

Bundaberg Golf Club Constitution

A Company Limited by Guarantee and not Having a Share Capital

CONSTITUTION OF THE BUNDABERG GOLF CLUB

1. The name of the company is THE BUNDABERG GOLF CLUB (ACN 009 804 513)

INTERPRETATION

2. In this Constitution:

"THE ACT" means the Corporations Act 2001 and any statutory modification or enactment thereof;

"THE COMPANY" means the abovenamed Company;

"COMMITTEE" means the board of directors and governing council of the company;

"THE SEAL" means the common seal of the company;

"SECRETARY" means any person appointed to perform the duties of a secretary of the company and includes an honorary secretary;

"STATE" means the State of Queensland;

expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Corporations Act 2001.

OBJECTS

3. The objects for which the company is established are:

(a) To provide a golf links at or near Bundaberg in the state of Queensland and to lay out and prepare such course for golf and other purposes of the company and to provide facilities, club rooms and other conveniences;

(b) To promote the game of golf.

(c) Solely for the purpose of carrying out the aforesaid objects and not otherwise:

(i) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith.

Provided that no member of the company shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the company.

(ii) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the company.

Provided that the company shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the company under this Constitution.

(iii) To buy, sell and deal in all kinds of apparatus and all kinds or provisions, liquid or solid, required by the members of the company or persons frequenting the company's premises.

(iv) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the

objects of the company.

Provided that in case the company shall take or hold any property which may be subject to any trusts the company shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(v) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the company may think it desirable to obtain; and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.

(vi) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the company.

(vii) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the company or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

(viii) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the company's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

(ix) To invest and deal with the money of the company not immediately required in such manner as may be permitted by law for the investment of trust funds.

(x) To borrow or raise or secure the payment of money in such manner as the company may think fit and secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the company's property (both present and future), and to purchase, redeem or pay off such securities.

(xi) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(xii) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the company.

(xiii) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the company's property of whatsoever kind sold by the company or any money due to the company from purchasers and others.

(xiv) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the company but subject always to the proviso in paragraph (iv) of this Clause 3.

(xv) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the company in the shape of donations, annual subscriptions or otherwise.

(xvi) To print and publish any newspapers, periodicals, books or leaflets that the company may think desirable for the promotion of its objects.

(xvii) To purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the company is authorised to amalgamate.

(xviii) To transfer all or any part of the property, assets, liabilities and engagements of the company to any one or more of the companies, institutions, societies or associations with which the company is authorised to amalgamate.

(xix) To make donations for patriotic or charitable purposes.

(xx) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

Provided that the company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which if an object of the company would make it a trade union within the meaning of the Trade Unions Act. The powers set forth in Sub-section 124(1) of the Corporations Act 2001 shall not apply to the company except in so far as they are included in this Clause 3.

4. The income and property of the company whencesoever derived, shall be applied solely towards the promotion of the objects of the company as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the company. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the company or to any member of the company in return for any services actually rendered to the company or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed by this Constitution on money borrowed from any members of the company or reasonable and proper rent for premises demised or let by any member to the company but so that no member of the Committee or Governing Body of the company shall be appointed to any salaried office of the company or any office of the company paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the company to any member of such committee or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and property rent for premises demised or let to the company.

5. The liability of the members is limited.

6. Every member of the company undertakes to contribute to the property of the company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company (contracted before he ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding twenty dollars (\$20).

7. True accounts shall be kept of the sums of money received and expended by the company, and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the company shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the Corporations Act 2001.

MEMBERSHIP

8. The signatories to this Constitution and such other persons as the Committee shall admit to membership in accordance with this Constitution shall be members of the Company.

The club shall consist of full playing adult members, country members, junior members, social members and temporary members (in each case both male and female). The committee may from time to time, prescribe other options for membership including, but not limited to, mid week, "business" and unlimited social membership.

9. Every applicant for membership of the Company shall be proposed by one and seconded by another member of the Company to both of whom the applicant shall be personally known. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Committee from time to time prescribes.

10. At the next meeting of the Committee after the receipt of any application for membership, such application shall be considered by the committee, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give any reason for the rejection of an applicant.

11. When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance and a request for payment of his entrance fee and first annual subscription. Upon payment of his entrance fee and first annual subscription the applicant shall become a member of the Company, provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the Committee may in its discretion cancel its acceptance of the applicant for membership of the Company.

12. The entrance fee and annual subscription payable by members of the Company shall be such as the Company in general meeting shall from time to time prescribe.

13. All annual subscriptions shall become due and payable in advance on the 1st day of October in every year.

CESSATION OF MEMBERSHIP

14. If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may after notice of the default shall have been sent to him by the Secretary or Honorary Treasurer be debarred by resolution of the Committee from all privileges of membership provided that the Committee may reinstate the member on payment of all arrears if the Committee thinks fit to do so.

