



BY-LAWS OF THE ASSOCIATION

Nickeltown Flounders Inc

EST. 2012

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NICKELTOWN FLOUNDERERS CLUB BY LAWS

1 CLUB DETAILS

1.1 Name of the Organization

The formal name of the organization is hereby established as the “Nickeltown Flounderers Inc” and may be referred to as ‘the Club’

1.2 Purpose and Intent of the Organization

- a) The purpose and/or intent of the Club as a non-profit organization shall be to: encourage the preservation and enjoyment of all models of new, old, vintage or classic car nameplates.
- b) Provide an organizational venue for members dedicated to furthering interaction among automotive enthusiasts in general.
- c) Sponsor and/or support the regular convening of meetings designed to celebrate and promote the preservation of new, old, vintage or classic cars and to conduct the Club’s administrative affairs.
- d) Collect, maintain and distribute historical information and/or technical documentation relating to the origin, design, use and/or maintenance of new, old, vintage or classic cars.
- e) Create, publish and/or otherwise communicate current information of interest to members through the use of electronic and print media, including but not limited to, the Club’s permanent website, www.nickeltown.org
- f) Cooperate with other local and regional organizations with similar purposes; dedicating our communal efforts towards the monitoring of vehicle or product development, legislation and/or other external factors which may directly or indirectly affect the restoration efforts of Club members and/or automotive enthusiasts as a collective group.
- g) Host and bring together the Nickeltown Car Bike & Ute Show, Kambalda.

2 GENERAL PROVISIONS

2.1 DEFINITIONS

In these Club By-Laws unless the contrary intention appears:

- (a) **Articles or Rules** mean the Articles or Rules of Association in force from time to time, aka the Constitution
- (b) **Committee means** the Committee of the Club in Office, for the time being or a quorum of the Committee present at a meeting.
- (c) **Child** means a person under the age of 18 years.
- (d) **Club Member** means Ordinary Members
- (e) **Club Premises** means those premises situated at the Billie Ingam Room, Harry Steinhauser Reserve, Kambalda WA 6442
- (f) **Membership Application** means a form issued by the Nickeltown Flounderers Inc Auto Club containing details as may be determined from time to time by the Club to be completed by a person seeking to become a Club Member in accordance with these By-Laws.
- (g) **Ordinary Member** is defined as an Ordinary Member, Associate Member or Life Member entitled to the use of Club facilities by reason of their membership with the Club.
- (h) **Affiliate Member** means a person entitled to the use of Club facilities by reason of their membership of a club having affiliate arrangements with the Club in respect of their respective Members.
- (i) **Years of membership** means any period of membership, including the aggregation of separate periods.
- (l) **Primary Place of Residence** means the address at which the Member is registered on the Australian Electoral Roll.

2.2 OBJECTS AND POWERS

These Club By-Laws are binding on every Member, guest or other person on Club Premises. The President or any Committee Member, without prejudice to any other has the right of the Club to expel or remove any person breaching these By-Laws. A breach of these By-Laws by a guest will be deemed to be a breach by the Member who introduced such guest.

2.3 REGULATIONS

The Committee or the President may make, vary or repeal regulations not inconsistent with the Memorandum, Articles or By-Laws for regulating the daily operation of the Club Premises and the conduct of Members, guests and others therein.

3 CATEGORIES OF CLUB MEMBERSHIP

3.1 ORDINARY MEMBERS

An Ordinary Member is a member who is financial with the Club and attends at least one Club event through the financial year (1st July through to 30th June of any given year).

3.2 ASSOCIATE MEMBERS

An Associate Member must be:

- (a) a spouse or partner of an Ordinary Member
- (b) a widow or widower of a deceased Ordinary Member
- (c) a child under the age of 18 of an Ordinary Member

3.3 LIFE MEMBERS

Subject to Rule 5, the Club may grant Life Membership of such a category of membership as it considers appropriate to any person, who in the opinion of the Club Membership Committee, has rendered valuable services to the Club whether in the capacity of Member, patron, consultant, officer, employee or otherwise. A Life Member is an Ordinary Member and is notwithstanding any other provision entitled to all the privileges of membership for life.

3.4 HONORARY MEMBERS

Subject to the By Laws under Section 5, the Club may admit the following persons as Honorary Members:

- (a) the Patron or Patrons of the club while so serving; and
- (b) such other persons as the Club in its discretion determines and then on conditions that membership be for a period not exceeding 12 months and that membership may be revoked at any time.

Except as provided in these By-Laws and the Rules no person shall be admitted as an Honorary Member. Honorary Members are entitled to all the privileges of Ordinary Membership except they are not entitled to:

- (c) Vote at any election of the Committee; and
- (d) Vote on any resolution at any General Meeting.

