

I, Andrew Veldon, Company Secretary and Chief Executive Officer of Asquith Rugby League Club Limited, certify that this and the following 29 pages is a true and correct copy of the Constitution of Asquith Rugby League Club Limited as amended by special resolutions passed at the Annual General Meeting of Asquith Rugby League Club Limited held on 30 November 2025.

.....  
Andrew Veldon  
Company Secretary and Chief Executive Officer

.....  
Dated

9/12/2025

## **CORPORATIONS ACT, 2001**

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

## **CONSTITUTION**

of

## **ASQUITH RUGBY LEAGUE CLUB LIMITED**

**ACN 000 610 542**

### **NAME**

1. The name of the company is "Asquith Rugby League Club Limited".

### **DEFINITIONS**

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

"the Act" means the Corporations Act 2001. When any provision of the Act is referred to, that reference is to that provision as modified by any law for the time being in force.

"By-laws" shall mean and include regulations.

"Club Licence" means a club licence granted under section 10 of the Liquor Act.

"Constitution" shall mean and include Rules.

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

"Director" means a member of the Board.

"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.

"Liquor Act" means the Liquor Act 2007 (NSW).

"month" means calendar month.

"Officer" means an officer as defined in the Act.

"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, General Manager, Acting General Manager, Secretary Manager, Acting Secretary Manager, Honorary Secretary or Acting Honorary Secretary.

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

"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 39, 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 within the time limited by a written notice from the Club requiring payment thereof which has been served on the member; 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 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 Section 10(1)(j), Section 10(7), and any other applicable Section of the Registered Clubs Act, only the Club and its members are entitled to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the premises of the Club.
  - (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 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 all the assets and liabilities of the Asquith Sports Club Limited and to carry on the work and activities of that company.
  - (b) To carry on as a rugby league football club under the control and management of the N.S.W. Rugby League or any body having the control of the playing of rugby league in New South Wales. The Club is to be primarily devoted to the athletic pastime of the playing of rugby league football.
  - (c) To encourage, foster and promote rugby league football in the Shire of Hornsby or elsewhere and to provide or assist in the provision of training, conditioning and teaching facilities for rugby league football.
  - (d) To promote all or any of the games of rugby league football, bowls, tennis, squash, golf, billiards and other sports, recreations and pastimes and to acquire, prepare and maintain football grounds, tennis and squash courts, bowling greens and any other grounds, courts or facilities necessary or desirable for any sport or pastime.
  - (e) To assist in the promotion of the game of rugby league football and to render assistance to any football club or clubs which may be formed or re-formed in the area referred to in paragraph (c) above.
  - (f) To provide for members and for members' guests a social and sporting club with all the usual facilities of a club including residential and other accommodation, liquid and other refreshments, libraries and provision for sporting, musical and educational activities and other social amenities.
  - (g) To purchase, hire, lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
  - (h) To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part or parts thereof.
  - (i) To invest and deal with any of the money of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
  - (j) To make, draw, accept, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
  - (k) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the property real or personal of the Club.
  - (l) To apply for and obtain and hold a Club Licence or any other licence or licences or certificate of registration under the Registered Clubs Act or other Act for the time being operative, and for such purpose or purposes to appoint if necessary or desirable, a manager or other officer to act as licensee and hold the licence or licences on behalf of the Club.

- (m) To obtain and hold any licence or permission necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco, cigars and cigarettes and of all kinds of goods, provisions, and services required, used or desired by members.
- (n) To take or reject any gift of property, money or goods whether subject to any special trust or not.
- (o) To erect, maintain, improve or alter any building or buildings for the purposes of the Club.
- (p) To render aid either financial or by other means to persons in necessitous circumstances in the State of New South Wales or elsewhere.
- (q) 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 mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (r) To establish, support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.
- (s) 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 insurance for the purpose of indemnifying the Club in respect of claim 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 and to pay premiums or other amounts on such insurances, funds, pensions or allowances.
- (t) To make donations to such persons or institutions as the Club may from time to time think directly or indirectly conducive to any of its objects or otherwise expedient.
- (u) To do all or any of the above mentioned things either singly or in conjunction with any other club, company, institution, society, association or person and either as principals, agents, contractors, trustees or otherwise.
- (v) To amalgamate with any other club having objects altogether or in part similar to those of the Club.
- (w) To carry on all such activities as may be necessary or convenient for the objects of the Club or any of them.
- (x) To do all such acts, deeds, matters and things and to enter into and make such arrangements as are incidental or conducive to the attainment of the objects of the Club or any of them.

