

CONSTITUTION

OF

PORT MACQUARIE CYCLING CLUB LTD

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This is annexure A of 1 page referred to in form 20:
Notification of Resolution

Annexure A

Resolution passed to amend paragraph 9 of the Constitution of the Company to include :

- "b) Applicants may apply to be admitted as either:
- 1) social member; or
 - 2) junior member.

Subject to the rights and entitlements as shown in Appendix A."

Resolution passed to attach appendix A additional to the Constitution of the Company as follows:

"Appendix A additional

Rights and entitlement of membership classes

Social and junior members have no voting rights."

x 
DEBRA LOVEDAY

DATE : 14/12/01

Corporations Law
A Company Limited by Guarantee

Constitution of

PORT MACQUARIE CYCLING CLUB LTD

Interpretation

1. (1) In this Constitution:
 - (a) "the Law" means the Corporations Law;
 - (b) "Committee" means the committee of directors and governing council of the Company;
 - (c) "Secretary" means any person appointed to perform the duties of a secretary of the Company.
- (2) Division 10 of Part 1.2 of the Corporations Law applies in relation to these Rules as if they were an instrument made under that Law as in force on the day when this constitution became binding on the Company.
- (3) Except so far as the contrary intention appears in these regulations, an expression has, in a provision of these Rules that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.
- (4) The Replaceable Rules of the Law shall not apply to the Company except to the extent that they are repeated in this Constitution or made applicable by its express terms or are mandatory under the Law.

Objects

2. The objects for which the Company is established are:-
 - (a) To operate and administer a velodrome in Port Macquarie.
 - (b) To promote cycling in the Hastings area.
 - (c) To operate and administer all forms of cycling in the Hastings area.
 - (e) To do all such other acts and things as are or may be incidental or conducive to the attainment of these objects or any of them.
3. (a) All income and property of the Company, must be applied solely towards the promotion of the objects of the Company as provided in this Constitution.
- (b) No part of the income and property of the Company may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the Members of the Company.

- (c) If such payments are approved by the directors, nothing in this Constitution 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 for the purpose of this paragraph by the Constitution on money borrowed from any Member of the Company or reasonable and proper rent for premises demised or let by any Member to the Company and subject to this the Company is prohibited from paying fees to its directors.

Liability of Members

4. The liability of the Members is limited.

Contribution on Winding-up

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 they are a Member or within one year after they cease to be a Member, for payment of the debts and liabilities of the Company contracted before they cease to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one dollar (\$1.00).

Winding-up

6. If upon the winding-up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property, 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 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 under or by virtue of Rule 3.
7. Such institution or institutions must be determined by the Members of the Company at or before the time of the dissolution and in default or a determination by application to the appropriate Supreme Court for determination.

Membership

8. Initial Members

Membership of the Company shall consist of the initial Members who have signed this Constitution and such others admitted to membership in accordance with this Constitution.

9. Application

Every applicant for membership of the Company (other than the initial Members who have signed this Constitution) shall be proposed by one and seconded by another Member of the Company.

see annex A

10. Committees' Determination

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 then determine 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. Acceptance

When an applicant has been accepted for membership the Committee shall forthwith send to the applicant written notice of the Member's acceptance and a request for payment of any applicable entrance fee (if any) and first annual subscription, if any. Upon acceptance by the Committee or payment of the Member's entrance fee, if any, and first annual subscription, if any (whichever is the later), the applicant shall become a Member of the Company, however if any required payment is 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. Fees

The entrance fee and annual subscription payable by Members of the Company shall be such sums, if any, as the Company in general meeting from time to time prescribes.

13. Annual Subscription

All annual subscriptions shall become due and payable in advance on the 1st day of July in every year or such other time as the Committee may determine and give written notice to the Members of the Company.