3.5 TEMPORARY MEMBERS

Subject to the By Laws under Section 5, the Club Membership Committee may admit the following persons as Temporary Members:

- (a) members of clubs with reciprocal arrangements with the Club;
- (b) persons who have applied for membership of the club and whose applications are pending; and
- (c) persons visiting the club for the purpose of engaging in competitive sport with Members.

Temporary membership may be granted for a period not exceeding one month and that membership may be revoked at any time.

4 ELIGIBILITY CRITERIA AND ADMISSION OF CLUB MEMBERS

4.1 ELIGIBILITY CRITERIA

Subject to the Articles and the By-Laws, and in addition to any other eligibility criteria prescribed for admission as a Club Member, the applicant must:

- (a) in the case of a natural person, be at least eighteen years of age;
- (b) not be a bankrupt;
- (c) be honest and a person of good repute; and
- (d) not have been convicted of an indictable offence in the past 10 years.

4.2 NOMINATION AND ELECTION

In addition to any other condition that may be prescribed, the conditions for admission as a Club Member are:

- (a) All applications must be made in writing on a Membership Application as may be prescribed from time to time.

(b) All applicants must be proposed by a financial Ordinary Member.

(c) All applicants (other than Associate and Associate Corporate Members), must be seconded by a financial Club Member.

(d) Applicants will be admitted by election by a simple majority of the Club Committee subject to the payment of the prescribed fees.

4.3 OBJECTIONS

Ordinary Members have the right to object to the election of any applicant. All such objections must be in writing and forwarded to the President of the Club prior to the date upon which the application is considered.

5 CLUB MEMBERSHIP FEES AND SUBSCRIPTIONS

5.1 DETERMINATION OF FEES AND SUBSCRIPTIONS

The Club Committee may from time to time determine the entrance fees or annual subscriptions payable by each Member. In addition to an entrance fee and annual subscription, the Club Committee may in its discretion levy fees to access facilities, such as Function Room Hire fees, or Event Cost fees.

5.2 OBLIGATION TO PAY ANNUAL SUBSCRIPTION

The annual subscription of each Club Member is due and payable in advance each year, no later than 1st of July of each financial year.

5.3 WAIVER

A Member elected to Life Membership may have their subscription waived from the year in which they are so elected by resolution of the Club Committee.

6 GENERAL PROVISIONS RELATING TO CLUB MEMBERSHIP

6.1 USE OF FACILITIES AND SERVICES

The facilities and services of the Club and the Club Premises are available exclusively for the enjoyment and use of:

- (a) Club Members
- (b) Guests of Club Members, and
- (c) Reciprocal Members.

6.2 PRODUCTION OF MEMBERSHIP CARD AND VERIFICATION OF IDENTITY

- (a) It is a condition of entry to Club Premises that a Member produces a current Club membership card.
- (b) A Member is only entitled to service upon production of a current membership card at the time service is requested.

6.3 DRESS

When entering the Club Premises, Members and any guests must be dressed in accordance with such standards determined by the Club Committee and notified to Members from time to time.

6.4 CHILDREN

Children will be admitted into the Club Premises under the supervision of a Member, parent or guardian at any time except for those areas determined by the Club Committee and notified to Members from time to time. Any guardian or parent whose child is displaying less than ideal behaviour may be approached by any Committee member and given verbal warning to ensure their child behaves accordingly. Any damage caused by children will be the sole responsibility of the Member to which the child has attended the Club premises with.

6.5 ANIMALS

No animal of any kind may be brought onto Club Premises whether by a Member or any other person, except an assistance dog.

6.6 LIQUOR

(a) No person in a state of intoxication under either the influence of alcohol or drugs is permitted on Club Premises.

(b) A guest must not be supplied with liquor in the Club Premises unless in the company of a Club Member.

(c) Liquor shall not be served to or consumed by any person in the Club Premises at a time or place or in such quantities or manner as shall constitute a breach of the Liquor Control Reform Act and in particular liquor shall not be served to any person in a state of intoxication.

(d) No payment shall be made to any officer or employee of the Club by way of commission or allowance from the receipts of the Club for the sale or disposal of liquor.

(e) Drink Driving is not permitted by the Club and will not be tolerated. If a member intends to drink and become over the legal limit whilst attending a Club Function or at the Clubs premises, the Member must be responsible to organise a Designated Driver prior to the function or event. Should the Member fail to do so, By Law 8 will come into affect.

6.7 CHARGES FOR FUNCTIONS

The Club may from time to time determine the nature of the facilities and services to be offered to Members, the charges, if any, to be levied and the hours of availability offered.

