

Ipswich City
Soccer Club
Allsports Ltd

Constitution

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CONSTITUTION

OF

IPSWICH CITY SOCCER ALLSPORTS CLUB LTD.

NAME

1. The name of the company is IPSWICH CITY SOCCER ALLSPORTS CLUB LTD.

INTERPRETATION

In this Constitution:-

"Company" means the Company above named and is interchangeable with the term "Club";

"Management Committee" means the members of the Board of Directors;

"Law" means the Corporations Law including any amendment or re-enactment thereof for the time being in force;

"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 the visible form;

Words or expressions contained in this Constitution shall be interpreted in accordance with the Corporations Law as in force at the date at which this Constitution became binding on the Company.

OBJECTS

2. The objects of which Company has been established are:

- (a) To foster, promote, support and encourage the code of Soccer Football and any other sport or recreation activity as determined by the company.
- (b) To promote, foster, control and maintain a Licensed Recreation Club or Clubs of persons associated with or interested in the activities and objects of the company.
- (c) To subscribe to, become a member of and co-operate with any other sporting or recreation organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Company provided that the company shall not subscribe to or support with its funds any sporting or recreation 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 or by virtue of Rule 3 of this Constitution.
- (d) In furtherance of the objects of the company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the property and rights of the company.
- (e) To acquire, lay out, improve, hold, use or turn to account in any way, football grounds or other athletic Grounds, with all pavilions, buildings, social club rooms, erections and easements, and with all necessary fittings and accessories as the company shall deem advisable.
- (f) In furtherance of the objects of the Company to buy, sell and deal in all kinds of apparatus, literature and other items required by the members of the Company or persons frequenting the Company's premises.
- (g) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements 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.
- (h) 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 thinks is desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (i) 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.

- (j) 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 dependents 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.
- (k) 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 interest, 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.
- (l) 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.
- (m) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the same or the repayment of 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 any such securities.
- (n) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (o) 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 of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.
- (p) 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 (g) of this Rule 2.
- (q) To take 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.
- (r) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- (s) In furtherance of the objects of the Company to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any or more of the companies, institutions, societies or associations the Company is authorised to amalgamate.

- (t) In furtherance of the objects of the Company to transfer all or any part of the property, assets, liabilities and engagements of any or more of the companies, institutions, societies or associations the Company is authorised to amalgamate.
- (u) To make donations for patriotic or charitable purposes.
- (v) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.
- (w) To not pay any officer or employee of the Club an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the Club or the receipts of the Club for such liquor.

Without limiting the generality of the foregoing the Company has the powers set out in the Law.

3. The assets and income of the Company whencesoever derived, shall be applied solely in furtherance of its above mentioned objects of the Company as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Queensland for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to the Company but so that no member of the Management Committee of the Company shall be appointed to any salaried officer of the Company or any office of the Company paid for fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of the Management Committee except repayment of out-of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company. Provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Management Committee may be a member and in which such member shall not be bound to account for any share of profits he may receive in respect of such payment.

4. The liability of the members is limited.
5. 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 (1) year after 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 contributors among themselves such amount as may be required not exceeding Four Dollars (\$4.00).
6. 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 institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Rule 3 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

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 take 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 Corporate Law.

MEMBERSHIP

8. The number of members with which the Company proposes to be registered is unlimited; notwithstanding all members shall apply annually in each year to continue membership of the company with such membership being determined at the sole discretion of the Management Committee.
9. Membership of the company shall provide for five (5) classes of members being:
 - (a) Ordinary Members Ordinary Members shall be over eighteen (18) years of age and of good repute and character and shall have the right to vote and hold office,
 - (b) Associate Members Associate Members shall comprise of persons who are over the age of eighteen (18) years of age and of good repute and character and shall also include the spouses/defacto of any Ordinary Member,
 - (c) Life Members Life Members shall be those persons granted life membership by any Annual general Meeting and shall therefore be exempt from the payment of further subscriptions and shall be entitled to all of the rights and privileges of an Ordinary member,
 - (d) Honorary Members Honorary membership may be granted by the Committee to any person as follows:
 - (1) For a period of three (3) months to any member of a Club of kindred nature with which the Management Committee may from time to time make reciprocal arrangements, such Honorary membership may be extended by the Management Committee for a further period of three (3) months, but no longer.