Cessation of Membership

14. Unpaid Subscriptions

If the subscription of a Member remains unpaid for a period of two (2) calendar months after it becomes due then the Member may after notice of the default has been sent to the Member by the Company 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. Resignation

A Member may at any time by giving notice in writing to the Secretary resign their membership of the Company but shall continue to be liable for any annual subscription due and unpaid at the date of their resignation and for all other moneys due by the Member to the Company and in addition for any sum not exceeding one dollar (\$1.00) for which they are liable as a Member of the Company under Rule 5 of this Constitution.

16. Censure of Members

- (a) Subject to part (b) of this Rule, if any Member shall willfully refuse or neglect to comply with the provisions of the Constitution of the Company or shall be guilty of any conduct that in the opinion of the Committee is unbecoming of a Member or prejudicial to the interests of the Company, the Committee shall have the power by resolution to censure, fine, suspend or expel the Member from the Company;
- (b) Sub-Rule (a) shall take effect provided that at least one (1) week before the meeting of the Committee at which such a resolution is passed the Member shall have had notice of

such meeting, what is alleged against them and of the intended resolution and that they shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation they may think fit;

- (c) 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 a general meeting of the Company shall be called for that purpose;
- (d) If at the general meeting a resolution is passed by a majority of those present and voting, the Member concerned shall be dealt with accordingly and in the case of a resolution for the expulsion the Member shall be expelled.

General Meetings

17. Annual General Meetings

- (a) The Company must hold an annual general meeting within 18 months after the date of registration of the Company.

Subsequent AGMs

- (b) Subject to the Law, the Company must hold its annual general meeting once in each calendar year and within 5 months after the end of its financial year in addition to any other general meetings.

Committee Members may call general meetings

- (c) A Member of the Committee may call a general meeting of the Company's Members.

Technology

- (d) The Company may hold a meeting of its Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

Member's request to Committee to hold general meeting

- (e) If required by the Law, the Committee must call and arrange to hold a general meeting on the request of:
 - (i) Members with at least 5% of the votes that may be cast at the general meeting; or
 - (ii) at least 100 Members who are entitled to vote at the general meeting.

Form of Committees' request

- (f) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting; and
 - (iii) be signed by Members making the request; and
 - (iv) be given to the Company.

Separate copies of request may be used for signing

- (g) Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.

Percentage of votes to be determined

- (h) The percentage of votes that Members have is to be worked out as at the midnight before the request is given to the Company.

Time limit for calling and holding of meeting

- (i) The Committee must call the meeting within 21 days after the request is given to the Company. The meeting is to be held no later than 2 months after the request is given to the Company.

18. Members may call meetings if Committee fails to call

- (a) If required by the Law, Members with more than 50% of the votes of all of the Members who make a request under section 249D of the Law may call and arrange to hold a general meeting if the Committee does not do so within 21 days after the request is given to the Company.

Procedure for calling meeting

- (b) The meeting must be called in the same way, so far as is possible, in which general meetings of the Company may be called. The meeting must be held not later than 3 months after the request is given to the Company.

Register of Members

- (c) To call the meeting the Members requesting the meeting may ask the Company under section 173 of the Law for a copy of the register of Members. The Company must give the Members the copy of the register without charge.

Reasonable expenses

- (d) If required by the Law, the Company must pay the reasonable expenses the Members incurred because the Committee failed to call and arrange to hold the meeting.

19. Calling of general meetings of Members

- (a) If required by the Law, Members with at least 5% of the votes that may be cast at a general meeting of the Company may call, and arrange to hold, a general meeting. The Members calling the meeting must pay the expenses of calling and holding the meeting.

Procedure for calling meeting

- (b) The meeting must be called in the same way, so far as is possible, in which general meetings of the Company may be called.

Percentage of votes

- (c) The percentage of votes that Members have is to be worked out as at the midnight before the meeting is called.

20. Notice - General rule

- (a) Subject to sub-Rule (b), at least 21 days notice must be given of a meetings of Members of the Company.

