

**CONSTITUTION**  
**of**  
**CBC OFFICERS CLUB INCORPORATED**  
**As at 5<sup>th</sup> June 2023**

**PART 1 - PRELIMINARY**

**1. Name**

The association shall be known as the CBC Officers Club Incorporated (hereafter referred to as “the club”).

**2. Objectives**

The objectives of the club shall be:

(a) To foster good fellowship among members.

(b) To do all things that in the opinion of the committee will support and advance the interests and welfare of former employees of The Commercial Banking Company of Sydney Limited or any subsidiary or affiliate **06/03/2017** of that bank as determined by the Committee.

**3. Definitions**

(1) In this constitution:

**Commissioner** means the Commissioner of the Office of Fair Trading.

**CBC** means the former The Commercial Banking Company of Sydney Limited, its subsidiaries and affiliates.

**Committee** means the office bearers of the club as defined in clause 16.

**former employee** means a person – male or female – who was an employee of The Commercial Banking Company of Sydney Limited or any subsidiary or affiliate of that bank.

**member** means a person who is qualified to be a member of the club as defined in clause 4.

**secretary** means

(a) The person holding office under this constitution as secretary of the club or in their absence the person acting in that capacity, or

(b) If no such person holds that office – the public officer of the club.

**special general meeting** means a general meeting of the club other than an annual general meeting.

**the Act** means the Associations Incorporation Act 2009 No 7 or such version of it as exists from time to time.

**the Regulation** means the Associations Incorporation Regulation 2022 or such version of it as exists from time to time.

**The Financial Year** of the club will be a period of twelve months from 1<sup>st</sup> January to 31<sup>st</sup> December.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of *the Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

**PART 2 - MEMBERSHIP**

**4. Membership Qualifications**

A. A person can be an ordinary member (herein referred to as a “member”) or a Life Member and except where a Life Member is specifically referred to in subclauses 4B (2) and 10 (3) the term “member” includes “Life Member”.

B. (1) A person is qualified to be a member of the club if, but only if

(a) the person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of the club at any time after incorporation of the club under the Act, or

(b) the person is a natural person:

(i) who was a former employee of The Commercial Banking Company of Sydney Limited or any subsidiary or affiliate of that bank and has been nominated for membership of the club as provided by clause 5 of this constitution, or

(ii) who was the spouse or child of such former employee, and

(iii) who has been approved for membership of the club by the committee of the club.

(c) A person can be an ordinary member (herein referred to as a “member”) or a Life Member and except where a Life Member is specifically referred to in subclauses 4B (2) and 10 (3) the term “member” includes “Life Member”.

(2) A member is qualified to be appointed a Life Member of the Club if

(a) that member meets the criteria of sub clauses 4B(1)(a) and 4B(1)(b)(i) and

(b) has attained the age of eighty years

**5. Nomination for membership**

(1) A nomination of a person for membership of the club:

(a) must be made in writing in the form set out in Appendix 1 to this constitution, and

(b) must be lodged with the secretary of the club.

(2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which will determine whether to approve or to decline the nomination.

(3) As soon as practicable after the committee makes that determination, the secretary must:

(a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and

(b) if the committee approved the nomination, request the nominee to pay (within the period of twenty eight days after receipt by the nominee of the notification) the sum payable under this constitution by a member as joining fee and annual subscription.

(4) The secretary must, on payment by the nominee of the amounts referred to in sub clause (3) (b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the club.

#### **6. Cessation of Membership**

A person ceases to be a member of the club if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the club.

#### **7. Membership Entitlements Not Transferrable**

A right, privilege or obligation which a person has by reason of being a member of the club:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

#### **8. Resignation of Membership**

(1) A member of the club is not entitled to resign that membership except in accordance with this clause.

(2) A member of the club who has paid all amounts payable by the member to the club in respect of the member's membership may resign from membership of the club by first giving to the secretary written notice of at least one month (or other such period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(3) If a member of the club ceases to be a member under sub clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **9. Register of Members**

The public officer of the club must establish and maintain a register of members of the club specifying the name and address of each person who is a member of the club together with the date on which the person became a member.

#### **10. Fees and Subscriptions**

(1) A member of the club must, on admission to membership, pay to the club a joining fee of \$1 or, if some other amount is determined by the committee, that other amount.

(2) Except as stated in subclause (3) below the annual subscription to the club shall be twelve dollars or such sum as may from time to time be determined by an annual general meeting of members and shall be due and payable on the first day of January each year following.

(3) Members granted Life Membership are exempt from payment of any membership fees.

#### **11. Members' Liabilities**

The liability of a member of the club to contribute towards the payment of the debts and liabilities of the club or the costs, charges and expenses of the winding up of the club is limited to the amount, if any, unpaid by the member in respect of membership of the club as required by clause 10.

#### **12. Resolution of Internal Disputes**

(1) Disputes between members (in their capacity as members) of the club and disputes between members and the club are to be referred to a Community Justice Centre for mediation in accordance with the *Community Justice Centres Act 1983*.