- (2) For a period of one (1) month, to any person not permanently resident in Ipswich. Such Honorary membership may be extended by the Management Committee for a period of six (6) months on payment of half the yearly membership/subscription fees payable by an Ordinary Member. A Member of the Company shall propose such Honorary Member. Honorary membership shall not be granted to the same person within a period of one (1) year from the expiration of his preceding Honorary membership under this Rule without the consent of four-fifths of the members of the Management Committee present at the meeting deciding the question, and
- (3) Temporary Members The following may be admitted as Temporary Members:
- (a) Overseas or Interstate Visitors, for a period of one (1) day at a time only.
 - (b) Intrastate Visitors whose principal place of residence is located at least 40 kilometres from the club, for a period of one (1) day at a time only.
 - (c) Members of other clubs and their guests (at a limit of two guests per member) provided that appropriate reciprocal rights, are in force with those clubs, for a period of one (1) day at a time only.
 - (d) Persons who have made application for Full membership who have also paid the prescribed fee, during the period they are waiting a decision from the Management Committee, for a period not exceeding 30 days from the receipt of such application.
 - (e) Members of other Clubs who are either the Managers or the Members of a sporting team visiting the Club for the purpose of taking part in sporting competitions or social functions, for the days of the competitions or functions only.

10. Every applicant for membership of the Company shall be proposed by one and seconded by another member of the Company. Every nomination shall be made in writing, signed by the applicant and shall give the full Name, Address and occupation of the candidate, and the proposer and seconder and shall be in a form as the Management Committee from time to time prescribes.

MEMBERSHIP FEES

11. Neither Temporary Members, Honorary Members, nor minors are entitled to vote at any Club meeting.
12. The membership fees/annual subscription for each class of membership shall be such sum, as the Management Committee shall from time to time at any general meeting so determine.
13. The membership fees/annual subscription for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

ADMISSION AND REJECTION OF MEMBERSHIP

14. At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
15. Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
16. Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

TERMINATION OF MEMBERSHIP

17. A member may at any time by giving notice in writing to the Secretary resign his membership of the Company but shall continue to be 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 five Dollars (\$5.00) for which he is liable as a member of the Company under Rule 5 of the Constitution of the Company.
18. If any member -
 - (a) is convicted of an indictable offence; or
 - (b) fails to comply with the provisions of the Constitution of the Company; or
 - (c) has membership/subscription fees in arrears for a period of two (2) months or more, or
 - (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Company,

The Management Committee shall consider whether the member's membership shall be terminated.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

19. A person whose application for membership has been rejected or whose membership has been terminated may within one (1) month of receiving written notification thereof, lodge with the Secretary written notice of the person's intention to appeal against the decision of the Management Committee.
20. Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three (3) months of the date of receipt by the Secretary of such notice, a general meeting to determine the appeal.
21. At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
22. The appeal shall be determined by the vote of the members present at such meeting.

REGISTER OF MEMBERS

23. The Management Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Company and the dates of their admission.
24. Particulars shall also be entered into the Register of any further particulars as the Management Committee may require from time to time.
25. The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection

BOARD OF DIRECTORS

26. The Board of Directors of the Company shall form a Management Committee that consists of nine (9) members of the Company elected at each Annual General Meeting provided that five (5) of such members shall be members of the Soccer Club.
27. At the Annual General Meeting of the Company in each year all the members of the Board of Directors for the time being shall retire from office, but shall be eligible upon nomination for re-election.
28. The election of Board of Directors (Management Committee) shall take place in the following manner:-

- (a) Any member of the Company shall be at liberty to nominate any other member to serve as a member of the Board of Directors.
 - (b) The nomination, which shall be in writing and signed by the member and his proposer, 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 candidate's names in alphabetical order, with the proposer 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 Board of Directors shall call for nominations during the period of the meeting called for the purpose and without prior written nominations.
 - (f) Once elected to the Board of Directors, the member will hold office until the next Annual General Meeting, when all members of the Board shall retire from office in accordance with paragraph 27.
29. The Company may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of members of the Board of Directors.

