

THE CORPORATIONS LAW

A Public Company Limited by Guarantee
and not having a Share Capital

CONSTITUTION

of

HUNGARIAN (MAGYAR) SOCIAL CLUB LIMITED

ACN 001 507 777

NAME

The name of the company is "Hungarian (Magyar) Social Club Limited".

DEFINITIONS

(a) In this Constitution, unless there be something in the subject matter or context inconsistent therewith:

"By-laws" shall mean and include regulations.

"defined premises" has the same meaning as in the Registered Clubs Act.

"Full member" means a person who is an Ordinary member or a Life member of the Club.

"in writing" and "written" include printing, typing, lithography and other modes of representing or reproducing words in visible form in the English language.

"month" means calendar month.

"Officers" include the President and Directors of the Board, but does not include the Auditor.

"Ordinary member" means a member of the Club other than a Life member, Honorary member, Temporary member or Provisional member of the Club.

"Secretary" includes Chief Executive Officer, Acting Chief Executive Officer, Secretary Manager, Acting Secretary Manager, Honorary Secretary or Acting Honorary Secretary.

"Special Resolution" has the same meaning as in the Act.

"the Act" means the Corporations Law. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Act or any modifications thereof made by any law in force, at the date at which those provisions become binding on the Club shall have the meaning so defined.

"the Board" means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

"the Club" means the company named in Rule 1.

"the Club Notice Board" means a board or boards designated as such within the Club's premises on which notices for the information of members are posted.

"the Office" means the registered office for the time being of the Club.

"the Registered Clubs Act" means the Registered Clubs Act 1976. When any provision of the Registered Clubs Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Registered Clubs Act or any modifications thereof made by any law in force, at the date at which those provisions become binding on the Club shall have the meaning so defined.

- (b) A member shall be deemed to be an unfinancial member at the date of a meeting at which only financial members may attend or vote:
- (i) if at the expiration of the due date prescribed by the Board under Rule 38, the member's entrance fee and/or subscription or any part thereof payable on that date remains unpaid; or
 - (ii) if any money (other than the entrance fee and/or subscription) owing by the member to the Club has remained unpaid at the expiration of 21 days from service on the member of a written notice from the Club requiring payment thereof; and

in either case the member shall be and remain unfinancial until payment in full of the amount owing.

3. Words importing the singular number include the plural number and vice versa, and words importing the masculine gender include the feminine gender and vice versa.

INTERPRETATION

4. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws or regulations of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.



REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

5. The "replaceable rules" which are contained in the Act are hereby excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.

6. The Club is established for the objects set out in this Constitution.

7. (a) The Club shall be a non-proprietary Club.

(b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.

(c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of registration under Part 2 of the Registered Clubs Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.

(d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

8. (a) ~~An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.~~

(b) Any profits or other income of the Club shall be applied only to the promotion of the objects of the Club and shall not be paid to or distributed among the members of the Club.

9. (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1)(b) of the Registered Clubs Act.

(b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

(c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

OBJECTS

10. The objects for which the Club is established are:
- (a) To acquire and take over the assets and assume the liabilities of the unincorporated club known as The Australian Magyar Welfare and Social Club and to carry on the works and activities of that club.
 - (b) To promote sympathetic and friendly relations between persons of Hungarian origin and their descendants and the people of Australia.
 - (c) To promote the artistic, historical, literary, scientific and sporting culture of Hungarian people through research and other means.
 - (d) To establish and promote exhibitions, scholarships and prizes among persons of Hungarian origin and their descendants in Australia or elsewhere.
 - (e) To establish and maintain a library of artistic, historical, literary and scientific works and other literature relating to Hungarian people.
 - (f) To arrange and provide facilities and speakers for lectures and other addresses relating to Hungarian people.
 - (g) To promote and encourage the study of Hungarian art, dancing, history, literature, music, recreation, sports, and other activities.
 - (h) To encourage, extend and promote the influence of Hungarian culture, ideals and traditions.
 - (i) To encourage and promote the opportunities for social contact and intercourse between persons of Hungarian origin and their descendants and the people of Australia.
 - (j) To assist migrants to Australia from Hungary and persons wishing to migrate to Australia from Hungary by providing financial and other assistance.
 - (k) To assist persons of Hungarian origin and their descendants to become good citizens in the Australian community.
 - (l) To establish or give aid in the establishment of a credit union.
 - (m) To construct, establish, provide, maintain and manage such grounds and facilities as the Club may determine and to construct, establish, provide, furnish and maintain club houses, pavilions and other buildings containing such amenities, conveniences and accommodation, either residential or otherwise, as the Club may from time to time determine.
 - (n) To purchase, take or lease or in exchange or otherwise acquire and hold any lands or buildings, freehold or leasehold property or any easements, rights or privileges, real or personal, which the Club may think requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club.