And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object shall not be restricted by any other object and that each object shall be construed and

have effect as an independent power and that this Rule 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 as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club. Provided further that no member of the Board or of any committee shall be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that no remuneration shall be given by the Club to any member of the Board or of any committee; except that nothing herein shall be construed as preventing the payment of an honorarium in respect of special honorary services rendered or the repayment of out-of-pocket expenses or payment of interest on money lent or hire of goods or rent for premises demised to the Club.

#### **WINDING UP**

12. The liability of the members of the Club is limited.
13. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a member or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding \$2.
14. If upon the winding up or dissolution of the Club there remains after the 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 up or transferred to some other institution or institutions that is or are carried on predominantly for the encouragement of a game or sport and which has or have objects 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 or 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 Ordinary members of the Club shall consist of or include not less than such number of Ordinary members as prescribed by 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. (a) Unless and until otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:
- General members
  - Employee members
- (b) Each class of Ordinary membership shall be open to both sexes.
20. 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.

### **RIGHTS OF MEMBERS**

21. (a) Life members and financial General members of the Club shall have full voting rights and, subject to this Constitution, be eligible to be elected to or hold office on the Board.
- (b) Employee members shall have no voting rights.
22. Each financial member who is eligible to vote shall have one vote.
23. (a) The rights of members to use the Club's sporting facilities and other facilities and amenities, are as the Board may determine from time to time by By-law or otherwise.
- (b) Without limiting the general powers of the Board conferred in paragraph (a), all members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:
- (i) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
  - (ii) the Club's responsible service of gambling policy (as adopted and amended by the Board from time to time).

### **ELIGIBILITY FOR VARIOUS CLASSES OF ORDINARY MEMBERSHIP**

24. The requirements for eligibility of persons for election to the following classes of Ordinary membership shall be:
- (a) **General members**
- A person who has attained the age of 18 years, is not an employee of the Club, and has an interest in rugby league football, and is elected as a General member of the Club or transferred by the Board from another class of Ordinary membership to General membership of the Club.

(b) **Employee members**

- (i) A person who has attained the age of 18 years and is an employee of the Club and is elected by the Board to Employee membership of the Club.
- (ii) Any member who becomes an employee of the Club will be transferred to Employee membership as soon as he or she becomes an employee. When an Employee member ceases to be employed by the Club, he or she (notwithstanding any other provision in this Constitution) will immediately cease to be a member, and must re-apply for membership in a class of membership for which he or she is qualified in accordance with this Constitution.

**LIFE MEMBERS**

25. The requirements for eligibility of persons for election as Life members of the Club shall be:

- (a) A member of the Club who at the date of the Special Resolution adopting this Constitution is entered in the Register of members in the class of Life Member shall retain his or her Life membership.
- (b) A General member who has rendered exceptional or unusual or distinguished service to the Club and has been elected as such by resolution carried by a three-quarters majority of those eligible members present and voting at a General Meeting, following the submission to such meeting of an appropriate recommendation from the Board, shall be a Life member. Notwithstanding Rule 85.(a), the vote on any such resolution will be by a ballot.
- (c) A Life member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of a General member.

**HONORARY MEMBERS**

26. 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.

27. Honorary members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, 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.

