

I certify that this and the following 46 pages is a true and correct copy of the Constitution of Canterbury League Club Ltd as amended by Special Resolutions passed at the Club's Annual General Meeting held on 29 March 2017.

Dated: .....

.....

David Brace – Secretary

# CORPORATIONS ACT 2001

## CONSTITUTION

of

## CANTERBURY LEAGUE

## CLUB LIMITED

ACN 000 191 248

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| 1.  | Adopted | 21 February 2007                              |
| 2.  | Amended | 24 September 2007                             |
| 3.  | Amended | 20 February 2008                              |
| 4.  | Amended | 25 March 2009                                 |
| 5.  | Amended | 31 March 2010                                 |
| 6.  | Amended | 21 March 2012                                 |
| 7.  | Amended | 20 March 2013                                 |
| 8.  | Amended | 19 March 2014                                 |
| 9.  | Amended | 16 March 2016                                 |
| 10. | Amended | 3 August 2016 (taking effect 2 December 2016) |
| 10. | Amended | 29 March 2017                                 |

# CONSTITUTION

of

## CANTERBURY LEAGUE CLUB LIMITED ACN 000 191 248

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### NAME

1. The name of the Company is Canterbury League Club Limited.

### PRELIMINARY

2. The Company shall be a non-proprietary company.
3. The Company is established for the purposes set out in this Constitution.
4. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

### DEFINITIONS AND INTERPRETATION

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

“**Australian Defence Force**” has the meaning given by the Registered Clubs Act.

“**The Act**” means the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

“**Biennial General Meeting**” means the Annual General Meeting held in the year 1998 and every second Annual General Meeting thereafter being the meeting at which the Board of Directors retire and the members elect a new Board.

“**The Board**” means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

“**By-Laws**” shall mean the By-laws made in accordance with this Constitution.

“**The Club**” means Canterbury League Club Limited ACN 000 191 248.

“**Club Licence**” means a club licence under the Liquor Act.

“**Club Notice Board**” means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

**“Constitution”** means this Constitution.

**“Financial Year”** means the financial year of the Club referred to in Rule 104.

**“Football Club”** means Bulldogs Rugby League Club Limited (ACN 001 869 405).

**“Gaming Machines Act”** means the Gaming machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

**“Liquor Act”** means the Liquor Act 2007 (NSW). Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in legislation replacing, amending, or modifying the Liquor Act however that provision may be amended in that legislation.

**“Month”** except where otherwise provided in this Constitution means calendar month.

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

**“The Office”** means the registered office for the time being of the Club.

**“Registered Clubs Act”** means the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

**“Rules”** means the rules comprising this Constitution.

**“Secretary”** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager and Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purposes of the Registered Clubs Act.

**“Special Resolution”** has the meaning assigned thereto by the Act.

**“Sub club”** means any sporting club, incorporated or otherwise, that pursuant to a resolution of the Board under Rule 63 is or has been established and is affiliated or becomes affiliated with the Club.

**“Written”** or **“in writing”** means any print, facsimile, photograph, email or other means of representing or reproducing words in visible form.

- (b) **“Financial member”**. A member shall not be a financial member of the Club if:
- (i) the member's subscription or any part thereof has not been paid in accordance with Rule 40; or

- (ii) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain un-financial until the full amount owing is paid to the Club.

- (c) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

### **OBJECTS**

6. The objects of the Club are:

- (a) to provide a social and sporting club for members and their guests with all the usual facilities and accommodation of a club including bars, restaurants, gaming machine areas, sporting facilities including (without limitation) facilities for lawn bowls, entertainment facilities and residential accommodation;
- (b) to assist financially and otherwise in the promotion, conduct and propagation of the game of rugby league in the cities of Canterbury, Bankstown, Liverpool and elsewhere;
- (c) to render aid, financial and otherwise to junior league associations, schools, clubs and other associations or organisations in the cities of Canterbury, Bankstown, Liverpool and elsewhere which are playing, conducting or involved in the playing of the game of rugby league;
- (d) to purchase, lease or otherwise acquire lands and buildings for the purposes of the Club (whether or not such lands and buildings are contiguous to the existing premises of the Club);
- (e) to construct, alter, repair and maintain buildings necessary or convenient for the purposes of the Club;
- (f) to purchase, lease, licence, hire, exchange or otherwise acquire furniture, fixtures, fittings, goods, easements, patents, trademarks, copyrights, rights, privileges and any other type of personal property;
- (g) to apply for and hold Club Licences pursuant to the provisions of the Liquor Act;
- (h) to apply for and hold licences and permits to operate gaming machines and to conduct other games permitted by law;
- (i) to apply for and hold all licences and permits necessary to conduct the activities of the Club;
- (j) to acquire sporting teams, including an interest in any company or other entity that owns or promotes any sporting team or teams and to hold such licences and permits as may be necessary for such purpose;
- (k) to provide managers and operators of any sporting arena, stadium or other sporting or entertainment facility;