(2) At least seven days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

#### **13. Disciplining of Members**

(1) A complaint may be made to the committee by any member that another member of the club:

- (a) has persistently refused or neglected to comply with a provision or provisions of this constitution, or
- (b) has persistently and willfully acted in a manner prejudicial to the interests of the club.

(2) On receiving such a complaint, the committee:

- (a) must cause notice of the complaint to be served on the member concerned, and
- (b) must give the member at least fourteen days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

(3) The committee may, by resolution, expel the member from the club or suspend the member from the club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

- (4) If the committee expels or suspends a member, the secretary must, within seven days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 14.
- (5) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the club confirms the resolution under clause 13(4), whichever is the latter.

#### **14. Right of Appeal of Disciplined Member**

- (1) A member may appeal to the club in general meeting against a resolution of the committee under clause 13, within seven days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under sub clause (1), the secretary must notify the committee which is to convene a special general meeting of the club to be held within one hundred days after the date on which the secretary received the notice.
- (4) At a general meeting of the club convened under sub clause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **PART 3 – THE COMMITTEE**

#### **15. Powers of the Committee**

The committee is to be called the committee of management of the club and, subject to the Act, the Regulation and this constitution and to any resolution passed by the club in general meeting:

- (a) is to control and manage the affairs of the club, and
- (b) may exercise all such functions as may be exercised by the club, other than those functions that are required by this constitution to be exercised by a general meeting of members of the club, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the club.

#### **16. Constitution and Membership**

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
  - (a) the executive of the club, and
  - (b) up to four ordinary members
 each of whom is to be elected at the annual general meeting of the club under rule 20.
- (2) The executive of the club is to consist of:
  - (a) the president,
  - (b) the vice-president,
  - (c) the secretary,
  - (d) the treasurer
  - (e) and/or such other office as the President allocates.
- (3) The ordinary members of the committee shall be responsible for one or more of the following roles:
  - (a) public officer,
  - (b) newsletter editor,
  - (c) distribution officer,
  - (d) archivist, and
  - (e) web master.
  - (f) and/or one or more of the roles allocated by the President.
- (4) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election. The members of the executive may hold more than one position if a position cannot be filled by another person.
- (5) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

#### **17. Election of Members**

- (1) Nominations of candidates for election as executive members of the club or as ordinary members of the committee:

- (a) must be in writing, signed by two members of the club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination),
  - (b) must be delivered to the secretary of the club at least one hour before the advertised starting time for the holding of the annual general meeting at which the election is to take place.
- (2) If no nominations have been received for any position on the committee prior to the annual general meeting, then further nominations are to be called for at the annual general meeting.
  - (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
  - (4) If only one nomination is received for any position to be filled, the person nominated is taken to be elected.
  - (5) If more than one nomination is received for any position, a ballot is to be held for that position, and the positions are to be filled in the order listed in clause 16 (2) and clause 16 (3).
  - (6) The ballot for the election of executive and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

#### **18. Secretary**

- (1) The secretary of the club must be elected from the club membership, and is to ensure that the club holds details of his or her current residential address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of members of the committee,
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

#### **19. Treasurer**

It is the duty of the treasurer of the club to ensure:

- (a) that all money due to the club is collected and received and that all payments authorised by the club are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the club, including full details of all receipts and expenditure connected with the activities of the club.

#### **20. Casual Vacancies**

For the purpose of this constitution, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the club, or
- (c) becomes insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 22, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of nine months.

#### **21. Public Officer**

The Public Officer shall be elected, by the Committee, within fourteen days of the Office becoming vacant regardless of how this occurred whether or not by death resignation or dismissal by the Committee etc. of the previous Officer.

#### **22. Removal of Member**

- (1) The club in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in sub clause (1) relates makes representations in writing to the secretary or president (not exceeding reasonable length) and requests that the representations be notified to the members of the club, the secretary or the president may send a copy of the representations to each member of the club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### **23. Meetings and Quorum**

- (1) The committee must meet at least three times in each period of twelve months at such place and time as the committee may determine.
- (2) Additional meetings of the executive may be convened by the president or by any member of the executive.

- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least forty eight hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for holding of the meeting.
- (4) Notice of a meeting given under sub clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three members of the committee including at least two members of the executive constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week or such other day, time and place as is agreed upon by a majority of members of the committee present.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

#### **24. Delegation by Committee to Sub-Committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the club as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

#### **25. Voting and Decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 23 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## PART 4 – GENERAL MEETINGS

### 25. Annual General Meetings – Holding of

- (1) With the exception of the first annual general meeting of the newly incorporated club, the club must, at least once in each calendar year and within the period of six months of after the expiration of each financial year of the club, convene an annual general meeting of its members.
- (2) The club must hold its first annual general meeting:
  - (a) within the period of eighteen months after the incorporation under the Act, and
  - (b) within the period of six months after the expiration of the first financial year of the club.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act.

