual vacancy occurring in the elected membership of the National Committee, that Committee may appoint a member of the Club to fill the vacancy and the member so appointed shall, subject to these rules, hold office until the time of the declaration that all positions on the Committee are now vacant made at the Annual General Meeting of the Club next following the date of the appointment.

SUB-COMMITTEE

28 1) The National Committee may, by instrument in writing, delegate to one or more sub-committees, consisting of such member or members as the National Committee thinks fit, the exercise of such of the functions of the National Committee as are specified in the instrument, other than:

a) This power of delegation; and

b) a function which is a duty imposed on the National Committee by the Act or by any other law.

2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

4) Despite any delegation under this clause, the National Committee may continue to exercise any function delegated.

5) Any act or thing done or suffered to be done by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered to be done by the National Committee.

6) The National Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

BRANCHES

29 The establishment of a Branch of the Club is at the discretion and direction of the National Committee at any place in a State or Territory of the Commonwealth of Australia or such other place or places as the National Committee may determine and shall be subject to the grant of a charter by

the National Committee which shall have the power to withdraw, or place conditions on the continuation of a branch charter where it is considered for good reason to be in the best interests of the Club.

BRANCH COMMITTEE

30 There shall be a Branch Committee of each Branch of the Club either formally elected or informal by consensus, that will act in accordance with this Constitution and the direction of the National Committee, and shall conduct the committee meetings at a place agreed by the majority of the committee, and shall conduct the Social Meetings of the Branch at a place so designated and approved by the National Committee. Any action or decision or resolution made by a Branch Committee has no standing in relation to the management of the Club.

31 A formally elected Branch Committee shall consist of –

I. The Branch President,

II. The Branch Secretary, and

III. The Branch Treasurer, or

IV. The Branch Secretary/Treasurer, and

V. A minimum of three ordinary committee members.

all of whom shall be elected at the Annual General Meeting of the Branch in accordance with this Constitution and at the direction of the National Committee.

32 Where members decide by consensus a Branch is to have an informal committee consisting of a minimum of three members appointed from time to time, there shall be an Annual General Meeting of the Branch and Clauses 84, 85 and 86 a), and c), and where appropriate 86 b) will apply.

NOMINATIONS FOR NATIONAL COMMITTEE

33 a) The National Secretary shall call for nominations for Office Bearers and Ordinary Committee members in the Spring edition of "*Riding On*" or if there is no Spring edition of "Riding On" by notice served on or given to the members before 30 September in any year in respect of elections to be held in the following year.

b) Nominations of candidates for election as office-bearers, or ordinary members of the National Committee must be made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and shall be delivered to the National Secretary by midnight AEDST (Australian Eastern Daylight Savings Time) of the 30th November preceding the Annual General Meeting.

34 A person nominated as a candidate for office-bearer or ordinary committee member of the Club must be a member of the Club.

35. 1) A member may be nominated in writing for more than one position on the National Committee. Each nomination shall be on a separate form completed in accordance with Clause 33 of these rules.

2) No member may hold more than one office on the National Committee concurrently.

NOMINATIONS FOR A BRANCH COMMITTEE

36. Nominations of candidates for election to a Branch Committee, shall be made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and be delivered to the Branch secretary no later than 28 days prior to the date and time of the Branch Annual General Meeting.

37 A person nominated as a candidate for office-bearer or ordinary committee member of a Branch must be a member of the Club.

38 A member may be nominated in writing for more than one position on a Branch Committee. Each nomination shall be on a separate form completed in accordance with Clause 33 b) of these rules.

ELECTION OF MEMBERS TO THE NATIONAL COMMITTEE OR A BRANCH COMMITTEE

39. a) At each Annual General Meeting of the Club or a Branch of the Club the member then presiding shall declare that all positions on the Committee are now vacant but such a declaration shall not be made until all the business of the meeting properly that of the retiring Committee has been dealt with.

b) Upon the declaration being made the members present shall appoint one of their number not being a candidate to conduct the election of all the members of the relevant Committee as provided by this Constitution and should a ballot be required at least two scrutineers to assist, none to be a candidate for office.

c) The President on being declared elected may assume the chair and may continue with such business of the meeting as may be conveniently conducted during the course of, but not including, the election of the other members of the Committee.