28. (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**

29. 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 is in New South Wales. Subject to any minimum distance as may be prescribed from time to time by the Registered Clubs Act, the Board may from time to time determine by By-Law a minimum distance of the person's permanent place of residence from the Club's defined premises for a person to qualify for Temporary membership under this Rule 29(a);
  - (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.
30. (a) Temporary members shall not be required to pay an entrance fee or subscription.
- (b) Temporary members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, 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.
  - (c) 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.
  - (d) No person under the age of 18 years may be admitted as a Temporary member of the Club.
  - (e) Subject to Rule 30(f) when a Temporary member (other than a Temporary member admitted pursuant to Rule 29(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.
- (f) A person may be admitted as a Temporary Member for a period of up to, but not exceeding, 7 consecutive days (or for such longer period as the Independent Liquor and Gaming Authority may approve in writing). A person admitted under this Rule 30(f) must complete the Register of Temporary Members when the person first enters the Club's premises during that period.

### **TRANSFER OF MEMBERSHIP**

- 31. 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**

- 32. 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, or a duly appointed election committee of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary. The election shall be by secret ballot if requested by any member of the Board or election committee. The Board or election committee may reject any application for membership without assigning any reason for such rejection.
- 33. Every applicant for membership under this Constitution must:
  - (a) complete an application 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 and address of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club; and
  - (b) pay the entrance fee (if any), and, the first subscription when required by the Club.
- 34. The membership application form shall be lodged with the Secretary who shall as soon as is practicable cause the name of the applicant to be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the applicant as a member of the Club, and, an interval of at least two weeks shall elapse between the proposal of an applicant for election and the applicant's election.
- 35.
  - (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.
  - (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**

36. (a) Any person who has lodged with the Secretary a application 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 application 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 is admitted as a Provisional member not be elected to membership of the Club within 6 weeks from the date of lodging the application form with the Secretary or should that person's application for membership be refused (whichever is the earlier), that person shall cease to be a Provisional member of the Club and the entrance fee and subscription submitted with the application form shall be immediately returned to that person.
- (c) Provisional members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, 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.

### **ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES**

37. Members subscriptions (if any) 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.
38. The entrance fees, subscriptions, 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 is posted on the Club Notice Board within 7 days after such Board determination.
39. 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 31 days from the date upon which it falls due for payment, the defaulting member shall from that date be debarred from all privileges of membership and the person's name shall be removed from the Register of members of the Club and neither the provisions of Rule 44 nor the rules of natural justice shall apply to any procedure taken pursuant to this Rule.
40. The Board shall have power to make charges and levies on Ordinary members for general or special purposes.

### **PATRONS**

41. 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 a Patron.

### **ADDRESSES OF MEMBERS**

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

### **REGISTERS OF MEMBERS AND GUESTS**

43. The Club shall keep the following registers in accordance with the requirements of the Registered Clubs Act:
- (a) A register of persons who are Full members 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.

### **DISCIPLINARY PROCEEDINGS**

44. 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 or welfare 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 to the member 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 and is also entitled to introduce witnesses in his or her defence or submit to the meeting written representations for the purpose of answering the charge.
  - (c) Any Board member who has a conflict of interest or bias shall disqualify himself or herself from presiding at the hearing.

- (d) The member charged shall be given the opportunity to ask questions or cross examine any witness supporting the allegations made against the member and shall also be given the opportunity of examining any documentation which is to be considered by the Board in relation to the charge. The member shall also be given the opportunity to address the Board when all the evidence is concluded as to why the evidence does not support the charge.
  - (e) If the member charged fails to attend the meeting, the charge or complaint may be heard and dealt with by the Board on the evidence before it notwithstanding the absence of the member. The Board shall take into account any written representations which may have been made to it by the member charged, and if an application is made by the member for adjournment on reasonable grounds the Board shall consider such request.
  - (f) After the Board has considered all the evidence put against the member, it shall come to a decision as to the member's guilt or innocence in relation to the charge. If the Board finds the member guilty of the charge:
    - (i) it must inform the member prior to considering any penalty, if the member has attended the meeting; or
    - (ii) it may proceed to determine the penalty, if the member has not attended the meeting.
  - (g) The member shall be given a further opportunity to address the Board in relation to the penalty appropriate to a charge of which the member has been found guilty if the member has attended the meeting, otherwise the Board may decide on the evidence before it.
  - (h) A motion by the Board shall be deemed to be passed if a majority of the Board members present vote in favour of such a motion.
  - (i) 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.
  - (j) 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 membership 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.
- 44A. The powers of the Board under Rule 44 may be exercised by a disciplinary committee of at least three (3) persons (which must include at least two (2) Directors). A quorum of the disciplinary committee is three (3) committee members.
45. (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 or any other person from the premises of the Club:
- (i) who in the opinion of the Secretary or the senior employee is then intoxicated, violent, quarrelsome or indecent or disorderly; or