6.8 SAFE KEEPING

Where articles are accepted for safe keeping the Club will not be responsible for the loss, theft, destruction or damage of such articles whether occasioned by the negligence, breach of duty or otherwise of the Club, its officers or employees.

6.9 MOBILE PHONES

The use of mobile phones is permitted in all areas of Club Premises except for those areas determined by the Club Membership Committee and notified to Members from time to time.

6.10 CONDUCT

The following conduct is prohibited in Club Premises and on Club Functions:

(a) Drunken, belligerent or disorderly conduct;

(b) Gambling games of hazard and betting of any description except as permitted pursuant to the Liquor Control Reform Act;

- (c) Use of bad language or behaviour unbecoming a Member;
- (d) Smoking; or
- (e) Use of a drug of dependence as defined by the Drugs, Poisons and Controlled Substances Act.

6.11 POLITICAL CONTACT AND PERSONAL GAIN

Except where the consent of the President or Club Committee has first been obtained, no person may:

- (a) Form any team, club or body within the Club;
- (b) Canvas for business, or in respect of any political or municipal election or insurance or assurance;
- (c) Use Club Premises as their business address or that of any other person, firm, company or the like;
- (d) Send an employee out of the Club Premises for any purpose;
- (e) Deface, damage or remove from Club Premises any property belonging to the Club.

7 RIGHTS AND OBLIGATIONS OF CLUB MEMBERS

7.1 RIGHTS ARE PERSONAL

The rights of each Member are personal to that Member and are unable to be transferred to another person.

7.2 RIGHTS OF ORDINARY MEMBERS

Subject to the Rules and By-Laws, Ordinary Members are entitled to:

- (a) enter those parts of the Club as determined by the Club Committee and notified to Members from time to time;
- (b) attend all General Meetings of the Club; and
- (c) to vote on any resolution at any General Meeting of the Club and vote at any election of Committee in accordance with the Articles.

7.3 MISUSE OF MEMBER'S MEMBERSHIP CARD

A Member must not lend to another person or permit another person to use the Member's Club membership card to gain access to Club Premises or for any other purpose.

7.4 REGULATION OF ENTRY OF GUESTS

(a) The names of all guests and the names of Members introducing them shall be recorded in a book kept for that purpose.

(b) A Member may introduce guests in accordance with any restrictions determined by the Club and notified to Members from time to time.

(c) Members are responsible for the conduct of their guests in Club Premises including any expenses incurred or any damage caused by them.

(d) The Club may refuse to admit any guest without giving any reason.

(e) The Club may suspend or limit the admission of guests to the Club Premises on any occasion or during any hours.

7.5 EXPENSES

Members must pay for every expense they have incurred at the Club Premises before leaving them.

7.6 CLUB MEMBER ACCOUNTS

Credit of 30 days may be extended by the Club. Where accounts are overdue the Club may charge interest on such overdue amount and refuse to supply further credit. Where a Member neglects or refuses to pay any amount due to the club, the provisions of By-Laws 8 may be applied. Following this procedure, if the account still remains unpaid, legal action will be attempted and followed through with via the Kalgoorlie Magistrates Court on Brookman Street, Kalgoorlie. All legal fees incurred by the Club will be on-charged to the Debtor.

8 RESIGNATION, SUSPENSION OR EXPULSION

8.1 RESIGNING FROM MEMBERSHIP

If a Club Member advises the Club in writing that he or she does not wish to be a Member of the Club, his or her name will be removed from the Register as soon as is practicable. The Member shall remain liable for any debt due to the Club. No refund will be given of Membership Fees.

8.2 SUSPENSION, REPRIMANDS AND FINES

Without prejudice to the rights of the Committee to expel members pursuant to Rule 9 of the Rules of Association, the Club Membership Committee may suspend, reprimand or levy a fine not exceeding fifty dollars on any Member found in breach of Club By-Law 5. In the event of the Club Committee suspending a Member:

- (a) no proportionate refund of the subscription from the date of suspension to the date of reinstatement of the Member is payable by the Club;
- (b) the Member shall on demand return to the Club any membership identification and any other documents issued by the Club during the period of suspension;
- (c) the Member may not exercise any right under the Rules of Association or By-Laws of the Club during the period of suspension including the right to vote pursuant to Rule 19 of the Rules of Association.

8.3 MISCONDUCT OF MEMBERS

Where a Member:

- (a) neglects or refuses to pay any amount due to the Club, whether in respect of goods, services or otherwise; or
- (b) refuses or neglects to comply with these By-Laws or the Articles of Association; or
- (c) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his estate for their benefit; or
- (d) is convicted of an indictable offence; or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club, the Club may:
- (e) suspend or limit any right or privilege of membership or access to services; or
- (f) subject to the provisions of Rule 9 of the Rules of Association, expel the Member.