40. If insufficient nominations are received to fill all vacancies on the respective Committee, the candidates nominated are taken to be elected.

41. a) Any vacant positions remaining on the National Committee shall be deemed to be casual vacancies as per Clauses 51 and 52.

b) If insufficient further nominations are received to fill all vacancies on a Branch Committee then subject to the agreement of those members present and eligible to vote, a nomination from a person already elected, to fill a second position on the Committee, shall be accepted and the nominee shall be declared elected to the second position.

42. If the number of nominations received for any position exceeds the vacancy or vacancies to be filled, the ballot for office-bearers and ordinary members shall be conducted by written ballot in such usual and proper manner in accordance with this Constitution.

43 Where it has been decided a Branch will elect a formal committee, the ballot for office-bearers and ordinary members of the Branch Committee shall be conducted by written ballot at the Branch Annual General Meeting in such usual and proper manner as the National Committee may direct and in accordance with this Constitution.

NATIONAL SECRETARY

44 It shall be the duty of the National Secretary to keep minutes of:

a) all appointments of office-bearers and members of the National Committee, and

b) the names of the members of the National Committee present at a committee meeting or General Meeting; and

c) all proceedings at National Committee meetings and General Meetings; and

d) ensure minutes of proceedings at a meeting are signed by the chairperson of the meeting or the chairperson of the next succeeding meeting.

45 The National Secretary shall as soon as practicable following their appointment lodge notice of their address with the National Administration.

46.a) The National Secretary shall also hold the position of Public Officer of the Club as defined in Section 34 of the Act provided he shall ordinarily reside in the State of New South Wales.

b) In the event that the National Secretary shall not reside in the State of New South Wales, the National Committee at its first meeting shall appoint one of its members who is resident in New South Wales to hold the position of Public Officer of the Club as defined in Section 34 of the Act or should no member of the National Committee reside in NSW then an ordinary member resident in NSW.

c) Within 28 days of taking office as the Club's Public Officer (other than as its first Public Officer) a person must notify the Director General of the New South Wales Department of Fair Trading in the approved form of:

1. The person's full name and date of birth and
2. The person's address for service of notices and
3. The fact that the person has been appointed Public Officer.

d) If there is any change in the address of the Public Officer of the Club the Public Officer must notify the Director General of the New South Wales Department of Fair Trading in the approved form of the new address within 28 days of the date of the change.

BRANCH SECRETARY

47. It shall be the duty of the Secretary of a Branch Committee to:

a) Keep minutes of all appointments of Office-Bearers and members of the Branch Committee;

b) To record the names of the members of the Branch Committee present at Committee Meetings, and General Meeting of the Branch, and

c) all proceedings at Branch Committee Meetings, Annual General Meetings and Special General Meetings, and

d) ensure that the minutes of proceedings at a meeting are signed by the chairman of the meeting or the chairman of the next succeeding meeting.

e) To notify the National Administration Office within one month of any changes in the Committee of the Branch and to supply relevant contact details.

f) A Branch Secretary shall as soon as practicable following their appointment lodge notice of their address with the National Administration

NATIONAL TREASURER

48. It is the duty of the National Treasurer of the Club to ensure that-

a) all money due to the Club is collected and received and that all payments authorised by the Club are made; and

b) that correct books and accounts are kept showing the financial affairs of the Club including full details of all receipts and expenditure connected with the activities of the National Administration of the Club.

c) the accounts of the Club are audited.

d) The Audited accounts are presented at the Annual General Meeting.