- (o) To sell, improve, manage, develop, exchange, lease, convey, transfer, assign, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club, provided that no portion of the Club premises which is the subject of a certificate of registration under the Registered Clubs Act 1976 as amended, shall be leased without the consent of the Licensing Court being obtained.
- (p) To invest and deal with the money of the Club upon such securities, and in such manner as may from time to time be determined, and to sell, dispose of, realise or otherwise deal with any such securities.
- (q) To make, draw, accept, discount, execute and issue promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of description.
- (r) To borrow or raise and secure the payment of money in such manner as the Club thinks fit, in particular, by the issue of debentures or debenture stock perpetual or otherwise, charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off any such securities.
- (s) To make application for and obtain a certificate of registration of the Club under the Registered Clubs Act 1976 as amended, and from time to time apply for and obtain a renewal of such certificate of registration.
- (t) To buy, prepare, make, supply, sell and deal in all kinds of liquors, provisions and refreshments required or used by the members of the Club or other persons frequenting the grounds, club house or premises of the Club, and to obtain any necessary licence or permit in connection with any of these objects, subject however, to the provisions of the Registered Clubs Act 1976 as amended.
- (u) To take or reject any gift of property, money, or goods, whether subject to any special trust or not.
- (v) To construct, maintain and alter any building or work necessary or convenient for the objects of the Club.
- (w) To render aid, either financial or otherwise, to persons in necessitous circumstances in Australia or elsewhere.
- (x) To indemnify any person or persons, whether members of the Club or not, who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons any mortgages, charges or other securities over the whole or any part of the real or personal property of the Club, both present and future.
- (y) To establish, support or aid in the establishment and support of associations, funds, trusts and conveniences designed to benefit the members of the Club or their dependants or connections of such members, and to make payments towards insurance for any purpose, and to subscribe or otherwise guarantee money for charitable or benevolent objects or any exhibition, or for any general publicly useful object.
- (z) To raise money by entrance fees, subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.

- (aa) To promote and hold either alone or jointly with any other association, club or persons, meetings, competitions, matches and other sports, and to offer, give or contribute towards prizes, medals and awards and to give or guarantee any prize money and expenses, whether for members or other persons, and to promote, give or support dinners, balls, concerts and other entertainments; provided that no member of the Club or other person shall receive any prize, medal, award or distinction except as a successful competitor at any match or competition held or promoted by the Club, or as a mark of esteem towards that member or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which, under the regulations affecting the said match or competition, may be awarded to the member.
- (bb) To subscribe to and become a member of and co-operate with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club.
- (cc) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee, or become liable for the payment of money or for the performance of any obligations, and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property, both present and future.
- (dd) To hire, employ and dismiss secretaries, employees, managers and contractors and to pay salaries, wages, gratuities, pensions or other remuneration to them and to other persons and organisations in return for services rendered to the Club.
- (ee) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as to directly or indirectly benefit the Club.
- (ff) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club, or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (gg) To sell or dispose of the undertaking of the Club, or any part thereof, for such consideration as the Club may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (hh) ~~To insure against damage by fire or otherwise any insurable property of the Club and~~ to insure any employee of the Club against risk, accident or fidelity in the course of their employment by the Club, and to effect insurances for the purpose of indemnifying the Club in respect of claims by reason of any such risk, accident or fidelity; and 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 Club or the dependants or connections of any such persons, and to grant pensions and allowances to pay premiums or other amounts on such insurance funds, pensions or allowances.

- (ii) To make donations to such persons or institutions as the Club may deem directly or indirectly conducive to any of these objects or otherwise as may seem expedient.
- (jj) To carry on all such activities in furtherance of these objects either singularly or in conjunction with any other corporation, company, firm, association, club or person and either as principal, agents, contractors, trustees or otherwise.
- (kk) To amalgamate with any other club having objects altogether or in part similar to those of the Club.
- (ll) To make donations for charitable, benevolent or patriotic purposes.
- (mm) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that in the interpretation of this clause the meaning and effect of any objects shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that the clause is to be construed so as to widen and not restrict the powers of the Club.

11. The income and property of the Club, howsoever derived, shall be applied solely towards the promotion of the objects of the Club set forth in this Constitution and no portion shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to or among the members of the Club. Provided that, subject to the provisions of Section 10(6) and 10(6A) of the Registered Clubs Act 1976 as amended, nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest on money borrowed from a member of the Club for any of the objects of the Club.

WINDING UP

12. The liability of members is limited.
13. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the Club being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of any debts or any liabilities of the Club contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves, such amount as may be required, not exceeding \$2.
14. If upon the winding up or dissolution of the Club 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 Club, but shall be given or transferred to some other institution or institutions having objects altogether or in part similar to the objects of the Club, 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 Club under or by virtue of this Constitution hereof; such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERSHIP

15. The number of Full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
16. No person under the age of 18 years shall be admitted as a member of the Club.
17. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of members of the Club and such other persons as the Board shall admit to membership in accordance with this Constitution shall be members of the Club.
18. A person shall not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member or Provisional member.
19. Unless and until otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:
 - (a) Hungarian members
 - (b) Associate members
20. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of members in the class of member appearing in the left hand column hereunder headed "Present Class" shall be transferred on and from that date of that resolution to the corresponding class of member appearing in the right hand column hereunder headed "New Class".