- (l) to enter into contracts and arrangements with sponsors and players for the purpose of holding and/or promoting any tournament, championship, competition or exhibition;
- (m) to enter into contracts and arrangements with any television, radio or newspaper company or any other company or person or persons which may advertise or promote the game of rugby league or any other sport;
- (n) to make donations or grants for the promotion or conduct of any sport or sporting event or for any community, patriotic or charitable purpose;
- (o) to promulgate by-laws for the proper control, administration and management of the finances, affairs, interests and property of the Club and for the convenience, comfort and well-being of members;
- (p) to distribute or publicise information concerning the objects or activities of the Club;
- (q) to buy and sell all kinds of gear, clothing and sporting merchandise;
- (r) to appoint, hire, employ, suspend or remove such managers, clerks, secretaries, servants, workmen and other persons as may be considered necessary or convenient for the purposes of the Club;
- (s) to invest and deal with the money of the Club not immediately required in such manner as may from time to time be determined by the Club;
- (t) to borrow or raise and give such security for money by the issue of debentures, bills of exchange, promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the property or assets of the Club or without security and upon such terms and conditions as to priority or otherwise as the Club shall think fit;
- (u) to advance and lend money upon security as may be thought proper and without taking any security;
- (v) to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with any or part of the property or rights of the Club subject to any limitation or procedures contained in the Registered Clubs Act;
- (w) to do all or any of the above things as principal agent, trustee or otherwise and either alone or in conjunction with others;
- (x) to enter into any arrangements with any government, or any city, municipal or shire council or any company, club or association, person or persons, which may be conducive to the objectives of the Club or any of them;
- (y) to enter into a guarantee or bond for the benefit of the Club and 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;

- (z) to uphold the traditions and ethos of the Returned & Services League of Australia (NSW Branch);
- (aa) to support the activities of the Lakemba Sub Branch of the Australian Legion of Ex Servicemen & Women (“the Sub Branch”);
- (bb) to assist the Sub Branch in the holding of ceremonies and functions associated with Anzac Day, Anzac Sunday and Armistice Day and other similar events which honour and pay tribute to Australian Service and Ex Service men and women;
- (cc) to do all acts, deeds, matters and things and to enter into such agreements as are incidental or conducive to the attainment of the above objects or any of them.

### **LIMITED LIABILITY**

7. The liability of the members is limited.

### **MEMBERS GUARANTEE**

8. (a) Each member undertakes to contribute an amount not exceeding ten dollars (\$10.00) if the Club is wound up:
- (i) while he or she is a member of the Club; or
  - (ii) within one year of the date that he or she ceases to be a member.
- (b) The contribution referred to in paragraph (a) of this Rule 8 shall be for the:
- (i) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
  - (ii) costs, charges and expenses of winding up.

### **APPLICATION OF PROPERTY ON DISSOLUTION**

9. (a) If the Club is wound up or dissolved and after the satisfaction of all the Club’s debts and liabilities, any property whatsoever remains, that property shall:
- (i) not be transferred, paid to or distributed among the members;
  - (ii) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club by this Constitution.
- (b) The institution or institutions referred to in paragraph (a)(ii) of this Rule 9 shall be determined by:
- (i) the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof
  - (ii) the Supreme Court of New South Wales.

**PROPERTY AND INCOME OF THE CLUB**

10. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club 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.
11. Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution 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.
12. Subject to sections 10(1)(j) and 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.
13. A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
14. Subject to Rule 15 nothing in this Constitution shall prevent the payment:
  - (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
  - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
  - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
  - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
15. A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
  - (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;
  - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
  - (c) interest at the rate referred to in Rule 14(c) above on any money lent by the director of the Club;
  - (d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act 1976;
  - (e) rent referred to and in accordance with Rule 14(d).