BRANCH TREASURER

49. It is the duty of the treasurer of a Branch of the Club to ensure that:

a) all money due to the Branch is collected and received and that all payments authorised by the Branch Committee are made; and

b) correct books and accounts are kept showing the financial affairs of the Branch including full details of all receipts and expenditure connected with the activities of the Branch.

c) An annual financial statement of the Branch accounts for the calendar year is sent to the National Administration Office within two months of the 31st December.

d) The accounts of the Branch are audited at the direction of the National Treasurer.

CASUAL VACANCIES

50. For the purposes of these rules, a casual vacancy occurs in the office of a member of the National Committee or Branch Committee if the member:

a) Dies;

b) Ceases to be a member of the club;

c) Becomes bankrupt or insolvent;

d) Resigns office by notice given to the National Secretary;

e) Is removed from office under Clause 52 or Clause 54;

f) Becomes a mentally incapacitated person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or

g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

h) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

51 In the event of a casual vacancy occurring in the membership of the National Committee or a formally elected Branch Committee, the respective committee may appoint a member by resolution to fill the vacancy and the member so appointed shall, subject to this Constitution, hold office until the time of the declaration that all positions on the respective committee are now vacant made at the next Annual General Meeting of the Club, or of a Branch, following the date of the appointment.

REMOVAL OF NATIONAL COMMITTEE MEMBERS

52 Subject to their rights as a member of the Club as referenced in Clause 22, the members of the Club in a Special General Meeting may by resolution remove any member of the National Committee from their office on the National Committee before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

53 Where a member of the National Committee to whom a proposed resolution referred to in Clause 52 relates makes representations in writing, (not exceeding a reasonable length), to the Secretary or the President of the National Committee and requests that the representations be notified to members of the Club, the Secretary or the President of the National Committee may send a copy of the representations to each member of the Club or, if the representations are not so sent, the person to whom the proposed resolution relates shall be entitled to require that the representations be read out at the meeting at which the resolution is considered.

REMOVAL OF BRANCH COMMITTEE MEMBERS

54 Subject to their rights as a member of the Club as referenced in Clause 22, the members of a Branch in a Special General Meeting, a meeting approved by the National Committee, may by resolution remove any member of a formally elected Branch Committee from their office on the Branch Committee before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

55 Where a member of a Branch Committee to whom a proposed resolution referred to in Clause 54 makes representations in writing, (not exceeding a reasonable length), to the Secretary or the President of the Committee concerned and requests that the representations be notified to members of the Branch, the Secretary or the President of the Branch Committee may send a copy of the representations to each member, and, if they are not so sent, the person to whom the proposed resolution relates shall be entitled to require that the representations be read out at the meeting at which the resolution is to be considered.

REMOVAL OF BRANCH CHARTER

56 Where the National Committee resolves that the Committee of a Branch is dysfunctional or not acting in the best interests of the Club or in the best interests of members attached to that Branch, the National Committee may, by resolution, remove the Branch charter and/or may dissolve the Committee of that Branch.

NATIONAL COMMITTEE MEETINGS

57 The National Committee shall meet at least 6 times in each period of 12 months at such place and time as the Committee may determine, one of such meetings can be the Extended National Committee Meeting.

58 The Club shall pay all reasonable travel expenses and accommodation costs to any elected members of the National Committee attending any National Committee meeting other than the Extended National Committee Meeting held in conjunction with the Annual General Meeting or to attend the Annual General Meeting of the Club.

59 Additional meetings of the National Committee may be convened by the President or by any two members of that committee.

60 Written notice of a National Committee meeting must be given to each member of that committee by the National Secretary at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.

61 Notice of a meeting given under Clause 60 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

62 Any 3 members of the National Committee constitute a quorum for the transaction of the business of a meeting of the Committee and no business shall be transacted by the Committee unless a quorum is present and, if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day of the following week.

63 If at the adjourned meeting of the National Committee a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

64 At a meeting of the National Committee –

a) The President or, in the President's absence the Vice-President shall preside; or

b) if the President and Vice-President are absent or unwilling to preside, one of the remaining members of the Committee may be chosen to preside.