~~Present Class~~

New Class

~~Foundation members~~

Hungarian members

~~Ordinary members~~

Hungarian members

~~Life members~~

Life members

ORDINARY MEMBERS

21. The requirements for eligibility of persons for election to the following classes of Ordinary membership shall be:
 - (a) **Hungarian members**
 - (i) A Hungarian member is a person who has attained the age of 18 years and is elected as a Hungarian member of the Club or is transferred by the Board from another class of Ordinary membership to Hungarian membership of the Club.
 - (ii) A person who applies for Hungarian membership must satisfy the Board that he or she is either:
 - (A) a native of Hungary;
 - (B) a descendant of Hungary; or

Fordítás a 8-as oldalom

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(Első oldal)

Angol nyelvű okirat hitelesített magyar fordítása

(A megrendelő kérésére a fordítás az eredeti okirat negyedik oldalán kezdődik)

(Negyedik oldal)

C é l k i t ű z é s e k

10. A klub célkitűzései a következők :

(a) bekezdés kihagyva

(b) Rokonszenvező és baráti kapcsolatok előmozdítása magyar származású személyek és utódaik valamint ausztrál egyének között

(c)-től (c) 19-ig kihagyva

20. Azok a személyek, akik a Rendkívüli Határozat keltekor, amely magáévá tette ezt az alkotmányt, bekerültek a Tagok Névjegyzékébe és az alant következő baloldali Jelen Tagság nevű hasámban szerepelnek, át lesznek helyezve azon a dátumon és attól a dátumtól kezdve a megfelelő tagsági osztályba, amely az alant feltüntetett jobboldali hasámban "Új Tagság" fejcím alatt jelenik meg.

Jelen tagság

Új tagság

Alapító tagok

Magyar tagok

Rendes tagok

Magyar tagok

Örökös tagok

Örökös tagok

Fordítás

(Második oldal)

R E N D E S T A G O K

21. Az alább felsorolt követelmények a feltételek azok számára, akik jogosultak az alább felsorolt Rendes Tagságba való felvételre :

(a) **Magyar tagok**

(i) Magyar tag az a személy, aki 18. életévét betöltötte és megválasztották a Klub magyar tagjaként vagy az Igazgatóság áthelyezte egy másik Rendes Tagságból a Klub magyar tagságába.

(ii) Az a személy, aki magyar tagságért folyamodik, eleget kell, hogy tegyen az Igazgatóság alábbi feltételeinek :

(A) Magyarországon született

(B) Magyar származású; vagy

(C) Egy olyan magyar tag partnere, aki legalább három éve megszakítás nélkül a Klub magyar tagja

(iii) A 16(a)Szabály (ii)(C) albekezdés értelmében "partner" jelenti az alábbiak bármelyikét :

(A) Olyan személy, aki egy magyar tag házastársa és együtt él vele;

(B) Olyan személy, aki egy magyar tag házastársa de nem él együtt vele;

(C) Olyan személy, aki elvált egy magyar tagtól vagy annak özvegye; vagy

(D) Olyan személy, aki *de facto* kapcsolatban él egy magyar taggal, legyen az utóbbi más vagy ugyanolyan nemű mint a magyar tag.

(iv) Az Igazgatóságnak jogában áll időről időre olyan szabályt létesíteni, amely további megszorításokat vagy követelményeket támaszt, melyeknek az illető személynek eleget kell tenni, hogy magyar tagként a Klub tagja lehessen.

(b) A következő bekezdés a megrendelő kívánságára kimarad.

- (C) a partner of a Hungarian member, the latter being of at least 3 years standing as a Hungarian member of the Club.
- (iii) For the purpose of sub-paragraph (ii)(C) of this Rule 16(a), "partner" means any one of the following:
 - (A) a person who is married to and lives together with a Hungarian member;
 - (B) a person who is married to but does not live together with a Hungarian member;
 - (C) a person who is divorced from or widowed from a Hungarian member; or
 - (D) a person who lives together in a de facto relationship with a Hungarian member, whether that Hungarian member is of the opposite sex or of the same sex to the person.
- (iv) The Board may determine, from time to time by By-law, any additional qualifications or requirements with which a person must comply in order to be eligible for election as a Hungarian member.

(b) **Associate members**

An Associate member is a person who has attained the age of 18 years and is elected as an Associate member of the Club or is transferred by the Board from another class of Ordinary membership to Associate membership of the Club.

RIGHTS AND PRIVILEGES OF MEMBERS

- 22. The members of the Club entitled to vote at the election of the Board of the Club shall at all times comprise a majority of the Full members of the Club.
- 23. Subject to Rule 8(a), each member who is eligible to vote shall have one vote.
- 24. The rights of members to use the facilities of the Club shall be as the Board may determine from time to time by By-law or otherwise.
- 25. (a) Hungarian members are eligible to attend and vote at any General Meeting, and subject to Rule 46(c), are eligible to nominate for and be elected to the Board or any office of the Club.
 - (b) Associate members are ineligible to nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way. Associate members are eligible to attend and vote only at any General Meeting at which an election of or removal of members of the Board is to take place or at which any resolution pursuant to Sections 10(6)(b) or 10(6A)(b) of the Registered Clubs Act is to be proposed, but are ineligible to vote on any other resolutions including Special Resolutions.

- (c) Notwithstanding this Rule, a Hungarian member or Associate member is suspended from all rights and privileges of his or her class of membership if he or she is an unfinancial member as provided in Rule 1(b).

LIFE MEMBERS

- (a) A Hungarian member who has rendered long or meritorious service to the Club may be elected as a Life member by resolution carried by a three-quarters majority of the members present and voting at an Annual General Meeting, following the submission to such meeting of an appropriate recommendation from the Board.
- (b) A person elected as a Life member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of a Hungarian member.
- (c) No more than 3 Life members shall be elected at any Annual General Meeting.