VACANCIES ON BOARD OF DIRECTORS

30. The Board of Directors shall have power at any time, and from time to time, to appoint any person to the Board of Directors, either to fill a casual vacancy or as an addition to the existing members of the Board of Directors but so that the total number of members of the Board of Directors shall not at any time exceed the number fixed in accordance with these regulations. Any member of the Management Committee so appointed shall hold office only until the next following Annual General Meeting.
31. The Company may by ordinary resolution remove any member of the Board of Directors 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.
32. The office of a member of the Board of Directors shall become vacant if the member:
- (a) ceases to be a member of the Board of Directors by virtue of the Law;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;

- (c) becomes prohibited from being a Director of a Company by reason of any order made under the Law;
- (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 three (3) months continuous is absent without permission of the Board of Directors from meetings of the Management 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, however, that a member shall not vacate his office by reason of his being a member of any corporation, society or association which has entered or proposed to enter into a contract with the Company if such corporation, society or association is among the class of companies,

FUNCTIONS OF THE MANAGEMENT COMMITTEE

33. The business of the Company shall be managed by the Management Committee who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Law or by these regulations, required to be exercised by the Company in General Meeting, subject nevertheless, to any of these regulations, to the provisions of the Law, and to such regulations, being not inconsistent with the aforesaid regulations or 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 Management Committee may be disallowed by the Company in General Meeting and provided further that no resolution of or regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid if that resolution or regulation had not been passed or made.
34. The Management 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.
35. 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 (2) members of the Management Committee or in such other manner as the Board of Directors from time to time determines.
36. The Management Committee shall cause minutes to be made;

- (a) of all appointments of officers and servants;
- (b) of names of members of the Board of Directors present at all meetings of the Company; and
- (c) of all proceedings at all meetings of the Company.

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.

MEETINGS OF THE MANAGEMENT COMMITTEE

- 37. The Management Committee shall meet together at least once every calendar month to exercise its functions.
- 38. A member of the Management Committee may at any time and the Secretary shall on the requisition of a member of the Management Committee summon a Special Meeting of the Management Committee.
- 39. Subject to these regulations questions arising at any meeting of the Management Committee shall be decided by a majority of votes and a determination by a majority of the members of the Management Committee shall for all purposes be deemed a determination of the Management Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 40. A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Company in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- 41. The quorum necessary for the transaction of the business of the Management Committee shall be a simple majority of a number equal to the number of members elected and/or appointed to the Board of Directors as at the close of the last General Meeting.
- 42. The continuing members of the Management Committee may act notwithstanding any vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or summoning a General Meeting of the Company but for no other purpose.
- 43. The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President or if at any meeting he is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman. 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.
- 44. The Management Committee may delegate any of its powers to sub-committees consisting of such member or members of the Management Committee as they

think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.

45. A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
46. 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.
47. All acts done by any meeting of the Board of Directors (Management Committee) or of a sub-committee or by any person acting as a Member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the Management Committee or person acting as aforesaid or that the Members of the Management Committee or any of them were disqualified, be as valid as if every such person has been duly appointed and was qualified to be a Member of the Management Committee.
48. A resolution in writing signed by all the Members of the Management Committee for the time being entitled to receive notice of a Meeting of the Management Committee, shall be as valid and effectual as if it had been passed at a Meeting of the Management 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 Management Committee.