SUB-COMMITTEE MEETINGS

65 A sub-committee may meet and adjourn as it thinks proper within the parameters set down, and or agreed by the National Committee. The club shall meet the proper and reasonable expenses of such sub-committee members in the execution of their duties.

BRANCH COMMITTEE MEETINGS

66 A Branch Committee shall meet at least 6 times in each period of 12 months at such place and time as the Branch Committee may determine.

67 At a meeting of a Branch Committee the Branch President shall preside, or in the President's absence or if unwilling to act as such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

68 Additional meetings of a Branch Committee may be convened by its President or at the request of any two other of its members.

69 Written or electronic notice, excluding notification by social media, of a meeting of a Branch Committee shall be given by the Branch Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.

70 Notice of a meeting given under Clause 69 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

71 Any three members of a Branch Committee constitute a quorum for the transaction of the business of a Branch Committee meeting and no business shall be transacted by the Committee unless a quorum is present and, if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day of the following week.

72 If at the adjourned meeting of a Committee a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

COMMITTEE MEETING VOTING AND DECISIONS - ALL COMMITTEES

73 Questions arising at a meeting of the National Committee or Branch Committee or of a Sub-Committee appointed by the National Committee shall be determined by a majority of the votes of members in attendance at the relevant meeting.

74 Each member present at a meeting of the National Committee or of a Branch Committee or of a Sub-Committee appointed by the National Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

75 Subject to there being a quorum of three members of a Committee present a Committee may act on any question notwithstanding any vacancy on the Committee.

76 Any act or thing done or suffered to be done, or purporting to have been done or suffered to be done, by the National Committee or a Sub-Committee appointed by the National Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the National Committee or Sub-Committee.

77 Any act or thing done or suffered to be done, or purporting to have been done or suffered to be done by a Branch Committee has no standing in relation to the management or policies of the Club.

ANNUAL GENERAL MEETING OF THE CLUB

78 The Annual General Meeting of the Club shall be convened to be held on a date not before the 1st January and not later than the 30th June in each year and at such place and time as the National Committee may determine.

79 An Annual General Meeting shall be specified as such in the notice convening the meeting.

80 In addition to any other business which may be properly transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

a) to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;

b) to receive and consider the statement and report of the financial affairs of the Club for the financial year ended the previous 31st December.

c) to receive from the Committee reports upon the activities of the Club during the last preceding financial year.

d) to elect office-bearers and ordinary members of the National Committee.

SPECIAL GENERAL MEETING OF THE CLUB

81 The National Committee may,

a) whenever it thinks fit resolve to convene a Special General Meeting of the Club to be held at a place and hour and on a date determined by the National Committee, being a date not later than 3 months after the date of its resolution, or,

b) convene a Special General Meeting of the Club on the requisition in writing of at least 100 members of the Club to be held within three months of the date of receipt of a requisition from members.

82 A requisition of members for a Special General Meeting of the Club:

a) must state the purpose or purposes of the meeting;

b) must be signed by the members making the requisitions;

c) must be lodged with the National Secretary; and

d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

83 If the National Committee fails to convene a Special General Meeting to be held within 3 months after the date on which a requisition of members for the meeting is lodged with the National Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 4 months after that date.

ANNUAL GENERAL MEETING OF A BRANCH

84 The Annual General Meeting of a Branch shall be convened to be held on a date not before the 1st January and not later than the 30th June in each year and at such place and time as the Branch Committee may determine.

85 An Annual General Meeting shall be specified as such in the notice convening the meeting.

86 In addition to any other business which may be properly transacted at a Branch Annual General Meeting, the business of an Annual General Meeting shall be:

a) to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;

b) to receive and consider the statement and report of the financial affairs of the Branch for the financial year ended the previous 31st December;

c) to receive from the Committee reports upon the activities of the Branch during the last preceding financial year;

d) to elect office-bearers and ordinary members of the Branch Committee.