Calling meetings on shorter notice

- (b) Subject to sub-Rule (c), the Company may call on shorter notice than as provided in sub-

Rule (a):-

- (i) an annual general meeting, if all the Members entitled to attend and vote at the annual general meeting agree beforehand; and
- (ii) any other general meeting, if Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

Shorter notice not allowed - removing or appointing Committee Members

- (c) At least 21 days notice must be given of a meeting of the Members at which a resolution will be moved to:
 - (i) remove a Committee Member under section 203D; or
 - (ii) appoint a Committee Member in place of a Committee Member removed under that section.

Rule 17-20 subject to Corporations Law

- (d) The provisions of Rules 17-20 (inclusive) are subject to the Law.

Proceedings at General Meetings

21. Quorum

- (1) Unless the Company has one Member, the quorum for a meeting of a Company's Members is 2 Members and the quorum must be present at all times during the meeting.

Counting

- (2) In determining whether a quorum is present, count individuals attending as proxies or body corporate representatives. However, if a Member has appointed more than 1 proxy or representative, count only 1 of them. If an individual is attending both as a Member and as a proxy or body corporate representative, count them only once.

Adjournment

- (3) A meeting of the Company's Members that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting is adjourned to the date, time and place the Committee specifies. If the Committee does not specify 1 or more of those things, the meeting is adjourned to:
 - (a) if the date is not specified - the same day in the next week; and
 - (b) if the time is not specified - the same time; and
 - (c) if the place is not specified - the same place.

No quorum at resumed meeting

- (4) If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

22. Chairperson

The President shall preside as Chairperson at every general meeting of the Company, or if there is no President, or if he or she 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 Chairperson 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 Chairperson of the meeting.

23. Agreement of meeting

The Chairperson 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.

24. Voting

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 Chairperson: or
- (b) by at least three Members present in person or by proxy. Unless a poll is so demanded a declaration by the Chairperson 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.

25. Poll

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 Chairperson 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.

26. Chairperson casting vote

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson 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.

Proxies

27. Who can appoint a proxy

Subject to the mandatory rule contained in Section 249X of the Law as set out in Rule 28(a)–(d), a Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have one vote and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

28. Mandatory Rule

- (a) 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.
- (b) The appointment may specify the proportion or number of votes that the proxy may exercise.
- (c) Each Member may appoint a proxy. If the Member is entitled to cast 2 or more votes at the meeting, they may appoint 2 proxies. If the Member appoints 2 proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half of the votes.

- (d) Disregard any fractions of votes resulting from the application of subsection (b) or (c).
- (e) The provisions of (a) to (d) are varied to the extent, if any, that they are inconsistent with Section 249X of the Law.

29. Validity despite death

Unless the company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:

- (a) the appointing member dies; or
- (b) the member is mentally incapacitated; or
- (c) the member revokes the proxy's appointment; or
- (d) the member revokes the authority under which the proxy was appointed by a third party.

30. Arrears annual subscription

No Member shall be entitled to vote at any general meeting if their annual subscription if any, is more than one month in arrears at the date of the meeting.

Proxy Documents

31. Appointing a proxy

(1) An appointment of a proxy is valid if it is signed by the member of the Company making the appointment and contains the following information:

- (a) the member's name and address;
- (b) the Company's name;
- (c) the proxy's name or the name of the office held by the proxy;
- (d) the meetings at which the appointment may be used.

(2) An appointment may be a standing one.

32. Documents to be received by company before meeting

(1) For an appointment of a proxy for a meeting of members of the Company to be effective, the following documents must be received by the Company at least 24 hours before the meeting:-

- (a) the proxy's appointment;
- (b) if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed or a certified copy of the authority.

Documents received following adjournment of meeting

(2) If a meeting of members of the Company has been adjourned, an appointment and any authority received by the Company 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

Receipt of documents

(3) A Company receives an appointment authority when it is received at any of the following:-

- (a) the Company's registered office;
- (b) a fax number at the Company's registered office;

- (c) a place, fax number or electronic address specified for the purpose in the notice of meeting.