- (ii) whose presence on the premises of the Club in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to a penalty under the Registered Clubs Act;
  - (iii) whose presence on the Club's premises renders the Club, the Secretary or any employee of the Club liable to a penalty under the Liquor Act;
  - (iv) who smokes, within the meaning of the *Smoke Free Environment Act 2000 (NSW)*, while on any part of the Club's premises that is a smoke-free area within the meaning of that Act;
  - (v) who uses, or has in his or her possession, while on the Club's premises any substance that the Secretary or the senior employee suspects of being a prohibited plant or a prohibited drug; or
  - (vi) whom the Secretary or the senior employee, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Club's premises.
- (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 within 7 days of the date of the removal and suspension of a member. The report will set out the facts, matters and circumstances giving rise to the removal and suspension.
- (c) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (a) of this Rule shall continue until further notice is given to the member by the Board in accordance with Rule 44.
- (d) The rules of natural justice shall not apply in relation to the exercise of the power referred to in this Rule.

#### **RESIGNATION AND CESSATION OF MEMBERSHIP**

46. (a) A person will immediately cease to be a member: if the person resigns by notice in writing to the Club or by any other statement or act that in the reasonable opinion of the Secretary or Board or a disciplinary committee signifies that the member intends to resign, and such resignation takes effect on the date the notice is given to the Club or on the date in which the member's intention to resign can be made out;
- (ii) if the person returns their membership card to the Club and states (verbally or in writing) that such return constitutes their resignation as a member, and such resignation takes effect on the date the card is given to the Club;
  - (iii) if the person dies;
  - (iv) if the person is removed from the Register of Members;
  - (v) in accordance with Rule 39 of this Constitution; or
  - (vi) if the person is expelled from membership as a result of a disciplinary proceeding.

- (b) Every person ceasing to be a member of the Club (whether by any event referred to in paragraph (a) or otherwise) shall forfeit all rights as a member of the Club provided that such persons shall remain liable for any annual subscription and all arrears due and unpaid at the date of cessation of their membership of the Club and any other moneys due by them at the date of cessation of their membership of the Club or for which they are or may become liable under this Constitution."

### **GUESTS**

- 47. (a) All members will have the privilege of introducing guests to the Club. However, a Temporary member may only introduce (but not sign in) a guest who is under the age of 18 years and in relation to whom the Temporary member is a responsible adult.
- (b) The Register of guests 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.
- (c) 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 is currently under suspension.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) 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.
- (f) 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.
- (g) 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.
- (h) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.

### **THE BOARD**

- 48. (a) The Board shall consist of 7 members, being the President, Vice-President and 5 Directors.
- (b) Only General members or Life members who have been members of the Club for not less than five (5) continuous years at the time of nomination and who have at least one of the following qualifications at the date of their election to the office of President shall be eligible to hold that office:

- (i) past or present players of rugby league football, who are not employees of the Club;
  - (ii) past or present officials in any organisation or club controlling, or involved in the playing of, rugby league football; or
  - (iii) supporters of rugby league football, who have demonstrated their support by consistent attendance at rugby league matches or personal effort in organising, coaching, managing or being otherwise involved in the playing of rugby league football.
- (c) Only General members or Life members who have been members of the Club for not less than five (5) continuous years at the time of nomination shall be eligible to hold the office of Vice-President or Director.
49. (a) Commencing from the 1999 election of the Board, the Board shall be elected every second year in accordance with this Constitution at an election at which members entitled to vote consist of a majority of the Full Members of the Club.
- (b) Commencing from the 1999 election of the Board, the members of the Board shall hold office until the conclusion of the second Annual General Meeting following that at which they were elected, when they shall retire but shall be eligible for re-election. The members of the Board who were elected at the 1998 election of the Board shall hold office until the conclusion of the 1999 Annual General Meeting, when they shall retire but shall be eligible for re-election.
- (c) 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.
50. Except as otherwise provided, a nomination for election to the Board must meet the following requirements:
- (a) The nomination must be in writing, signed by a proposer and seconder, and signed by the nominee. The proposer and seconder must be Life members or financial General members at the time of signing the nomination form. The nominee must meet the eligibility requirements set out in this Constitution at the time of signing the nomination form.
  - (b) The nominee must signify on the nomination form that he or she has signed the declaration in the Code of Conduct for Directors (as may be in force from time to time) to the effect that he or she understands the Code and agrees to comply with the Code if elected to the Board.
  - (c) The nomination shall be in such form and contain such particulars as determined by the Board from time to time and may require certain information to be supported by a statutory declaration.