ANNUAL GENERAL OR GENERAL MEETINGS

49. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Law and shall be held within three (3) months of the close of the financial year. All Meetings other than the Annual General meetings shall be called General Meetings.
50. The business to be transacted at every Annual general meeting shall be:
 - (a.) The receiving of the Board of Directors report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Company for the preceding financial year;
 - (b.) The receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - (c.) the election of members of the Board of Directors;
 - (d.) the appointment of sub-committees and election of members to sub-committee;

- (e.) the appointment of an auditor; and
 - (f.) the appointment of a Patron.
51. The Secretary shall convene a special general meeting:
- (a.) when directed to do so by the Management Committee; or
 - (b.) on the requisition in writing signed by not less than the number of Ordinary Members of the Company which equals double the number of Members on the Board of Directors plus one (1); and
 - (c.) Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice fourteen (14) days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as entitled to receive such notices from the Company.
52. At any General meeting the number of Members required to constitute a quorum shall be double the number of Members presently on the Board of Directors plus one (1).
53. 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. For the purposes of this rule "Member" includes a person attending as a proxy or as representing a corporation which is a member.
54. 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 Management Committee, 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 Management 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 two (2) shall be a quorum.
55. 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 (30) 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 for the business to be transacted at an adjourned meeting.
56. 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 (15) 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.

57. Every Member present shall be entitled to one (1) vote and in the case of an equality of votes the Chairman shall have a second or casting vote. Provided that no member be entitled to vote at any general meeting if their annual subscription/entrance fee is more than one (1) month in arrears at the date of the Meeting.
58. 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:-
 - (a) by the Chairman; or
 - (b) by at least (3) members present in person or by proxy.
59. Unless a poll is so demanded a declaration by a 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 containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
60. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
61. 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.
62. 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, either under seal or under the hand of an officer or attorney duly authorised. A person other than the proxy shall witness the signature of the appointor or his attorney. A proxy shall be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. 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.
63. The instrument appointing a proxy may be in the following form or in a common or usual form.

I _____ of
being a member _____ of
hereby appoint _____ of
or failing him _____ of

as my proxy to vote for me on my behalf at the (Annual or General as the case may be)
meeting of the Company to be held on the _____ Day of _____
and at any adjournment thereof.

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

Signed this _____ day of _____ 19 ____ .

SECRETARY

64. The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board of Directors Meeting (Management Meeting) to be entered in a book to be open for inspection at all reasonable times by any Financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring accuracy of the recording of such minutes, the Chairman of that meeting or the Chairman of the next succeeding Management meeting verifying their accuracy shall sign the minutes of every Management Meeting. Similarly, the minutes of every General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting. Provided that the minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting.

BY-LAWS, STANDING ORDERS OR SUB-COMMITTEE RULES

65. The Management Committee may from time to time make, amend or repeal by-laws, standing orders or Sub-committee rules, not inconsistent with this Constitution, for the internal management of the Company and may be set aside by a General Meeting of Members of the Company.

ALTERATION OF CONSTITUTION

66. Subject to the provisions of the Law, this Constitution may be amended, rescinded, or added to from time to time by a special resolution carried at any General Meeting.

COMMON SEAL

67. The Management Committee shall provide for the safe custody of the Seal, which shall only be used by the authority of the Management and every instrument to which the Seal is affixed shall be signed by a Member of the Management Committee and shall be countersigned by the Secretary or by a second Member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

ACCOUNTS

68. The Management Committee shall cause proper accounting and 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 Auditor's report thereon as required by the Law provided, however, that the Management Committee shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up before the date of the meeting.
69. The Management Committee shall from time to time determine in accordance with rule 7 of 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 not being members of the Management Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or by rule 7 of this Constitution or authorised by the Management Committee or by the Company in General Meeting.

AUDIT

70. A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with the Law and rule 7 of this Constitution.

NOTICES

71. A notice may be given by the Company to any member either personally or by sending it by post to him at this registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected in the case of a notice of a meeting of the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
72. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
 - (a) Every member except those members who (having no registered address within the State) have not supplied to the Company an address within the State for the giving of notices to them; and
 - (b) the Auditor of Auditors for the time being of the Company.

WINDING UP

73. The provisions of rule 6 of the Constitution relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these regulations.

INDEMNITY

74. Every member of the Management 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 judgement is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the Court in respect of any negligence default or breach of trust.