33. Form of proxy

The instrument appointing a proxy may be in the form as set out in 34 or in a common or usual form.

34. I,
of

being a Member of

hereby appoint

of

or failing that person,

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 the day of

The Committee (Including Office-bearers)

35. Number

The Committee shall consist of not less than three persons including all the office-bearers.

36. First Committee

- (a) The following named persons constitute the First Committee:

Warwick John Wickham

Douglas Frederick Currey

David John Leigh

Debra Loveday

Office-bearers

- (b) The office-bearers of the Committee may comprise a President, Vice-President and Honorary Treasurer. An office-bearer may hold more than one office-bearing position.
* The office-bearers of the First Committee shall be:-

President Warwick John Wickham

Vice-President David John Leigh

Honorary Treasurer Douglas Frederick Currey

Retirement at first annual general meeting

- (c) The First Committee shall retire at the first annual general meeting, but shall be eligible for re-election.

One-third to retire

- (d) Thereafter at each annual general meeting one-third of the Committee for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, shall retire from office. A retiring Committee Member is eligible for re-election.

Who is to retire

- (e) Subject to Rules 40 and 41 the Committee Members to retire at an annual general meeting are those who have been longest in office since their election, but, as between persons who became Committee Members on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

37. Members of the Committee must be elected from among the Members in accordance with Rule 38.

38. Election of Committee and Office-bearers

The election of office-bearers and other Members of the Committee shall take place in the following manner unless the Company in general meeting resolves otherwise:-

- (a) At the Annual General Meeting of the Company, any Member of the Company shall be at liberty to nominate any Member of the Company to serve as an office bearer or other Member of the Committee.
- (b) The nominations shall be in writing and signed by the Member and their proposer and shall be lodged with the Secretary at least one working day to the commencement of the Annual General Meeting at which the election is to take place.
- (c) Should there be more than one nomination for any position, the chairman of the meeting shall draw up, prominently display and bring the attention of the Annual General Meeting to, a list of candidates names in alphabetical order
- (d) All voting shall be carried out by means of a show of hands unless a secret ballot is (before or on the declaration of the result of a show of hands) demanded by the chairman or by at least three Members present in person or by proxy. In the case of an equality of votes the chairman shall be entitled to a casting vote.
- (e) In case there shall not be a sufficient number of candidates nominated, the Committee may fill the remaining vacancies and such persons so filling such vacancies shall be deemed to have been elected.
- (f) The candidate receiving the greatest number of votes will be declared elected.

39. Number of Committee

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

40. Casual Vacancies

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 however the total number of office-bearers shall not at any time exceed the number fixed in accordance with this Constitution. Any office-bearers or other Member of the Committee so appointed shall hold office only until the next following annual general meeting despite these Rules.

41. Removal of a Committee Member

The Company may, by resolution of which special notice has been given, remove any office-bearer or other Member of the Committee before the expiration of their period of office, and may by an ordinary resolution appoint another person instead. The person so appointed shall hold office only until the next annual general meeting despite these Rules.

42. Automatic Vacancy

The office of a Member of the Committee shall become vacant if the Member-

- (a) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (b) has their office vacated by virtue of the Law;
- (c) 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;
- (d) resigns their office by notice in writing to the Company;
- (e) for more than six months is absent without permission of the Committee from meetings of the Committee held during that period;
- (f) ceases to be a Member of the Company; or
- (g) is directly or indirectly interested in any contract or proposed contract with the Company except where disclosure has been made by them of such interests as required by the Law.

Powers and Duties of the Committee

43. Management

The business of the Company shall be managed by the 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 this constitution, required to be exercised by the Company in general meeting, subject, nevertheless, to this Constitution, to the provisions of the Law, and to such regulations, being not inconsistent with the Constitution or the provisions, as may be prescribed by the Company in general meeting. Any rule, regulation or by-law of the Company made by the Committee may be disallowed by the Company in general meeting and no resolution 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.