SPECIAL GENERAL MEETING OF A BRANCH

87 A Special General Meeting of a Branch can only be held with the agreement of the National Committee, when,

a) a Committee of a Branch of the Club makes written requisition to the National Committee to convene a Special General Meeting of the Branch;

b) 30 members of the Club aligned with that Branch makes written requisition to the National Committee to hold a Special General Meeting of the Branch;

c) The meeting shall be at a place and hour at a date agreed by the National Committee, being a date not later than 28 days after the date of the requisition.

88 A requisition for a Special General Meeting:

a) Must state the purpose or purposes of the meeting;

b) Must be signed by all the members making the requisitions;

c) Must be lodged with the National Secretary; and

d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

NOTICE OF ANNUAL OR SPECIAL GENERAL MEETING OF THE CLUB

89 Except where the nature of the business proposed to be dealt with at a Special General Meeting or Annual General Meeting requires a special resolution, the National Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, give notice to each member the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

90 Where the nature of the business to be dealt with at a Special General Meeting or Annual General Meeting requires a special resolution of the Club, the National Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each member of the Club specifying, in addition to the matter required under Clause 82, the intention to propose the resolution as a special resolution.

PROCEDURE AT ANNUAL OR SPECIAL GENERAL MEETINGS OF THE CLUB

91 No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business of a general nature of which prior notice has not been given and which the majority of the members present determined may be transacted.

92 A member desiring to bring any business not of a general nature before a General Meeting shall, at least 28 days before the date fixed for the holding of the meeting, give notice in writing to the National Secretary, who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

93 Notices of General Meetings of the Club shall be deemed to be served on or given to a member in compliance with Clause 132 of these Rules if such Notice is published to the members in any official publication of the Club provided that any such publication shall be served on or given to the members in sufficient time to comply with the requirements of Clauses 89 and 90.

94 No item of business shall be transacted at a General Meeting unless a quorum of members entitled to vote is present during the time the meeting is considering that item.

95 One hundred members present (being members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of business at a General Meeting.

96 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

a) if convened upon the requisition of members, is to be dissolved and

b) in any other case, is to stand adjourned to a date and at a place and time to be determined by the National Committee and advised to members by notice of not less than 14 days.

97 If at an adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the meeting shall be dissolved.

98 In the case of an Annual General Meeting or Special General Meeting of the Club, the National President or, in the President's absence the National Vice-President shall preside as chairperson. If the President and Vice-President are absent from a Special General Meeting or are unwilling to act, the members present shall elect one of their number to preside as chairperson at a meeting.

99. a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting to a date, place and time to be determined by the National Committee, but no business shall be transacted at such an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place

b) If a General Meeting is adjourned for 14 days or more, the National Secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

Except as provided in subclauses a) and b) herein, notice of adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required.

100 At an Annual General meeting when all business has been properly finalised, the Chairman shall call for nominations for the position of Presiding Officer for the election of the next Office Bearers and ordinary Committee members. Any such nominations shall be seconded and a decision shall be reached by a show of hands by the members present. In the event that there shall be more than one nomination any member nominated may have the matter decided by a ballot of the members present. The member appointed as Presiding Officer shall then take the Chair, declare all positions on the Committee vacant and then conduct the election.

VOTING AT AN ANNUAL OR SPECIAL GENERAL MEETING OF THE CLUB

101 A question arising at a General Meeting is to be determined by either,

a) a show of hands, or,

b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.

102 Where a written ballot is determined at a General Meeting, the written ballot shall be:

a) taken immediately in the case of a ballot which relates to the election of the chairperson of the meeting; or

b) the question of an adjournment; or

c) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the written ballot on the matter shall be deemed to be the resolution of the meeting on the matter.

103 A written ballot must be taken for the election of office bearers and ordinary committee members of the Club.

104 Where a question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to the effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

105 Upon any question arising at a General Meeting of the Club:

a) A member has one vote only.

b) All votes must be given personally by those attending and in the case of election of National Committee may also be by postal vote in accordance with Clause 106.

c) In the case of an equality of votes, the Chairperson of the meeting is entitled to a second or casting vote.

d) A member is not entitled to vote unless all money due and payable by the member to the Club has been paid.

e) Proxies are not allowed.