15. A member may at any time by giving notice in writing to the Secretary resign his membership of the Company but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Company and in addition for any sum not exceeding twenty dollars (\$20) for which he is liable as a member of the Company under the provisions of this Constitution.

16. If any member shall wilfully refuse or neglect to comply with the provisions of this Constitution or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interest of the Company the Committee shall have power by resolution to censure fine suspend or expel the member from the Company. Provided that at least one week before the meeting of the Committee at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that (any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Committee, elect to have the question dealt with by the Company in general meeting and in that event an extraordinary general meeting of the Company shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled.

GENERAL MEETINGS

17. An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All meetings, other than annual general meetings and extraordinary general meetings, shall be called general meetings.

18. Any member of the Committee may whenever he thinks fit convene a general meeting, and general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Act.

19. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-one (21) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.

20. For the purpose of the foregoing provision all business shall be special that is transacted at a general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Committee and Auditors, the election of officers and other members of the Committee in the place of those retiring, and the appointment of the Auditors, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

21. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be that number of members present in person or by proxy, who, in number, comprise more than 7.5% of the total number of members eligible to vote.

For this purpose "member" includes a person attending as a proxy or as representing a corporation which is a member, provided that where a member has, pursuant to this Constitution, appointed more than one proxy, only one of such proxies may be counted in a quorum.

22. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.

23. The President shall preside as Chairman at every general meeting of the Company, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman, or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.

24. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

25. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-

- (a) at least five members entitled to vote on the resolution;
- (b) members with at least 5% of the votes that may be cast on the resolution on a poll; or
- (c) the Chairman

and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without

proof of the number of proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

26. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval of adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

27. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

28. (1) A member of a company who is entitled to attend and cast a vote at a meeting of the company's members may appoint a person as the member's proxy to attend and vote for the member at the meeting.

(2) The appointment may specify the proportion or number of votes that the proxy may exercise.

(3) Each member may appoint a proxy.

(4) Disregard any fractions of votes resulting from the application of subsection (2) or (3).

29. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of his estate, and any such Committee, trustee or other person may vote by proxy or attorney.

30. No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrears at the date of the meeting.

31. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.

32. The instrument appointing a proxy may be in the following form or in a common or usual form.

The Bundaberg Golf Club

I, of -----

being a member of -----

hereby appoint -----

or failing him of -----

as my proxy to vote for me on my behalf at the (annual or ordinary, as the case may be) general meeting of the Company, to be held on the day ----- of 20 ----- and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of/*against the following resolutions.

Signed this day ----- of 20 ----- .

.....
(Note: In the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.

* (Strike out whichever is not desired.)

33. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

34. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE COMMITTEE (INCLUDING OFFICE-BEARERS)

35. The office-bearers of the Company shall consist of a President, a Vice-President, a Captain and an Honorary Treasurer, all of whom shall be members of the Company.

36. The following named persons who have agreed to this Constitution shall constitute the first committee and the first office-bearers shall be as set out below:

President: Ken Thompson

Vice-President: Trevor McLeod

Secretary/Manager: Greg Hills

Captain: Geoffrey Alexander Loveday

Treasurer: David Cartwright

Committee Members: Robert Baldwin, Kayne Aslett, David Gordon, Colin Leet, Sandra Lee McLeod, Rodney Mason, Ken Silcox, Judy Gibbs.

37. The committee and office-bearers referred to in the preceding paragraph shall hold office until the annual general meeting of the Company in 2011. At that time, the office-bearers and other members of the Committee shall be elected from among the members and such office-bearers and other members of the Committee shall hold office until the next annual general meeting when they shall retire but they shall be eligible for re-election. The committee shall comprise a minimum of five (5) and a maximum of eight (8) members.

38. The election of office-bearers and other members of the Committee shall take place in the following manner:

(a) Any two members of the Company shall be at liberty to nominate any other member to serve as an office-bearer or other member of the Committee.

(b) The nomination, which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least fourteen (14) days before the annual general meeting at which the election is to take place.

(c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the registered office of the Company for at least

seven (7) days immediately preceding the annual general meeting.

(d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

(e) In case there shall not be sufficient number of candidates nominated the Committee may fill up the remaining vacancy or vacancies.

39. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Committee.

40. The Committee shall have power at any time, and from time to time, to appoint any member to the Committee, either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the Committee but so that the total number of office-bearers or other members of the Committee shall not at any time exceed the number fixed in accordance with this Constitution. Any office-bearer or other member of the Committee so appointed shall hold office only until the next following annual general meeting.