8.4 RECOGNITION OF YEARS OF MEMBERSHIP (YOM)

(a) When a member is expelled from the Club, upon their return to the Club, their YOM will be reset to zero.

(b) When a member resigns or, is suspended, from the Club, their YOM will be retained at the level prior to their suspension/resignation.

9 CLUB INSURANCE

9.1 INSURANCE COVERED BY THE CLUB

Members Vehicles participating in club events are only covered by Club insurance while static. When in motion the members *own* vehicle insurance applies. The Club assumes all members have their own appropriate insurance coverage for this purpose.

9.2 EVENTS COVERED BY THE CLUB

Events covered by the Club include general meetings, static displays, fundraising, barbeques, club dinners, swap meets, functions, the Nickeltown Car & Bike Show, touring runs and picnics, and any other event held by the Club, unless otherwise stated.

9.3 COVERAGE OF MEMBERS ONLY

The only vehicles which are to be covered by the Clubs insurance are those listed on the current Members Register from each Member's Application for Membership. If new vehicles are acquired through the year, each member is responsible for updating their own membership application details – held by the Secretary of the Club.

9.4 COVERAGE OF PARTICIPATING VISITORS

Vehicles participating in open Club Functions are not covered by the Clubs Insurance. These non-members vehicles' are required to carry their own insurance, as they will not be covered by the Club under any circumstance.

10 MEETINGS BY-LAWS

- 10.1** Unless stated otherwise these By-Laws shall be applicable to any general meeting of any class or classes of Members, any meeting of the Committee.

For the avoidance of doubt, these By-Laws are procedural rules with respect to Meetings and do not confer any substantive rights on a Member (including rights of voting or speaking at Meetings).

- 10.2** Meetings shall, subject to the presence of a quorum, start at the time set out on the notice and shall, subject to the discretion of the meeting, continue until all business on the agenda is disposed of. The quorum for a meeting of a committee shall be four Members present. Unless otherwise prescribed in the Articles of Association or these By-Laws the quorum provisions of the Corporations Law apply to any meeting.

- 10.3** If a quorum is not present within thirty minutes of the starting time set out on the notice the meeting shall lapse and subject to any resolution previously passed the Chairman of the Meeting shall fix the time of the next meeting. All business on the agenda for the lapsed meeting shall be included on the agenda of the next meeting and shall take precedence over new business.

- 10.4** Each general meeting of the Club shall be chaired by the President or the Vice President when he or she is present. If the President and Vice President are not present at the time appointed for the commencement of a general meeting the meeting shall be chaired by a Committee Member appointed by the President or, in that person's absence, any Member elected by the Meeting.

- 10.5** Minutes of the proceedings of all meetings shall be recorded and saved once they have been accepted as a true record of the proceedings.

- 10.6** At every meeting the first business shall be the reading of the minutes unless such minutes have been circulated to all those attending the meeting or unless the meeting decides to take the minutes as read. On a motion acceptance of the minutes of the proceedings of the preceding meeting no discussion shall be permitted except as to their accuracy as a record of the proceedings.

- 10.7** After the acceptance of the minutes the order of business of a meeting shall be as in the agenda for that meeting but for greater convenience at any particular meeting, subject to

By-Law 10.6 above it may be altered by resolution of the meeting or by direction of the Chairman of the Meeting given at the commencement of the meeting or during its progress.

- 10.8** Items to be brought before meetings shall be dated and given to the Secretary in time to permit the Secretary to give notice of them in the manner and time required for meetings.
- 10.9** At meetings other than general meetings the Chairman of the Meeting may with the approval of the meeting vary or dispense with the requirements of By-Law 10.8 above as to Items.
- 10.10** Except by leave of the Chairman of the Meeting motions shall be moved in the order in which they have been received and recorded, and if not so moved shall be struck out.
- 10.11** Any Member speaking to a motion or amendment shall address the Chairman of the Meeting and shall not be interrupted unless called to order. Upon being called to order the question of order shall be disposed of, and the Member may then, subject to the ruling of the Chairman of the Meeting on the question or order, proceed with the subject.
- 10.12** Any Member wishing to propose a motion or amendment must state the nature of it before he or she addresses the meeting.
- 10.13** Unless the meeting otherwise determines and subject to Rule 10.12, the President and Chairman of the Meeting shall in taking the vote of any meeting do so on a show of hands, and shall put the question first in the affirmative, then in the negative. The President and/or Chairman of the Meeting shall then announce the result of the vote which shall be recorded in the minutes.
- 10.14** No second or subsequent amendment, whether of a motion or an amendment, shall be taken into consideration until the previous amendment is disposed of.
- 10.15** If any words of a motion are rejected, the amendment by insertion of other proposed words shall form the next question, after which any further amendment to insert other words may be moved.