44. Borrowing

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.

45. Interest on loans from Members

For the purposes of Rule 3 of the Constitution the rate of interest payable in respect of money lent by Members to the Company shall not exceed the rate paid for the time being by the Commonwealth Bank in the State or Territory of incorporation of the Company for ninety (90) day term deposits.

46. Signing cheques

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 the President or in such other manner as the Committee from time to time determines.

47. Minutes

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 Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

Proceedings of the Committee

48. Regulation

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.

49. Majority vote

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 Chairperson of the meeting shall have a second or casting vote.

50. Quorum

The quorum necessary for the transaction of the business of the Committee shall be 2 Members of the total Committee or such other number as may be fixed by the Committee.

51. Lack of Quorum

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.

52. Chairperson

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

53. Delegation

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 Law 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 regulation 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-committee shall have one vote.

54. Advisory Committees

The Committee may appoint one or more advisory Committees consisting of such Member or Members of the Committee as the Committee thinks fit. Such advisory Committees 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 Committees shall have one vote.

55. Sub-committees

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 Chairperson shall have a second or casting vote.

56. Acts valid despite defect

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.

57. Resolution in writing

A resolution in writing signed by all the Members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it has 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. The resolution is passed on the date when the last Committee Member signs.

Secretary

58. The Secretary shall in accordance with the Law 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 they shall be subject to the provisions of Rule 3 of the Constitution.

Seal

59. If the Committee adopts a seal the Committee shall provide for the safe custody of the seal which may be in such form as the Committee adopts, including adhesive stamps, and which shall only be used by the authority of the Committee or of a sub-committee of Members of the Committee authorised by the Committee in that behalf, and every instrument to which the seal is affixed shall be signed by a Member of the Committee and shall be countersigned by the Secretary or by a second Member of the Committee or by some other person appointed by the Committee for the purpose.

Accounts

60. Financial Records

The Company must keep, in accordance with Section 286(i) of the Law, written financial records that:-

- (a) correctly record and explain its transactions and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited.

61. Retention and Location

- (1) The financial records must be retained for seven (7) years after the transactions covered by the records are completed in accordance with Section 286(ii) of the Law.
- (2) The Committee may decide where to keep the Company's financial records.

Audit

62. A properly qualified Auditor or Auditors shall be appointed and his or her duties regulated in accordance with the Law.

Notice

63. Notice to Members and Committee Members individually

- (1) Written notice of a meeting of Members must be given individually to each Member entitled to vote at the meeting and to each Committee Member. Notice need only be given to 1 Member of a joint membership.

Notice to joint Members

- (2) Notice to joint Members must be given to the joint Member named first in the register of Members.

How notice is given

- (3) The Company may give the notice of meeting to a Member:
 - (a) personally; or
 - (b) by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member; or
 - (c) by sending it to the fax number or electronic address (if any) nominated by the Member; or
 - (d) by any other means that this constitution permits from time to time.

When notice by post or fax is given

- (4) A notice of meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.
- (5) The provisions of this Rule are subject to the Law.

64. Notice of adjourned meetings

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

Indemnity and Insurance

65. (1) Except to the extent prohibited by Law and unless otherwise unlawful, every officer or

auditor of the Company must be indemnified out of the property of the Company against any liability (including legal costs) to another person (other than the Company or a related Body Corporate).

- (2) Except to the extent prohibited by Law and unless otherwise unlawful, the Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer or auditor of the Company against a liability for costs and expenses incurred by such person in defending proceedings, whether civil or criminal and whatever their outcome.
- (3) Except to the extent prohibited by Law and unless otherwise unlawful, the Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer auditor of the Company against any liability incurred by the person as such an officer or auditor.

Agreement

I, Warwick John Wickham, agree to be the initial Member of the Company and agree to this Constitution and to contribute to the Company in accordance with Rule 5.