HONORARY MEMBERS

27. The following persons may be admitted as Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (a) the Patron or Patrons for the time being of the Club;
- (b) any prominent citizen or local dignitary visiting the Club.
28. Honorary members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
29. (a) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary members:
- (i) the name in full, or the surname and initials, of the Honorary member;
- (ii) the residential address of the Honorary member;
- (iii) the date on which Honorary membership is conferred;
- (iv) the date on which Honorary membership is to cease.
- (b) Honorary members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.
- (c) The Board shall have power to cancel the membership of any Honorary member without notice and without being required to give reason.

TEMPORARY MEMBERS

30. The following persons may be admitted as Temporary members of the Club in accordance with procedures established by the Board from time to time:
- (a) A person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's defined premises or such greater distance as may be determined by the Board from time to time by By-law pursuant to this Constitution;
 - (b) A Full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (c) A Full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
 - (d) An interstate or overseas visitor.
31. (a) Temporary members shall not be required to pay an entrance fee or subscription.
- (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (c) Temporary members shall not be permitted to introduce guests into the Club.
- (d) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any Temporary member at any time without notice and without being required to give reason.
- (e) No person under the age of 18 years may be admitted as a Temporary member of the Club other than pursuant to Rule 30(c).
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 30(c)) first enters the Club's premises on any day the following particulars shall be entered in the Club's Register of Temporary members:
- (i) the name in full, or the surname and initials, of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iii) the date on which Temporary membership is granted;
 - (iv) the signature of the Temporary member.

TRANSFER OF MEMBERSHIP

32. The Board, at its discretion, may on the written application of a member transfer that member from any class of Ordinary membership to another class of Ordinary membership. Any member so transferred may at the discretion of the Board receive a refund or reduction of any entrance fee and/or subscription paid by or payable by the member for the then financial year and may be required to pay the difference between the entrance fee and/or subscription applicable to the member's present class of membership and the entrance fee and/or subscription applicable to the class of membership to which the member desires to be transferred.

ELECTION OF MEMBERS

33. A person shall not be admitted as a member of the Club, other than as an Honorary member, Temporary member or Provisional member, unless that person is elected to membership at a meeting of the Board, the names of whose members present and voting at that meeting are recorded by the Secretary. The Board may reject any application for membership without assigning any reason for such rejection. Negative votes at the rate of one-quarter of those members of the Board present shall be sufficient for the rejection of any candidate. The election shall be by secret ballot if requested by any member of the Board.
34. (a) ~~Every candidate for membership~~ of the Club as a Hungarian member shall be proposed by one Life member or Hungarian member and seconded by another Life member or Hungarian member, or proposed and seconded by such other class or classes of Ordinary member as the Board may from time to time determine, subject to this Constitution, provided that both the proposer and seconder have been members of the Club for a minimum period of 3 years.
- (b) Every candidate for membership of the Club other than as a Hungarian member shall be proposed by one Life member or Ordinary member and seconded by another Life member or Ordinary member.
35. (a) In respect of every application for membership made pursuant to this Constitution there shall be completed a nomination form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.
- (b) The nomination form shall be signed by the proposer and seconder and the candidate.
- (c) ~~The nomination form shall be lodged with the Secretary who~~ shall as soon as is practicable cause the name, address and occupation of the candidate and of the candidate's proposer and seconder to be displayed on the Club Notice Board or in some other conspicuous place in the club house for a continuous period of not less than one week before the election of the candidate as a member of the Club, and an interval of at least 2 weeks shall elapse between the proposal of a candidate for election and the candidate's election.

36. (a) When a person has been elected to membership the Secretary shall cause notice of such election to be given personally or forwarded or posted to such person. Upon payment of the entrance fee (if any) and first subscription such person shall become a member of the Club, provided nevertheless that if such entrance fee and subscription is not paid within one month after the date of the notice of election to membership has been given as herein provided, the Board may at its discretion cancel its election of the person to membership of the Club.
- (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary and if demanded by the Secretary, on payment of any fee that may be prescribed by the Act.

PROVISIONAL MEMBERSHIP

37. (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form, may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person who has been admitted as a Provisional member not be elected to membership of the Club within 6 weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be rejected (whichever is the earlier), that person shall cease to be a Provisional member of the Club and the subscription submitted with the nomination form shall be immediately returned to that person.
- (c) Provisional members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (d) Nothing in this Constitution shall prevent an applicant for membership of the Club submitting with his or her application the appropriate membership subscription for the purpose of obtaining Provisional membership pursuant to this Rule.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

38. Members subscriptions shall be paid annually or, if the Board so directs and approves, by quarterly or half yearly instalments and in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time.
39. The entrance fees and subscriptions and levies, charges and other amounts payable by members of the Club shall be such as the Board may from time to time prescribe, provided that the amount payable by Ordinary members shall be not less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.

40. Any candidate elected during the financial year to any class of membership shall in respect of that financial year pay one-half of the annual subscription only if the candidate is elected after the expiration of 6 months from the date of commencement of the financial year.
41. The Board shall have power to make charges and levies on Ordinary members for general or special purposes.