- 10.16** If an amendment to a motion should fail, then a subsequent amendment may be moved to the question to which the first mentioned amendment was moved, but only one amendment shall be submitted to the meeting for discussion at a time.
- 10.17** Any one or more of the above By-Laws 10.8 – 10.16 inclusive may be suspended for a special purpose on motion upon notice duly given, or without notice by leave of the President and or Chairman of the Meeting.
- 10.18** Any procedural motion, that is a motion solely to do with the conduct of meetings, shall be voted upon only by those present, not including proxies.
- 10.19** No discussion shall be allowed on any motion to bring discussion to an end. If on the question being put the motion fails, the subject then under consideration or the next on the agenda shall be discussed, or any other that may be allowed precedence, before any subsequent motion to bring discussion to an end is moved. Discussion shall be allowed on other procedural motions.
- 10.20** If a discussion on any motion moved and seconded is interrupted by the number of Members present being insufficient for the transaction of business, that fact shall be minuted and at the next meeting the discussion may be resumed at the point where it was interrupted.
- 10.21** If two or more persons rise or commence to speak at the same time, the Chairman of the Meeting shall decide which of them is entitled to priority.
- 10.23** The decision of the Chairman of the Meeting when called upon to decide on points of order or practice shall be final unless over-ruled by a motion passed by the meeting.
- 10.24** No person shall digress from the subject-matter of the question under discussion or comment upon the words used by any other person in a previous debate, and all imputations of improper motives and all personal reflections on Members shall be deemed disorderly for the purposes of these By-Laws.
- 10.25** Whenever any person makes use of any expression which is disorderly or capable of being applied offensively to any other person, the person so doing shall be required by the Chairman of the Meeting to withdraw the expression and to make a satisfactory apology to the meeting.

- 10.26** Any Member or other person using offensive or disorderly language, and having been twice called to order or to withdraw or apologise for such conduct and refusing so to do shall be deemed guilty of a breach of this By-Law, and without prejudice to any other right remedy or penalty contained in the Rules or in these By-Laws it shall be lawful for the Chairman of the Meeting to request him or her to leave the meeting.
- 10.27** Any Member or other person who being lawfully requested by the Chairman of the Meeting to leave any meeting may be forthwith removed and any person requested by the Chairman of the Meeting so to do may remove such person.
- 10.28** (a) The provisions of this By-Law shall take effect notwithstanding anything contained in By-Laws 10.1 – 10.30 inclusive.
- (b) In all cases not provided for these By-Laws, resort shall be had to the ruling of the Chairman of the Meeting.
- (c) The Chairman of the Meeting may give directions concerning the conduct of the meeting and may for the expeditious and convenient conduct of the meeting limit the time during which any person may be heard.
- (d) On an equality of voting the Chairman of the Meeting shall have a casting vote as well as a deliberative vote.
- (e) Rulings or directions given by the Chairman of the Meeting shall have as their object the prompt and efficient ascertainment of the will of the meeting and shall be based upon the view of the Chairman of the Meeting as to fairness and common sense in the circumstances.
- (f) The Chairman of the Meeting may take or cause or be taken such steps as he or she deems necessary lawfully to enforce compliance with his or her rulings or directions.
- 10.29** The form of instrument appointing a proxy for the purposes of Rule 10.28 shall be in the form set out in Annexure A to these By-Laws.
- 10.30** Subject to the Rules of Association and the Corporations Law, the Committee may make such rules as it deems fit to regulate the conduct of its meetings.

ANNEXURE A

Received by Committee member:.....

Date received:.....

FORM OF APPOINTMENT OF PROXY

I, _____ (full name)

Of

(address)

being member number _____ of Nickeltown Flounderers inc

hereby appoint _____

(name of proxy)

Of

_____ (address)

being member number _____ of Nickeltown Flounderers inc

as my proxy, to vote for me on my behalf at the meeting of the association to be held on the _____ (date) and at any adjournment of that meeting.

In the absence of that person, the Chairperson of the meeting should act as my proxy.

(delete if not required)

My proxy is authorised to vote IN FAVOUR OF / AGAINST / ABSTAIN

(delete as required)

the resolution regarding

(issue description)

(NOTE. Where the voting instructions are not completed, the proxy is authorised to vote as they see fit).

Signature of member _____

Date _____