- 50A. The Secretary will determine the closing date and time for the receipt of nominations, which will be no less than 7 days before the date of the Annual General Meeting at which an election is required.
- 50B. No member will be eligible to be nominated for election to the Board in an election year unless the member has completed a pre-nomination session held by the Club for that year. This eligibility requirement shall not apply to a current director of the Club who is standing for re-election and who has previously completed a pre-nomination session held by the Club.
51. As soon as reasonably practicable after nominations have closed, the Secretary will post the names of the duly nominated candidates on the Club Notice Board.
- 51A. Any failure to complete the nomination form correctly may result in a candidate being ineligible to be nominated for election to the Board. The Board may commence disciplinary hearings against any candidate whose nomination form contains a material misstatement or omission.
52. Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the more senior office as hereinafter provided shall be deemed to have been eliminated from candidature for election to the less senior office. For the purpose of this Constitution the order of seniority of offices shall be:
- President
  - Vice-President
  - Director
53. If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.
54. If no or insufficient nominations are received for any officers, 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 for such vacancies an election by ballot for such vacancies remaining shall be held in accordance with Rule 55.
55. (a) If the number of candidates nominated for any office exceeds the number required to be elected, a ballot shall be taken for that office.
- (b) Subject to sub-paragraphs (c), (d) and (e) of this Rule, the ballot shall be taken in the manner provided by By-law or, until so provided, determined by the Board.
- (c) Every ballot shall be counted by 2 or more scrutineers appointed by the Chairman of the meeting. A candidate for any position shall not be appointed as a scrutineer.
- (d) (i) A ballot for the offices of President or Vice-President shall be won by the candidate with the highest number of votes.
- (ii) A ballot for the offices of the 5 Directors shall be conducted in such a manner that not less than 3 Directors have at least one of the following qualifications:
- (A) past or present players of rugby league football, who are not employees of the Club;

- (B) past or present officials in any club controlling, or involved in the playing of, rugby league football; or
  - (C) supporters of rugby league football, who have demonstrated their support by consistent attendance at rugby league matches or personal effort in organising, coaching, managing or being otherwise involved in the playing of rugby league football.
- (e) In the event of an equality of votes in favour of 2 or more candidates, the Chairman of the meeting shall take a second ballot, which shall be conducted in accordance with this Rule. If the second ballot results in an equality of votes, the Chairman shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.

### **POWERS OF THE BOARD**

56. The Board shall be responsible for the management of the business and affairs of the Club.
57. 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 Full 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 play and dress;
  - (v) the upkeep and control of the grounds;
  - (vi) the management and control of all competitions;
  - (vii) the conduct of members and guests 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 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.
  - (e) 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.
  - (f) 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.
  - (g) 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.
  - (h) 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.
  - (i) 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.

- (j) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels but not including lands 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 real property (lands and/or buildings) to which the Club may be entitled from time to time, subject to the Registered Clubs Act.
- (k) (i) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary 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.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (m) 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 sections or committees or to reconstitute the same on a similar or different basis.
- (n) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
- (o) To recommend the amount of honorarium payable to any person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
- (p) To repay out-of-pocket expenses incurred by any member of the Board or any other person in the course of carrying out his or her duties for the Club.

### **BY-LAWS**

58. 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.