### **LIQUOR & GAMING**

16. (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. This Rule 16(a) does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) 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 the gaming facilities of the Club.
- (d) The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution 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.
- (e) Subject to section 73(2) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

### **MEMBERSHIP**

17. No person under the age of 18 years shall be admitted as a member of the Club other than a Junior member in accordance with this Constitution.
18. The membership of the Club shall be divided into the following categories:
  - (a) Full members;
  - (b) Pensioner members;
  - (c) Junior members;
  - (d) Twenty-Five Year member;
  - (e) Fifty Year member;
  - (f) Lakemba Returned Soldiers Club members;
  - (g) Life members;
  - (h) Provisional members;
  - (i) Honorary members;
  - (j) Temporary members.



- 18B. Those persons who were financial full members of Canterbury-Bankstown Tennis & Bowls Club Limited ABN 35 000 193 037 ("**CBTB**"), and whose names were entered in the Register of Members of CBTB on the date on which the Independent Liquor and Gaming Authority transfers the club licence of CBTB to the Club shall, for the purposes of section 17AC(2) of the Registered Clubs Act, be identified in the Club's Register of Members as "Canterbury-Bankstown Tennis and Bowls Club Members.
19. The number of members having the right to vote in the election of the Board shall be not less than twenty-five (25) percent of the full members (as defined in the Registered Clubs Act) of the Club.

## **ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP**

### **FULL MEMBERS**

20. (a) Full members shall be:
- (i) persons who have attained the age of eighteen (18) years and who have been elected to Full membership of the Club in accordance with these Rules; and
  - (ii) those persons who at the date of the Annual General Meeting of the Club in 2014 are recorded in the Register of Members as Associate members all of whom with effect from that date (and notwithstanding anything else in these Rules) are transferred to Full membership of the Club.
- (b) Full members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- (c) Subject to Rule 20A Full members are entitled to:
- (i) such social and sporting privileges and advantages of the Club as the Board may determine from time to time;
  - (ii) attend and vote at Annual General Meetings and general meetings of the Club;
  - (iii) subject to Rules 55 to 57, nominate for and be elected to hold office on the Board;
  - (iv) vote in the election of the Board;
  - (v) vote on any special resolution to amend this Constitution;
  - (vi) propose, second, or nominate any eligible member for any office of the Club;
  - (vii) propose, second or nominate any eligible member for Life membership;
  - (viii) introduce guests to the Club.
- 20A Notwithstanding Rules 20(c) and 21(d) a person who is transferred to Full membership from Associate membership pursuant to Rule 20(a)(ii) and a person who

is admitted to Full membership or Pensioner membership after the date of the Annual General Meeting in 2014 will not be eligible to exercise the voting and other rights in paragraphs (ii), (iii), (iv), (v), (vi) and (vii) respectively of Rule 20(c) or Rule 21(d) until that person has been a Full member or a Pensioner member (as the case may be) for three (3) consecutive years commencing from the date when that person was transferred to or was first admitted to Full or Pensioner membership of the Club.

### **PENSIONER MEMBERS**

21. (a) Pensioner members shall be persons who have the qualifications referred to in paragraph 21(b) of this Rule 21 and who are transferred by the Board to Pensioner membership.
- (b) Persons who satisfy the Board that they:
- (i) are of or over the age of sixty (60) years of age;
  - (ii) are Full members of the Club;
  - (iii) have been Full members of the Club for the preceding Membership Year;
  - (iv) are in receipt of such form of pension as the Board shall determine from time to time by by-law as being acceptable for Pensioner membership;
- are the only persons eligible to be transferred to Pensioner membership.
- (c) Pensioner members shall pay such annual subscription (being less than the subscription payable by Full members) as the Board may determine from time to time.
- (d) Pensioner members are entitled to:
- (i) such social and sporting privileges and advantages of the Club as the Board may determine from time to time;
  - (ii) attend and vote at annual general meetings and special general meetings of the Club;
  - (iii) subject to Rules 55 to 57, nominate for and be elected to hold office on the Board;
  - (iv) vote at the election of the Board;
  - (v) vote on any special resolution to amend this Constitution;
  - (vi) propose, second, and nominate any member for any office of the Club;
  - (vii) propose, second and nominate any member for Life membership;
  - (viii) introduce guests to the Club.

### **TWENTY-FIVE YEAR MEMBERS**

22. (a) Twenty-Five Year members are Full members who have been members of the Club for a continuous period of twenty-five (25) years or more.
- (b) Twenty-Five Year members will pay the same reduced subscription as Pensioner members.
- (c) Twenty-Five year members retain all their rights as Full members and are classified as Twenty-Five year members only for the purposes of the reduced subscription.