Signed: WWJh
Warwick John Wickham

Signed: [Signature]
Witness

I, David John Leigh, agree to be the initial Member of the Company and agree to this Constitution and to contribute to the Company in accordance with Rule 5.

Signed: [Signature]
David John Leigh

Signed: Nesby Nicola Nesby
Witness

I, Douglas Frederick Currey, agree to be the initial Member of the Company and agree to this Constitution and to contribute to the Company in accordance with Rule 5.

Signed: [Signature]
Douglas Frederick Currey

Signed: WL
Witness

I, Debra Loveday, agree to be the initial Member of the Company and agree to this Constitution and to contribute to the Company in accordance with Rule 5.

Signed: [Signature]
Debra Loveday

Signed: [Signature]
Witness

on: 6/10/00



Port Macquarie Cycle Club Limited

Australian Public Company, Limited by Guarantee

ABN 47 094 814 543

NOTICE FOR SPECIAL AND GENERAL RESOLUTIONS

FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that during the Annual General Meeting of the

PORT MACQUARIE CYCLE CLUB LIMITED

ABN 47094814543

to be held on 11th November 2019 commencing at 6pm at the premises of Rydges, ZEBU Room,
BAY Street Port Macquarie NSW.

SUMMARY OF GENERAL RESOLUTIONS

1. The Special Resolution propose one amendments to the Constitution. Members should refer to the resolution itself and notes to members will follow the resolution.
2. The Special Resolution proposes to amend the constitution in relation to The Port Macquarie Cycle clubs competitive race jersey registered with Cycling NSW.
3. The First general resolution proposes to present and accept a change in The Port Macquarie Cycling Club race jersey.
4. The Second general resolution proposes to accept a change in relation to The Port Macquarie Cycle Club Race Day Fees.

PROCEDURAL MATTERS FOR SPECIAL AND GENERAL RESOLUTIONS

1. Only life members & financial members who have been members for at least 12 months are entitled to vote on the Special Resolutions.
2. To be passed, a Special resolution must receive votes in favor from three quarters (75%) and a General Resolution must receive votes in favour from one half (50%) of those members who, being eligible to do so, vote in person or by Proxy at the meeting.

Amendments to a Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.

SPECIAL AND GENERAL RESOLUTION

(The Special and General Resolution is to be read in conjunction with the notes to members set out below.)

That the Constitution of Port Macquarie Cycling Club Limited be amended by **inserting Rule 67**

Notes to members on the Special Resolution

The Special Resolution proposes to add a provision in the Club's Constitution relating to the change of the clubs competitive racing jersey registered with Cycling NSW.

- a. In this regard:
- b. Rule 67 of the Club's Constitution will provide that the PMCC Registered Race Jersey will always reflect the PMCC foundation Colours. Black, White, and Pantone Process Magenta C.
- c. It must encompass the mission and vision statement and core values of the Port Macquarie Cycle Club Ltd.
- d. The Registered race jersey and Port Macquarie Cycle Club Emblem be in tune/ sync with each other.

Notes to members on the General Resolutions

1.The First General resolution proposes to accept in concept the presented jersey by the sub-committee.

- a. In this regard, the sub committee will present two jersey options, reflective of the PMCC foundation colours, Black, White, and Pantone Process Magenta C. (These are the same colours as the 30th Anniversary Celebratory Jersey).

	
PMCC JERSEY OPTION 1	PMCC JERSEY OPTION 2

2.The Second General Resolution proposes to add a provision in the Club's Constitution relating to the change of the clubs race entry Fees.

- a. In this regard:
- b. Race entry fees from 2020 will be \$5 per individual racing in graded races,
- c. Free for a junior U11-U9 or Novice,
- d. A cap of \$10 per Family of 3 or more racing on the same day.
- e. At open track events all riders must have insurance. Members will ride free. Non members at open track events will pay \$5.

Dated 14th October 2019. By the Direction of the PMCC Committee