VOTING TO ELECT THE NATIONAL COMMITTEE

106 a) Where a member chooses to vote by postal vote at an Annual General Meeting of the Club for the election of office bearers and ordinary members that member must make a written or electronically transmitted request to the National Administration Office for an election ballot form.

b) Where a member requests an election ballot form pursuant to Clause 106 a) above the election ballot, in the form prescribed by the National Committee for the ensuing election, shall be dispatched

to the member making such application within four (4) business days of the date of receipt of the application at the National Administration Office.

c) A member intending to vote by postal vote at an Annual General Meeting of the Club for the election of office bearers and ordinary members shall complete and enclose the ELECTION BALLOT form as provided by the National Committee in a sealed envelope (inner envelope) clearly marked "ELECTION BALLOT". This inner envelope shall be sealed in another envelope (outer envelope) addressed to the Returning Officer c/- the current post office box of the National Administration Office with the member's name, address and membership number on the reverse side of the outer envelope and then forwarding this envelope by post or personal delivery to the National Administration Office.

Failure to so mark the outer envelope shall render the member's vote invalid.

All envelopes marked "ELECTION BALLOT" received into the National Administration Office before the declared closing date of the ballot shall be delivered unopened at the Annual General Meeting to the member appointed under Clause 39 b) to conduct the ballot. A valid postal vote lodged by a member shall be counted in determining the written ballot.

VOTING ON A SPECIAL RESOLUTION

107 1) Voting on a Special Resolution may be either:

a) by members present and eligible to vote at an Annual General Meeting or Special General Meeting, or

b) where it is resolved by the National Committee to allow voting by postal ballot also, then by postal ballot.

2) Postal Voting papers:

a) Where a member chooses to vote by postal ballot that member must make a written or electronically transmitted request to the National Administration Office for a postal ballot paper;

b) where a member requests a postal ballot paper pursuant to Clause 107 2) a) above, the postal ballot paper, in the prescribed form which is set out in Appendix 1 to this Constitution, shall be dispatched to the member, making such application within four (4) business days of the date of receipt of the application at the National Administration Office.

3) Upon any matter to be determined by a Special Resolution: -

a) A member has one vote only;

b) In the case of an equality of votes, the chairperson of the meeting is entitled to a second or casting vote;

c) A member is not entitled to vote unless all money due and payable by the member to the Club has been paid;

d) Proxies are not allowed.

108 Where it is resolved that members may vote by postal ballot on a Special Resolution of the Club, the National Committee shall appoint a member other than a member of the National Committee as returning officer for that ballot and all members shall be entitled to vote by postal ballot on any proposal on which the ballot is to be held by lodging such vote on the prescribed form with the returning officer before the declared closing date of the ballot.

A member intending to postal vote on a Special Resolution must mark the POSTAL BALLOT PAPER, fold it and place it in a sealed envelope (inner envelope) clearly marked "POSTAL BALLOT PAPER " This inner envelope shall be sealed in another envelope (outer envelope) and addressed to the Returning Officer c/- the current post office box of the National Administration Office , with the member's name, address and membership number on the reverse side of the outer envelope and then forwarding this envelope either by post or personal delivery to the National Administration Office.

Failure to so mark the outer envelope shall render the member's vote invalid.

All envelopes marked "POSTAL BALLOT PAPER" received into the National Administration Office prior to the declared closing date of the ballot shall be delivered unopened to the member appointed to conduct the ballot.

109 Where it is resolved to hold a Special General Meeting of the Club for a Special Resolution, the meeting will be held as per the relative clauses in this Constitution.