### **FIFTY YEAR MEMBERS**

- 22A. (a) Fifty Year members are Full members who have been members of the Club for a continuous period of fifty (50) years or more.
- (b) Fifty Year members will pay the minimum subscription payable under the Registered Clubs Act.
- (c) Fifty Year members retain all their rights as Full members and are classified as Fifty year members only for the purposes of the reduced subscription.
23. Members who at the date of the Special Resolution adopting this Rule 23 are Bateau Bay Bowling Club members are hereby transferred to Full membership.

### **LAKEMBA RETURNED SOLDIERS CLUB MEMBERS**

- 23A. (a) Lakemba Returned Soldiers Club members shall be those members who are full members (as defined in the Registered Clubs Act) of Lakemba Returned Soldiers Club Limited and who are admitted to membership of the Club pursuant to Rule 37 for the purposes of the amalgamation between the Club and Lakemba Returned Soldiers Club Limited.
- (b) Lakemba Returned Soldiers Club members shall be eligible to transfer to such other category of membership for which they are qualified under this Constitution.
- (c) Until a Lakemba Returned Soldiers Club member transfers to another category of membership that member shall be entitled to the rights and privileges of Full members under this Constitution.
- (d) For the purposes of Rule 56, membership of Lakemba Returned Soldiers Club Limited is deemed to constitute membership of the Club.

### **EARLWOOD EX-SERVICE MEMBERS**

- 23B. Members who at the conclusion of the Club's 2017 Annual General Meeting are Earlwood Ex-Service members shall be transferred to Full membership, or on application to the Board, to such other class of membership for which they are eligible.

### **BELFIELD RSL MEMBERS**

- 23C Members who at the conclusion of the Club's 2017 Annual General Meeting are Belfield RSL members shall be transferred to Full membership, or on application to the Board, to such other class of membership for which they are eligible.

### **JUNIOR MEMBERS**

24. (a) Junior members shall be persons who have not attained the age of eighteen (18) years who have been elected as Junior members and have paid the entrance fee (if any) and the applicable annual subscription.
- (b) A person shall not be admitted as a Junior member of the Club unless the Board:
- (i) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a sub club of the Club; and
  - (ii) has received from that persons parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club or a sub club of the Club;
  - (iii) is satisfied that that person will take part in regular sporting activities organised by the Club or a sub club of the Club.
- (c) Subject to the provisions of the Registered Clubs Act, a Junior member shall be entitled to the use of such of the sporting and social facilities of the Club as the Board may determine from time to time but shall not be entitled to:
- (i) attend and vote at any meeting of the Club; or
  - (ii) take part in the management of the Club;
  - (iii) propose, second or nominate any eligible member for any office of the Club;
  - (iv) propose, second or nominate any eligible member for Life membership;
  - (v) introduce guests to the Club.
- (d) Upon attaining the age of eighteen (18) years a Junior member shall be transferred to another category of membership of the Club;

### **LIFE MEMBERS**

25. (a) A Life member shall be any Ordinary member who has attained the age of 18 years and who has rendered exceptional, unusual or distinguished service to the Club and has been granted Life membership of the Club in accordance with this Rule 25.
- (b) Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).

- (c) Candidates for Life membership shall be proposed by one and seconded by another member eligible under this Constitution to propose, second or nominate any eligible member for Life membership.
- (d) If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- (e) If a nomination for Life membership is approved by a resolution passed by not less than a three-quarters majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club and shall be presented with a badge and blazer in recognition of his or her election to Life membership.
- (f) Every Life member shall be entitled to all the rights and privileges of a Full member.
- (g) A Life member is relieved from the payment of any annual subscription.

#### **TRANSFER BETWEEN CLASSES OF MEMBERSHIP**

- 26.
- (a) The Board shall have the power on the application of any member to transfer that member to another category of membership if that member has the qualifications for that other category of membership.
  - (b) The Board shall have the power to transfer a Junior member, who has attained the age of eighteen (18) years, to another category of membership of the Club.
  - (c) The Board shall have the power to transfer a Pensioner member who no longer has the qualifications referred to in Rule 21(b) to Full membership of the Club.
  - (d) The Board shall have power on the written application of a Lakemba Returned Soldiers Club member to transfer that member to another category of membership if that member has the qualifications for the new category of membership.
  - (e) The Board shall have the power, after the date that is three years from the date upon which the Independent Liquor and Gaming Authority transfers a Club Licence to the Club pursuant to section 60 of the Liquor Act in the amalgamation between the Club and another registered club to transfer a member of that other registered club to another category of membership of the Club if that member has the qualifications for the other category of membership.
  - (f) Any application for transfer of membership pursuant to this Rule 26 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than one week before the transfer of the applicant to another class of membership of the Club.
  - (g) A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer to a category of membership with a lower entrance fee or annual subscription is approved by the Board.