PATRONS

42. The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting, and such Patron or Patrons shall thereby be deemed to be Honorary members of the Club and subject to this Constitution, shall remain Honorary members while they remain Patrons.

ADDRESSES OF MEMBERS

43. A member must advise the Secretary of any change in his or her address.

REGISTERS OF MEMBERS AND GUESTS

44. The Club shall keep the following registers:
 - (a) A register of persons who are Full members of the Club. This register shall set forth the name in full, the occupation and address of each Full member and, if the member is an Ordinary member, the date on which that member last paid the fee for membership of the Club.
 - (b) A register of persons who are Honorary members.
 - (c) A register of persons who are Temporary members.
 - (d) A register of persons of or above the age of 18 years who enter the premises of the Club as guests of members. Such register shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a member, the name in full or the surname and initials of the given names, and the address, of that guest, the date of that day and the signature of that member; provided always that if any entry in this register is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in this register in respect of that guest if he or she subsequently enters the premises of the Club on that day as the guest of that member.

DISCIPLINARY PROCEEDINGS

45. If a member refuses or neglects to comply with any of the provisions of the Constitution of the Club or the By-laws thereof or be in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be in the opinion of the Board, guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept the resignation of such member and to remove the person's name from the Register of members, provided that:

- (a) Such member shall be notified of any charge against the member pursuant to this Rule by notice in writing by a prepaid letter posted to his or her last known address at least 7 clear days before the meeting of the Board at which such charge is to be heard. The notice shall set out the facts, matters and circumstances giving rise to the charge.
- (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.
- (c) The voting by the members of the Board present at such meeting shall be by secret ballot if requested by any member of the Board, and no resolution by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least a majority of the members of the Board present vote in favour of such resolution.
- (d) If the member fails to attend such meeting the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
- (e) Any decision of the Board at such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.
- (f) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board shall have power to immediately suspend that member from all privileges of the Club until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member shall be notified in writing to that member.

6. (a) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("the senior employee"), shall have the power to remove and suspend any member from the premises of the Club, who in the opinion of the Secretary or the senior employee:

- (i) is then intoxicated, violent, quarrelsome or indecent; or
 - (ii) by his or her presence on the premises of the Club may render the Club or the Secretary liable to a penalty under the Registered Clubs Act.
- (b) The Secretary or the senior employee of the Club who has exercised the power referred to in paragraph (a) of this Rule shall make a written report to the Board as soon as practicable after the removal and suspension of the member. The report will set out the facts, matters and circumstances giving rise to the removal and suspension.
 - (c) Any suspension of a member pursuant to paragraph (a) of this Rule shall continue until further notice is given to the member by the Board in accordance with Rule 45.
 - (d) The rules of natural justice shall not apply in relation to the exercise of the power referred to in this Rule.

CESSATION OF MEMBERSHIP

47. If the entrance fee and/or subscription or any part thereof, or any other money or part thereof, of any member is not paid within a period of 30 days from the date upon which it falls due for payment, the Secretary shall give to the member in default 7 days written notice within which such entrance fee and/or subscription or other money must be paid, and if the same is not paid within the time limited by such notice, the defaulting member shall from that date be suspended from all privileges of membership, and the person's name shall be removed from the Register of members of the Club. Neither the provisions of Rule 45 nor the rules of natural justice shall apply to any procedure taken pursuant to this Rule.
48. (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance fee or subscription or otherwise) shall upon and by reason of such cessation of membership forfeit all rights as a member of the Club, provided that such person shall remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership of the Club and any other money due and unpaid at the date of cessation of that person's membership of the Club or for which that person is or may become liable under this Constitution.

GUESTS

49. (a) All members other than Temporary members shall have the privilege of introducing guests to the Club and on each day a member first brings a guest into the Club that member shall enter in the Register of guests the name and address of the guest and shall countersign that entry.
- (b) No member shall introduce guests more frequently or in a greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any entrance fee and/or subscription or who has been suspended by the Board.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) The Board shall have power to make By-laws from time to time, not inconsistent with this Constitution or the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.
- (e) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of guests in respect of that guest.
- (f) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of guests in respect of that guest.

BOARD OF DIRECTORS

50. (a) The Board shall consist of not less than 6 Directors and not more than 10 Directors, who shall elect a President from among their number at the first meeting of the Board following the election of the Board. The Secretary shall act as Chairman for the purpose of electing the President.
- (b) Subject to paragraph (a) of this Rule, the Board may specify and vary the number of Directors from time to time by By-law. Any variation in the number of Directors shall only take effect from the commencement of the next election of the Board.
- (c) In the absence of any By-law as provided in paragraph (b) of this Rule, the Board shall consist of 6 Directors.
51. (a) The Board shall be elected annually at the Annual General Meeting of the Club at an election at which the members entitled to vote consist of such number of Full members of the Club as comprises not less than a majority of the Full members of the Club.
- (b) The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election.
- (c) A person shall not be elected to or hold office as a member of the Board unless the person is a Life member, or is a Hungarian member of at least 3 years membership standing and who is either a native of Hungary or a descendant of a native of Hungary.
- (d) A member who, pursuant to this Constitution, is unfinancial or is currently under suspension shall not be eligible to be nominated to or elected to the Board or to any other office of the Club not being on the Board. Any office of the Club not being on the Board shall be vacated whilst that member remains unfinancial or during the period of such suspension. However, if the member is unfinancial or is currently under suspension and is also currently a member of the Board, that member shall remain as a member of the Board but perform only those duties as a member of the Board which are referred to in the Act.
52. The election of members of the Board shall take place in the following manner:
- (a) Nominations for election to the Board shall be made in writing signed by 2 Hungarian members or Life members of the Club and signed by the nominee (who shall signify his or her consent to the nomination) and shall state the office for which the nominee is nominated. The proposer, seconder and nominee shall be financial Hungarian members or Life members at the time the nomination form is signed. The signed nomination form must be received by the Secretary before the close of nominations.
- (b) Nominations shall close 28 days before the date of the Annual General Meeting.
- (c) As soon as practicable after nominations have closed, the Secretary shall post notification of the names of the candidates and the names of their proposers and seconders on the Club Notice Board.

