

# CANBERRA SERVICES CLUB LIMITED

## CORPORATIONS ACT REFERENCE GUIDE

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This handbook provides a practical governance reference guide summarising key replaceable rules under the Corporations Act 2001 (Cth), whether they are covered in the Constitution, and practical governance guidance.

This document compares the Constitution and Schedules of Canberra Services Club Ltd against the replaceable rules under the Corporations Act 2001 (Cth) that are relevant to a public company limited by guarantee.

Replaceable Rule	Act / Section	Covered in Constitution	Constitution Reference
Powers of directors	<a href="#">s198A</a>	Yes	Clause 17
Negotiable instruments	<a href="#">s198B</a>	Partial	Clause 17
Managing director	<a href="#">s198C / s201J</a>	Yes	Clauses 17.6, 20.3
Directors may appoint other directors	<a href="#">s201H</a>	Yes	Clause 14.5
Appointment of managing directors	<a href="#">s201G</a>	Yes	Clause 20.3
Remuneration of directors	<a href="#">s202A</a>	Partial	Clause 7.2
Director may resign by giving written notice	<a href="#">s203A</a>	Yes	Clause 14.4(a)
Terms and conditions of office for secretaries	<a href="#">s204F</a>	Partial	Clause 20
Company or directors may allow member to inspect books	<a href="#">s247D</a>	No	Not addressed
Circulating resolutions of companies with more than 1 director	<a href="#">s248A</a>	No	Not addressed
Calling directors' meetings	<a href="#">s248C</a>	Partial	Clause 18

Chairing directors' meetings	<a href="#">s248E</a>	Yes	Clause 18.3
Quorum at directors' meetings	<a href="#">s248F</a>	Yes	Clause 14.6
Passing of directors' resolutions	<a href="#">s248G</a>	Yes	Clause 18.2–18.4
Calling of meetings of members by a director	<a href="#">s249C</a>	Partial	Clause 11
When notice is given	<a href="#">s249I(4)</a>	Partial	Clause 11.8
Notice of adjourned meetings	<a href="#">s249M</a>	No	Not addressed
Quorum	<a href="#">s249T</a>	Yes	Clause 11.2
Chairing meetings of members	<a href="#">s249U</a>	Yes	Clauses 11.4–11.5
Business at adjourned meetings	<a href="#">s249W(2)</a>	No	Not addressed
Who can appoint a proxy	<a href="#">ss249X–250B</a>	Partial	Clause 11.8
Proxy vote valid even if member dies, revokes appointment etc.	<a href="#">s250C(2)</a>	No	Not addressed
How many votes a member has	<a href="#">s250E</a>	Yes	Clause 11.3
Objections to right to vote	<a href="#">s250G</a>	No	Not addressed
How voting is carried out	<a href="#">s250I</a>	Partial	Clauses 11.7–11.8
When and how polls must be taken	<a href="#">s250M</a>	No	Not addressed

Overall Observation: The Constitution substantially replaces or modifies the majority of applicable replaceable rules through bespoke governance provisions tailored to a modern ACT licensed community club operating as a public company limited by guarantee.

#### IMPORTANT NOTE

Hyperlinks in the table connect directly to publicly accessible legislative references for easier operational use and future legislative review.