SPECIAL RESOLUTION

110 A resolution of the Club is a Special Resolution

a) If it is proposed by a unanimous resolution of the members of the National Committee made at a scheduled meeting of the National Committee; or

b) If it is given in writing to the National Secretary no less than 90 days before a general meeting. Such a resolution shall be signed by the proposer and seconder and supported with the signatures of no less than 100 members. All signatories must be members of the Club. A written notice referred to in this Clause must include the terms of the resolution;

c) If it is supported at an Annual General Meeting or Special General Meeting of the Club by a majority of not less than three quarters of the total votes cast by members in attendance at such meeting counted together with the votes cast by members in a postal ballot, in each case of which no less than 21 days notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with this Constitution.

PROCEDURE AT ANNUAL OR SPECIAL GENERAL MEETINGS OF A BRANCH

111 No business other than that specified in the notice convening a Special General Meeting or Annual General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business of a general nature of which prior notice has not been given and which the majority of the members present determined may be transacted.

112 A member desiring to bring any business not of a general nature before a Special General Meeting or Annual General Meeting of a Branch must, at least 28 days before the date fixed for the holding of the meeting, give notice in writing to the Branch Secretary, who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

113 Notices of General Meetings of a Branch shall be deemed to be given if notice thereof is published in any official publication of the Club or the respective Branch provided that any such notice shall be published at least 14 days before the date fixed for the holding of the General Meeting.

114 No item of business shall be transacted at a General Meeting unless a quorum of members entitled to vote is present during the time the meeting is considering that item of business.

115 Five members present in person and entitled to vote shall constitute a quorum for the transaction of business at a General Meeting.

116 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

a) If convened upon the requisition of members, is to be dissolved and,

b) In any other case, is to stand adjourned to a date and at a place and time to be determined by the Branch Committee in consultation with the National Committee and advised to members by notice of not less than 14 days.

117 If at an adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the members present shall constitute a quorum.

118 At the Annual General Meeting of a Branch a member from amongst those attending and who is not a candidate in any election held in such meeting must be selected to preside.

119 In the case of a Special General Meeting of a Branch, a National Committee member or, a member determined by the National Committee shall preside as chairperson at a meeting.

120. a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting to a date, place and time to be determined in consultation with the National Committee, but no business shall be transacted at such an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

b) If a General Meeting is adjourned for 14 days or more, the Branch secretary must give written or oral notice of the adjourned meeting to each member attached to the Branch stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

Except as provided in subclauses a) and b) herein, notice of adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required.

VOTING AT AN ANNUAL OR SPECIAL GENERAL MEETING OF A BRANCH

121 A question arising at a General Meeting of a Branch is to be determined by either,

a) a show of hands, or

b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.

122 Where a written ballot is determined at a General Meeting, the written ballot shall be taken immediately :-

a) in the case of a ballot which relates to the election of the chairperson of the meeting or

b) in the question of an adjournment.

123 A written ballot must be taken for the election of office bearers and ordinary committee members of a Branch.

124 Where a question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to the effect in the minute book of the Branch, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

125 Matters arising at a General Meeting of a Branch:

a) A member has one vote only;

b) At an Annual General Meeting of a Branch postal votes are not permitted and all votes must be given personally;

c) At a Special General Meeting of a Branch postal votes are not permitted and all votes must be given personally;

d) In the case of an equality of votes, the chairperson of the meeting is entitled to a second or casting vote;

e) A member is not entitled to vote unless all money due and payable by the member to the Club has been paid;

f) Proxies are not allowed;

g) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the written ballot on the matter shall be deemed to be the resolution of the meeting on the matter;

h) Special Resolutions cannot be made at Branch General Meetings.

OTHER MEETINGS

126 The Committee of a Branch may at its discretion convene such other social meetings of the members of the Branch as it sees fit, but no business shall be transacted at any such meeting if it is properly the business of the Branch Committee or of the members gathered in General Meeting.