- (d) (i) If the number of candidates duly nominated for office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.
- (ii) If insufficient or no nominations are received for office, the candidate or candidates, if any, nominated shall be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining. If more than one candidate is nominated at the Annual General Meeting for any vacancies, an election by ballot for such vacancies remaining shall take place in the manner prescribed by the Board from time to time by By-law or otherwise.
- (iii) If the number of candidates duly nominated exceeds the number required to be elected, a ballot shall be taken in accordance with this Constitution and as prescribed by the Board from time to time by By-law or otherwise.
- (e) In any ballot under this Rule, the Board shall appoint a Returning Officer and at least 2 Assistant Returning Officers who shall also act as scrutineers for the ballot. A candidate in the election shall not be appointed as Returning Officer or as an Assistant Returning Officer.
- (f) The ballot shall commence and close at the Annual General Meeting, during the time fixed by the Chairman of the meeting.
- (g) The Secretary shall prepare a list of members who are eligible to vote at the election together with their respective membership numbers and the class in which they are entered in the Register of members.
- (h) The Returning Officer shall be provided with a ballot box or boxes which shall be placed in a convenient location to receive the ballot papers after completion.
- (i) The Returning Officer shall supervise the method of issue of ballot papers, the examination of returned ballot papers, and the counting of votes after the ballot is closed, and shall report the result of the ballot to the Annual General Meeting.
- (j) The Returning Officer shall make available to every member of the Club eligible to vote at an election of the Board, a ballot paper containing in the order determined in accordance with paragraph (k) of this Rule, the names of duly nominated candidates for office. Each ballot paper made available to members shall be initialled by the Returning Officer and shall bear information as to the number of members required to be elected to office.
- (k) The positions of the names of the candidates on the ballot paper shall be determined by lot, drawn by the Secretary in the Club's premises, and in the presence of not less than 2 members whose names shall be recorded by the Secretary.
- (l) The Returning Officer may provide a replacement ballot paper to any member who satisfies the Returning Officer that the ballot paper the member received was spoilt.
- (m) Members shall record their votes by placing crosses alongside the names of the candidates on the ballot paper. Votes shall be counted as valid if the number of crosses on a ballot paper is either less than or equal to the number of candidates to be elected in the ballot.

- (n) The counting of the ballot shall be conducted in such a manner that the secrecy of the ballot is maintained, and the Returning Officer shall ensure that votes are recorded only by members entitled to vote and that no duplication of voting has taken place.
- (o) The Returning Officer shall first examine each ballot paper and any invalid ballot paper shall be discarded from the ballot but shall not be destroyed.
- (p) The decision of the Returning Officer as to the validity of any ballot paper shall be final.
- (q) In the event of an equality of votes in favour of 2 or more candidates, the Returning Officer, with the assistance of at least one of the assistant Returning Officers, shall elect by lot from such candidates having an equality of votes, the candidate or candidates who is, or are, to be declared elected.
- (r) When the candidate or candidates to be declared elected to office as a result of any ballot as provided in this Rule has been determined, the Returning Officer shall report the result of the ballot in writing to the Chairman of the Annual General Meeting.
- (s) The Chairman shall declare the candidates, which the report referred to in paragraph (r) of this Rule states as having the greatest number of votes or having been determined by lot in accordance with paragraph (q) of this Rule, as the candidates elected to office.

POWERS OF THE BOARD

- 53. The Board shall be responsible for the management of the business and affairs of the Club.
- 54. The Board may exercise its powers and do all such acts and things as the Club is by its Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting, but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Club in General Meeting; provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
 - (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such member or members of the Board or such members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall have the right to be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee 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. The meetings and proceedings of any committee consisting of 2 or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto and are not superseded by this Rule or by any regulation made by the Board pursuant to this Rule.

- (b) To make such By-laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
- (i) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
 - (ii) the general management and control of the trading activities of the Club;
 - (iii) the management and control of the Club's premises;
 - (iv) the management and control of behaviour and dress standards;
 - (v) the upkeep and control of indoor and outdoor facilities;
 - (vi) the management and control of all competitions;
 - (vii) the conduct of members;
 - (viii) the privileges to be enjoyed by each class of member;
 - (ix) the relationship between members and the Club's employees;
 - (x) and generally all such matters as are commonly the subject matter of Club Rules or By-laws or which are not reserved either under the Act, the Registered Clubs Act, this Constitution or the By-laws for decision by the Club in General Meeting.
- (c) To enforce the observance of all By-laws by suspension from enjoyment of any or all privileges of membership or otherwise as it thinks fit.
- (d) To appoint any delegate or delegates to represent the Club for any purpose and with such powers (other than this power of delegation) as it thinks fit.
- (e) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it thinks fit.
- (f) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as it thinks fit.
- (g) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its Officers or otherwise concerning the affairs of the Club, and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club, and to refer any claims or demands by or against the Club to arbitration, and to observe and perform the award.
- (h) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.