## SECTIONS AND COMMITTEES

59. The Board may permit any section created under this Constitution to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in New South Wales or Australia on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club, capitation fees to any such controlling body or as required by such body.
60. A person is ineligible to be a member of any section created under this Constitution unless he or she is:
- (a) a financial member of the Club;
  - (b) at least 18 years of age; and
  - (c) a player, participant, team official, committee person or ground official in respect of any game held on the Club's premises or in a competition or tournament of which the Club is a participant.
61. The Board may make financial contributions to any section created under this Constitution as it thinks fit.
62. The Board may empower any section or committee created under this Constitution to open and operate a bank account in the name of the section in such bank or financial institution as the Board may from time to time approve, provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
63. Subject to the absolute control and supervision of the Board, each such section or committee created under this Constitution shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section or committee shall also be produced regularly and promptly for inspection by or on behalf of the Board.
64. Subject to this Rule, the constitutions and rules or by-laws of each such section created under this Constitution may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose, provided that no amendment proposed to and approved by the meeting of the members of the section shall have effect unless and until it has been approved by resolution of the Board.
65. Any disciplinary action which is taken by a section or committee created under this Constitution in respect of any member of such section or committee shall at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.

## PROCEEDINGS OF THE BOARD

66. 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 Vice-President shall act as Chairman. If the Vice-President is not present or is unwilling or unable to act, then the members of the Board present may elect their own Chairman.

- 66A. A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before a meeting.
67. The quorum for meetings of the Board shall be 5 members of the Board.
68. The President may at any time and the Secretary upon the request of not less than 3 members of the Board shall convene a meeting of the Board.
69. 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.
70. (a) 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.
- (b) The members may appoint a person as a director by resolution passed in General Meeting. Any person so appointed to fill a vacancy on the Board, shall hold office only until the conclusion of the next Annual General Meeting at which an election of the Board is to take place in accordance with this Constitution.
71. 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.
72. The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.
73. (a) A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.
- (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the Minutes of that meeting of the Board.

- (c) Without limiting the application of Section 191(2) of the Act, paragraph (b) does not apply to an interest:
  - (i) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
  - (ii) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
  - (i) must not vote on the matter (or in relation to a proposed resolution under paragraph (e)(i) in relation to the matter, whether in relation to that or a different Director); and
  - (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph (d) does not apply if:
  - (i) the Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
  - (ii) the Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

74. Deleted.

#### **VACANCIES ON THE BOARD**

75. 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.
76. The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) dies;
  - (b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;

- (c) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
  - (d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the Act relating to mental health;
  - (e) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
  - (f) by notice in writing given to the Secretary, resigns from office;
  - (g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act or the Liquor Act;
  - (h) becomes an employee of the Club;
  - (i) ceases to be a member entitled to hold office on the Board;
  - (j) ceases to be a member of the Club; or
  - (k) fails to complete any training for a registered club director that the person is required to complete pursuant to the Registered Clubs Act within the prescribed period, provided that this clause shall not apply for any director who is exempt from completing such training under the Registered Clubs Act.
77. 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 at which an election of the Board is to take place.

### **GENERAL MEETINGS**

78. 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 Club's financial year. All general meetings other than Annual General Meetings shall be called General Meetings.
79. (a) The Board may whenever it thinks fit convene a General Meeting.
- (b) The members may request the Board to call a General Meeting in accordance with Section 249D of the Act.
- (c) The members may call a General Meeting only in accordance with Section 249E of the Act or Section 249F of the Act.
- (d) A General Meeting called by the Board of its own volition may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.
- (e) A General Meeting called by or upon the request of members under the Act or this Constitution, may be cancelled by those members so notifying the Club in writing at least 14 days before the day of the meeting. Those members must pay the expenses of the cancellation unless the Board determines otherwise.