41. The Company may by ordinary resolution of which special notice has been given remove any office-bearers or other member of the Committee before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following annual general meeting.

42. The office of a member of the Committee shall become vacant if the member:-

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally;

(b) becomes prohibited from being a director of a company by reason of any order made under the Act;

(c) ceases to be a member of the Committee by operation of Section 228 of the Act.

(d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(e) resigns his office by notice in writing to the Company;

(f) for more than six months is absent without permission of the Committee from meetings of the Committee held during that period;

(g) holds any office of profit under the Company;

(h) ceases to be a member of the Company; or

(i) is directly or indirectly interested in any contract or proposed contract with the Company.

Provided always that nothing in this paragraph shall affect the foregoing provisions of the Constitution.

43. The female members of the club shall be at liberty to select from their number a committee of office bearers and other committee members of such number as they think fit. All such members of the committee shall be elected at the Annual General Meeting of female members to be held on such day in such year as the committee shall determine.

POWERS AND DUTIES OF THE COMMITTEE

44. The business of the Company shall be managed by the Committee who may pay all expenses incurred in promoting the registering of the Company and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting, subject, nevertheless, to this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; provided that any rule regulation or by-law of the Company made by the Committee may be disallowed by the Company in general meeting and provided further than no resolution of or regulation made by the Company in general meeting shall invalidate any prior

act of the Committee which would have been valid if that resolution or regulation had not been passed or made.

45. The Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.

46. For the purposes of this Constitution the rate of interest payable in respect of money lent by members to the Company shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.

47. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Committee or in such other manner as the Committee from time to time determines.

48. The Committee shall cause minutes to be made:

(a) of all appointments of officers and servants;

(b) of names of members of the Committee present at all meetings of the Company and of the Committee; and

(c) of all proceedings at all meetings of the Company and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

PROCEEDINGS OF THE COMMITTEE

49. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Committee may at any time and the Secretary shall on the requisition of a member of the Committee summon a meeting of the Committee.

50. Subject to this Constitution questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

51. The quorum necessary for the transaction of business of the Committee shall be a majority of the total Committee as provided in this Constitution or such greater number as may be fixed by the Committee.

52. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Company, but for no other purpose.

53. The President shall preside as Chairman at every meeting of the Committee, or if there is no President, or if any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.

54. The Committee may delegate any of its powers and or functions (not being duties imposed on the Committee as the directors of the Company by the Act or the general law) to one or more sub-committees consisting of such member or members of the Company as the Committee thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Company and all members of such sub-committees shall have one vote.

55. The Committee may appoint one or more advisory boards consisting of such member or members of the Committee as the Committee thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Company and all members of such advisory boards shall have one vote.

56. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

57. All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

58. A resolution in writing signed by all the members of the Committee in Australia for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

SECRETARY

59. The Secretary shall in accordance with the Act be appointed by the Committee for such term, upon such conditions as it thinks fit, and any secretary so appointed may be removed by it. Nothing herein shall prevent the Committee from appointing a member of the Company as Honorary Secretary and any member so appointed shall forthwith become an office-bearer of the Company and, if not already a member of the Committee, ex officio a member of the Committee and he shall be subject to the provisions of this Constitution.

SIGNING ON BEHALF OF THE COMPANY

60. (1) The company may execute a document without using a common seal if the document is signed by:

- (a) Two (2) directors of the company; or
- (b) a director and a company secretary of the company.

The company may use a common seal. If the seal is fixed to a document the seal is to be witnessed by:

- (a) Two (2) directors of the company; or
- (b) a director and a company secretary of the company.

ACCOUNTS

61. The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act provided, however, that the Committee shall cause to be made out and laid before each annual general meeting a balance-sheet and profit and loss account made up to a date not more than five months before the date of the meeting.

62. The Committee shall from time to time determine in accordance with this Constitution at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members.

AUDIT

63. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Act.

NOTICE

64. Any notice required by law (or by or under this Constitution) to be given to any member shall be given by the Company-

(a) causing the –

(i) Honorary Secretary to affix the said notice to the general notice board at the Club House at One Mile Road Bundaberg in the State of Queensland; or

(ii) notice to be forwarded to the member by electronic communication or registered post;
and

(b) causing the notice to be published in the 'Bundaberg News Mail' or local newspaper.

WINDING UP

65. If upon the winding-up or dissolution of the company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the company and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company by this Constitution, such institution or institutions to be determined by the members of the company at or before the time of dissolution, and if an so far as effect cannot be given to the aforesaid provision, then to some object which has been approved as an educational or public benevolent institution under Section 78(1)(a) of the Income Tax Assessment Act.

INDEMNITY

66. Every member of the Committee, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust. The Company shall take out and maintain appropriate directors' insurance.