- (i) To invest and deal with any of the money of the Club not immediately required for the objects of the Club upon such securities and in such manner as it thinks fit and from time to time to vary or realise such investments.
- (j) To borrow or secure the payment of any sum or sums of money for the objects of the Club and raise or secure the payment of such sum or sums from time to time and in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon or over all or any part of the Club's property both present and future or not so charged, or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (k) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels but not including land or buildings belonging to the Club and to lease any property of the Club, and with the sanction of a General Meeting of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time; provided that the power to lease shall not be exercised with respect to any part of the Club's defined premises without the consent of the Licensing Court first being obtained.
- (l)
 - (i) To appoint, discharge and arrange the duties and powers of the Secretary Manager and to determine the remuneration and terms of employment of such Secretary Manager and to specify and define his or her duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract of service or for service or otherwise.
- (m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (n) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and committees, and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections and committees or any of them, and from time to time to prepare or approve and amend By-laws for the control and regulation of such sections and committees and the conduct and activities thereof, and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
- (o) To make such By-laws, not inconsistent with this Constitution, regarding the election of the Board as may be necessary for the conduct of any election and all matters incidental to such election.

BY-LAWS

55. Any By-laws made under this Constitution shall come into force and have the full authority of a By-law of the Club on being posted upon the Club Notice Board.
56. Any By-law made under this Constitution may be revoked by resolution of the members at a General Meeting, subject to a notice of intention to propose such resolution having been given to the Secretary in writing at least one month prior to the meeting and being included in the notice of such meeting.
57. The revocation of a By-law pursuant to Rule 56 shall not affect the validity of any action taken by the Board or an Officer or employee of the Club prior to that revocation.

PROCEEDINGS OF THE BOARD

58. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business, and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside as Chairman at every meeting of the Board or if at any meeting he or she is not present or is unwilling or unable to act, then the members of the Board present may elect their own Chairman.
59. The quorum for meetings of the Board shall be not less than one-half of the members of the Board as constituted under this Constitution. *YES 3 PERSONS ABLE TO RUN THE CLUB*
60. The President may at any time and the Secretary upon the request of not less than 2 members of the Board shall convene a meeting of the Board.
61. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
62. The continuing members of the Board may act notwithstanding any vacancy in the Board, 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 Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
63. All acts done by any meeting of the Board or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board 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 Board.
64. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in identical wording each signed by one or more members of the Board.

65. (a) No member of the Board shall be disqualified by reason of his or her office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or arrangement entered into, by or on behalf of the Club in which any member of the Board shall be in any way interested be avoided nor shall any member of the Board so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such member of the Board holding that office or of the fiduciary relationship thereby established, but in accordance with the provisions of Section 231 of the Act it shall be the duty of the member of the Board to declare the nature of his or her interest at a meeting of the Board and it shall be the duty of the Secretary to record such declaration in the Minutes of the meeting.
- (b) The provisions of Section 39 of the Registered Clubs Act shall be implemented where a member of the Board makes a declaration of interest pursuant to Section 231 of the Act.

VACANCIES ON THE BOARD

66. Subject to the provisions of this Constitution, the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution appoint another person or persons in his or her or their place. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.
67. The office of a member of the Board shall immediately be vacated if that person:
- (a) becomes insolvent under administration or assigns his or her estate for the benefit of or compounds with his or her creditors;
 - (b) is found to have been convicted at any time of an indictable offence in Australia;
 - (c) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) is absent from meetings of the Board for a continuous period of 3 calendar months without leave of absence from the Board;
 - (e) by notice in writing given to the Secretary resigns from office;
 - (f) becomes prohibited from being a member of the Board by reason of any order made under the Act or the Registered Clubs Act;
 - (g) ceases to be a member of the Club; or
 - (h) fails to declare the nature of any material personal interest in a matter referred to in Section 232A of the Act.
68. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the next Annual General Meeting.

GENERAL MEETINGS

69. A General Meeting called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the financial year. All general meetings other than Annual General Meetings shall be called General Meetings.
70. The Board whenever it thinks fit, or the President whenever he or she thinks fit, may convene a General Meeting and the Board shall, on the request of not less than 5 per cent of the members of the Club having at the date of the deposit of the request at the Office of the Club a right to vote at General Meetings, within 21 days proceed to convene a General Meeting to be held as soon as practicable, but in any case not later than 2 months after the deposit of the request and in the case of such request the following provisions shall have effect:
- (a) The request shall state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office of the Club and may consist of several documents in identical wording each signed by one or more of those members. If the Board does not within 21 days from the date of the request being so deposited duly proceed to convene the meeting, the members who made the request or any of them representing more than 50 per cent of the members who made the request may themselves convene the meeting but any meeting so convened shall not be held after the expiration of 3 months from the date of such deposit.
 - (b) In the case of a meeting at which a resolution is to be proposed as a Special Resolution, the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
 - (c) Any meeting convened under this Rule by the members shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
 - (d) Any reasonable expenses incurred by the members in convening any such meeting under this Rule shall be repaid to the members by the Club.
71. Subject to the provisions of the Act relating to Special Resolutions, at least 21 days notice specifying the place, day and hour of the meeting and in the case of special business the general nature of that business shall be given in the manner provided by this Constitution to all members entitled to attend and vote at General Meetings, but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