### 27. Annual General Meetings – Calling of and Business at

- (1) The annual general meeting of the club is, subject to the Act and to clause 26, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting, to receive from the committee reports on the activities of the club during the last preceding financial year,
  - (b) to elect executive of the club and ordinary members of the committee, and
  - (c) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### 28. Special General Meetings - Calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the club.
- (2) The committee must, on the requisition in writing of at least six members, convene a special general meeting of the club.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within one hundred days after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by a member or members as referred to in sub clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense in convening such general meeting is entitled to be reimbursed by the club for any expense so incurred.

### 29. Notice

- (1) The secretary must, at least **twenty one** days before the date fixed for the holding of the general meeting, give notice to each member specifying the place, date and time of the meeting, the nature of the business, and any special resolution, proposed to be transacted at the meeting.
- (1) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 27 (2).
- (2) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- (5) Notwithstanding sub clauses (1) to (4), if a member seeks to bring any business before a general meeting without giving notice as required in sub clause (4), and the executive members of the Club agree that the requirement may be waived, provided the Secretary is informed of the proposed business at least one hour prior to the scheduled start of the meeting, such business may be transacted.

### 30. Procedure

- (1) Ten members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (2) No item of business is to be transacted at a general meeting unless a quorum of members is present during the time the meeting is considering that item.

- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, or
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time or such other day, time and place as is agreed upon by a majority of members present.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

### **31. Presiding Member**

- (1) The president, or in the president's absence the vice-president, is to preside as chairperson at each general meeting of the club.
- (2) If the president and the vice-president are absent or unwilling to act, the members must elect one of their number to preside as chairperson at the meeting.

### **32. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for fourteen days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub clauses (1) and (2), notice of adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **33. Making of Decisions**

- (1) A question arising at a general meeting of the club is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the club, is evidence of the fact without proof of the number of votes recorded in favour of or against that resolution.
- (2) At a general meeting of the club, a poll may be demanded by the chairperson or by at least three members present in person at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.
- (4) All resolutions passed by a majority of members of the club at any general or special meeting, shall be binding on all members, whether they be present at such meeting or not.

### **34. Special Resolution**

- (1) A special resolution of the club is a special resolution:
  - (a) if it is passed by a majority which comprises at least three-quarters of such members of the club as, being entitled under this constitution so to do, vote in person at a general meeting of which at least twenty one days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution, or
  - (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

### **35. Voting**

- (1) On any question arising at a general meeting of the club a member has one vote only.
- (2) All votes must be must be given
  - (i) personally, or
  - (ii) by mail or electronic means at the Committee's discretion, which must be in accordance with Schedule 2 of the regulation, in the format attached to the advice of meeting, and which must be received by one hour before the meeting or any adjournment thereof takes place.
- (3) A member is not entitled to vote at any general meeting of the club unless all money due and payable by the member to the club has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **PART 5 - MISCELLANEOUS**

### **36. Insurance**

The club may effect and maintain insurance.

### **37. Funds - Source**

- (1) The funds of the club are to be derived from joining fees and annual subscriptions of members, donations and, subject to any resolution passed by the club in general meeting, such other sources as the committee determines.
- (2) Payment for the luncheon of any non member shall be the responsibility of the member who invited the visitor.
- (3) All money received by the club must be deposited as soon as practicable and without deduction to the credit of the club's bank account.
- (4) On direct payment of any cash to the Treasurer, that officer must issue an appropriate receipt to the person making the payment, with the least possible delay. Receipts will not be issued for payments by other means.

### **38. Funds – Management**

- (1) Subject to any resolution passed by the club in general meeting, the funds of the club are to be used in pursuance of the objects of the club in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two executive members of the committee.

### **39. Auditor**

- (1) An auditor shall be elected at each annual general meeting and shall be responsible for the audit of the club's books of account and for the correctness of the financial statements presented to the annual general meeting as far as is possible to be ascertained from the vouchers, receipts, bank statements and certificates presented by the Treasurer.
- (2) Committee members shall not be eligible for election as Auditor.

### **40. Archives**

- (2) The archivist is responsible for the receipt and cataloguing of memorabilia associated with the CBC donated to the club.
- (3) The archivist is to arrange for safe storage of donated memorabilia pending it being relocated to a suitable site to be determined by the members of the club at a future date.

### **41. Alteration of this Constitution**

This constitution may only be altered, rescinded or added to by a special resolution of the club.

### **42. Custody of Books**

Except as otherwise provided by this constitution, including as stated in clause 19, all records, books and other documents relating to the club must keep in the custody of the secretary or another member of the executive.

### **43. Service of Notices**

- (1) For the purposes of this constitution, a notice may be served by or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **44. Dissolution of the Club**

- a. The club shall not be dissolved except at a special general meeting of the club specially convened for that purpose and by resolution carried by a majority of 75% of the votes recorded in respect of the same.
- b. Any resolution for the winding up of the club must be passed by at least three fourths of the members present at a special general meeting. Notice of the special general meeting called for this purpose must be sent to all members at least fourteen days before the date set down for the meeting.
- c. In the event of dissolution of the club all property of the club shall be realized and the amount remaining after payment of all obligations of the club shall be donated to any deserving cause or charity agreed upon by the members present at the meeting.