- (f) The Club shall give notice of cancellation or postponement of a General Meeting to those members entitled to attend and vote at that General Meeting.
80. Subject to the provisions of the Act relating to Special Resolutions, at least 21 days notice specifying the place, day and hour of a General 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 of the Club, 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

81. 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 provided in this Constitution, the members of the Board, and subject to the Act, to appoint an Auditor or Auditors.
82. 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 a General Meeting convened on the request of members shall not be less than 5% of or 100 (whichever is the lesser) members present and entitled to vote and at all other General Meetings and at all Annual General Meetings shall not be less than 20 members present and entitled to vote.
83. 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.
84. 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 the Vice-President shall act as Chairman. If the Vice-President is not 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 a member of the Board or one of their number to be Chairman of the meeting.
85. (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.

- (c) A challenge to a right to vote at a General Meeting may only be made at that meeting, and, must be determined by the Chairman of the meeting, whose decision is final.
86. 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.
87. (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.
88. 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.
89. 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**

90. 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.
91. 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.
92. The Club must send or otherwise make available to each member, as required by the Act, a copy of the financial report, a copy of the directors report and a copy of the auditors report for the relevant financial year of the Club.
93. 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.

94. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

#### **SECRETARY**

95. (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) The Secretary shall cause to be kept full and correct Minutes of all resolutions and proceedings of meetings of the Board and of General Meetings in books provided for the purpose, together with a record of the names of the members present and voting at all meetings thereof.
- (c) The Secretary shall cause to be kept Registers of the Club's members in accordance with the Act and the Registered Clubs Act.
- (d) The Secretary shall cause to be kept all records and duly cause to be lodged all returns required by, and comply with the requirements of, the Act and the Registered Clubs Act.
- (e) For the purpose of complying with the provisions of the Act or the Registered Clubs Act, the Secretary may give instructions to employees and members of the Club as he or she considers necessary to avoid any breach thereof, and all employees and members of the Club shall comply with such instructions.
- (f) The Secretary shall supervise the receipt of all money on behalf of the Club and the keeping of records thereof.
- (g) Subject to this Constitution, the Secretary or his or her delegated representatives shall have sole control of the employees of the Club.
- (h) 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.
- (i) At any time there shall only be one Secretary of the Club.

#### **SEAL**

96. (a) The Board must provide for the safe custody of the Seal.
- (b) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) 2 Directors; or
- (ii) one Director and the Secretary.
- (c) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) 2 Directors; or
- (ii) one Director and the Secretary.

- (d) The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

### NOTICES

- 97. 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 electronic address recorded for that member;
  - (d) by sending the notice by other electronic means; or
  - (e) by notifying the member via physical or electronic communication that the notice is available and how it may be accessed electronically in accordance with the Act and the Registered Clubs Act.
- 98.
  - (a) Where a notice is sent by post, in the case of a notice convening a meeting the notice shall be taken to be given on the day following that on which it is posted, and in any other case the notice shall be taken to be given three days after it is posted.
  - (b) Where a notice is sent by any electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
  - (c) Where a notice is given under Rule 97 (e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.

### INDEMNITY TO OFFICERS

- 99.
  - (a) Every person who is or was an officer 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 (other than a liability for legal costs) to another person incurred as such an officer except:
    - (i) in relation to a liability owed to the Club or a related body corporate; or
    - (ii) in relation to a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
    - (iii) in relation to a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
  - (b) Every person who is or was an officer 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 legal costs incurred as such an officer except:
    - (i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act; or

- (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
  - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
  - (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- (c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except:
- (i) in relation to conduct involving a wilful breach of duty in relation to the Club; or
  - (ii) in relation to a contravention of Sections 182 or 183 of the Act.

#### **GENERAL**

100. 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**

101. This Constitution may be altered or amended only by a resolution passed by a three-quarters majority of Life members and General 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.

#### **TECHNOLOGY**

102. Notwithstanding anything in this Constitution but subject to the Act and the Registered Clubs Act, the Club may:
- (a) hold a meeting (including any General Meeting) of the Club or the Board at which all or some persons can attend by electronic means, provided that any person who speaks at the meeting can be heard by other persons in attendance and that, if a General Meeting, members as a whole have a reasonable opportunity to participate in the General Meeting; and
  - (b) allow any member entitled to vote at meetings (including a General Meeting) of the Club or the Board to cast that vote electronically.

# ASQUITH RUGBY LEAGUE CLUB LIMITED

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