72. The ordinary business of any Annual General Meeting shall be to receive and consider the reports prescribed by Section 317 of the Act and to elect in the manner hereinbefore provided the members of the Board and subject to the Act, to appoint an Auditor or Auditors.

73. 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 at any General Meeting convened on the request of members shall be 35 Ordinary members and Life members present and entitled to vote. A quorum at any other General Meeting shall be 20 Ordinary members and Life members.
74. If within 15 minutes from the time appointed for any General Meeting a quorum is not present the meeting if convened upon the request 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, time and place as the Board may determine but such period shall be less than one month. If at such adjourned General Meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
75. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then a Director shall act as Chairman. If no Director is present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the members of the Club present shall elect one of their number to be Chairman of the meeting.
76. (a) Every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded by 5 members) and in the case of an equality of votes whether on show of hands or on a poll the Chairman of the meeting shall have a second or casting vote.
- (b) A person shall not:
- (i) attend or vote at any meeting of the Club or of the Board or any committee thereof; or
- (ii) vote at any election of, or of a member of, the Board,
- as the proxy of another person.
77. At any General Meeting (unless a poll is demanded), a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Club, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
78. (a) If a poll is demanded it shall be taken in such manner and either at once or after the 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 the Chairman or on a question of adjournment shall be taken immediately.
- (b) A demand for a poll may be withdrawn.

79. The Chairman of a General Meeting may with the consent of the 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. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for one month or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
80. Minutes of all resolutions and proceedings at General Meetings shall be entered within one month of the meeting in a book provided for that purpose and any such Minutes shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

81. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
82. The books of account shall be kept at the Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.
83. The Club shall, within 4 months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), send to each member of the Club entitled to attend and vote at the meeting, but subject to Section 316 of the Act, either:
- (a) a copy of the financial report required under Section 295 of the Act, a copy of the directors' report required under Section 298 of the Act (including particulars of the number of members registered in the Register of members at the end of the Club's financial year) and a copy of the auditor's report required under Section 308 of the Act, or
 - (b) a concise report that complies with Section 314(2) of the Act.
84. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or, subject to the Act, be for such other period as the Board may determine.
85. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

86. (a) The Board shall appoint a Secretary who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.
- (b) Should the office of Secretary become vacant, or should the Secretary be temporarily absent or unwilling to act, the Board shall have the power to appoint any person to perform the duties required by this Constitution to be performed by the Secretary.
- (c) At any time there shall only be one Secretary of the Club.

SEAL

87. The Board shall provide for the safe custody of the Seal of the Club. The Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board previously given and in the presence of at least 2 members of the Board, who shall sign every instrument to which the Seal is affixed, and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board for that purpose.

NOTICES

88. A notice may be given by the Club to any member either:
- (a) personally; or
- (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
- (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
89. (a) Where a notice is sent by post, service of the notice shall be given by properly addressing, prepaying and posting the notice, and shall be taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
90. If a member has an address outside the State of New South Wales and has not supplied the Club an address within New South Wales for the giving of notices to him or her, a notice posted up on the Club Notice Board shall be deemed to be notice to such member at the expiration of 24 hours after it is so posted up. For the purpose of this Rule, the Australian Capital Territory shall be deemed to be within New South Wales.

INDEMNITY TO OFFICERS

91. (a) Every person who is or has been an officer (as defined in Section 241 of the Act) of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person:
- (i) in defending any proceedings whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted;
 - (ii) in connection with any application in relation to such proceedings in which relief is granted to that person under the Act by the Court.
- (b) Every person who is an officer (as defined in Section 241 of the Act) of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability to another person (other than the Club or a related body corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith. This indemnity does not apply to a liability incurred before 15 April 1994.
- (c) The Club may pay a premium for a contract insuring a person who is or has been an officer (as defined in Section 241 of the Act) of the Club against a liability:
- (i) incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of Sections 232(5) or (6) of the Act; and
 - (ii) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.

GRATUITIES

92. Except by subscribing to a fund approved by the Board, a member or guest of a member shall not give any money or gratuity or other gift to any employee of the Club. A member committing a breach of this Rule or who knowingly permits a guest introduced by him or her to commit such a breach, may at the discretion of the Board be deemed to be involved in conduct which is unbecoming of a member within the meaning of Rule 45, and may be dealt with by the Board accordingly.

GENERAL

93. This Constitution shall be read and construed subject to the provisions of the Act and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club being registered under the said Acts, those provisions shall be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

94. This Constitution may be altered or amended only by a resolution passed by a three-quarters majority of Life members and Hungarian members who are present and voting at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with this Constitution.

HUNGARIAN (MAGYAR) SOCIAL CLUB LIMITED

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