MISCELLANEOUS

127 Life Membership may be granted by the Club in recognition of a member's meritorious service, subject to the relevant criteria set down, from time to time and minuted, by the National Committee.

a) Any two members may nominate or second another member they consider suitable for life membership. The nomination, in writing, shall be posted to the National Secretary, not later than December 31st.

b) The nomination shall contain full details in support of the nominated member's service.

c) Following agreement on suitability of the nomination by the National Committee, the nomination shall be presented to the Extended National Committee Meeting for its consideration and approval.

d) Approval of the nomination shall be announced to members during the course of the Annual General Meeting of the Club.

e) The granting of Life Membership upon the nominated member absolves that member from the payment of future annual subscriptions and shall be accorded such privileges as the National Committee in its discretion may determine.

f) Nominees and those nominating must be members of the Club.

128 With the exception of Rule 2 hereof which shall be enshrined, this Constitution may only be altered, rescinded or added to by a Special Resolution of the members of the Club.

129 An application to the Director-General for registration of a change in the Club's name, objects or Constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Committee member.

130 Except as otherwise provided by this Constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

131 The following documents shall be open for inspection, free of charge at the National Administration Office ,by any member of the Club at any reasonable hour.

a) The records, books, and other financial documents of the Club or of a Branch of the Club which shall not include the Members Register other than as specified in clause 19(c and (d of these rules.

b) The minutes of all committee meetings and General Meetings of the Club or of a Branch of the Club.

c) This Constitution.

d) Such documents and records referred to in a) and b) above shall be regarded as confidential and shall not be copied or reproduced.

SERVICE OF NOTICES

132 1) For the purpose of this Constitution, a notice may be served on or given to a person:

a) By delivering it to the person personally, or

b) by sending it by pre-paid post to the address of a person, or

c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice. For the purposes of this Clause 132 (1) c) the email address most recently provided to Ulysses Club Inc. by a member as that member's email address is deemed to have been specified by that member as the address at which future notices may be served on or given to that member by Ulysses Club Inc.

2) For the purposes of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

a) In the case of a notice given or served personally, on the date on which it is received by the addressee, and

b) In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

c) In the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

CONSTRUCTION OR MEANING

133 If any doubt shall arise as to the proper construction or meaning in this Constitution or of any expression used therein, the decision of the National Committee shall be final and conclusive, provided that such decision be reduced to writing, and recorded in the minute book of the proceedings of the National Committee. The headings in this Constitution are to facilitate reference only and do not form part of this Constitution and shall not in any way affect the interpretation thereof.

MEMBERS LIABILITIES

134 The liability of a member of the Club to contribute toward the payment of the debts and liability of the Club, or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by Clause 20.

COMMON SEAL

135 The Common Seal of the Association shall be kept in the custody of the Public Officer.

The Common Seal shall not be affixed to any instrument except by the authority of the National Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the National Committee or of one member of the National Committee and of the Public Officer.

Appendix 1 – Sample Prescribed Form for Postal Ballot

Postal Ballot Paper – Ulysses Club Inc.

Note: Before completing this ballot paper, please read the "How to vote" section below.

Ballot of members to determine the following proposal:

Do you support the above proposal? Please write YES or NO in the box ☐

The ballot will close at _____ on _____

How to vote:

1. Read these instructions and the ballot paper carefully.

2. If:
   (a) you are in favour of the proposal-write the word "YES" in the box provided above, or
   (b) you are not in favour of the proposal-write the word "NO" in the box provided above.

3. After marking the ballot paper, fold it and place it in a sealed envelope (inner envelope) clearly marked "Postal Ballot Paper" and seal the envelope. Then place the inner envelope in another envelope (outer envelope) addressed to the returning officer at the current post office box of the Ulysses Club's National Administration Office with the member's name, address and membership number on the reverse side of the outer envelope.

4. Forward this envelope either by post or personal delivery so as to reach the returning officer not later than the time and date set out above.

5. Unless an inner envelope marked "Postal Ballot Paper" containing the ballot paper marked as indicated in 2 above and the details referred to in 3 above are completed in full on the outer envelope, your vote shall be rendered invalid.