- (h) Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member. If an application by a member to be transferred to another category of membership is not approved by the Board, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

### **PROVISIONAL MEMBERS**

27. A person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the entrance fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
28. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the entrance fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person.
29. (a) Provisional members shall be entitled to:
- (i) such social and sporting privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) introduce guests into the Club.
- (b) Provisional members shall not be entitled to:
- (i) attend and vote at Annual General Meetings and general meetings of the Club; or
  - (ii) nominate for and be elected to hold office on the Board;
  - (iii) vote in the election of the Board;
  - (iv) vote on any special resolution to amend this Constitution;
  - (v) propose, second, or nominate any eligible member for any office of the Club;
  - (vi) propose, second or nominate any eligible member for Life membership.

### **HONORARY MEMBERS**

30. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club; or
  - (ii) any prominent citizen or local dignitary visiting the Club;

- (iii) any member of the Australian Defence Force who attends the premises of the Club and provides evidence that he or she is a member of the Australian Defence Force.
- (b) Honorary members shall only be entitled to the sporting and social privileges and advantages of the Club as the Board may determine from time to time.
- (c) Honorary members 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 in the Club or participate in the management, business and affairs of the Club in any way.
- (d) 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 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;
  - (v) the signature of the Honorary member if admitted to Honorary membership pursuant to Rule 30(a) (iii).

#### **TEMPORARY MEMBERS**

- 31. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
  - (a) Any person whose permanent place of residence in New South Wales is not less than a distance of five (5) kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
  - (b) A full member (as defined in the Registered Clubs Act) of another 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 who, at the invitation of the Board 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 he or she so attends the premises of the Club until the end of that day.
  - (d) Any interstate or overseas visitor.
- 32.
  - (a) Temporary members shall not be required to pay an entrance fee or annual subscription.
  - (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.

- (c) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 52.
- (d) The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.
- (e) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Rule 31(c).
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 31(c) first enters the Club 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.
- (g) Notwithstanding Rule 32(f), in accordance with the Registered Clubs Act an eligible person may be admitted as a Temporary member for a period of up to 7 consecutive days (or for such longer period as the Independent Liquor and Gaming Authority may approve). A person admitted under this Rule 32(g) is only required to sign the register on the first day when they enter the Club's premises during that period.

#### **VOTES OF MEMBERS**

- 33. (a) Subject to any other rules of this Constitution and the requirements of the Registered Clubs Act, only financial full members (as defined by the Registered Clubs Act) shall be entitled to attend and to vote at any general meeting of the Club.
- (b) Subject to Rule 98, every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.
- (c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.

#### **ELECTION OF MEMBERS**

- 34. (a) A person shall not be admitted to any of the categories of membership set out in paragraphs 18(a) to 18(c) of Rule 18 unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
- (b) The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.



- (c) The Board shall hold a ballot for the election of members.
  - (d) The Board may reject any application for membership without assigning any reason for such rejection.
35. (a) Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
- (i) the full name of the applicant;
  - (ii) the residential address of the applicant;
  - (iii) the date of birth and the age of the applicant;
  - (iv) the occupation of the applicant;
  - (v) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
  - (vi) the signature of the applicant;
  - (vii) such other particulars as may be prescribed by the Board from time to time.
- (b) Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
- (i) the entrance fee (if any) and the appropriate annual subscription;
  - (ii) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
- (c) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form and shall cause the application to be sent to the Secretary.
- (d) A person whose application has been signed by an authorised officer of the Club in accordance with paragraph (c) of this Rule 35 and who has paid the Club the entrance fee (if any) and the first annual subscription for the class of membership applied for may thereby become a Provisional member.
- (e) The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
- (f) An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.

36. (a) Upon a person being elected as a member of the Club the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.
- (b) A copy of the Constitution of the Club shall be supplied to a member within 7 days after the member makes a written request to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

**ADMISSION OF MEMBERS PURSUANT TO AMALGAMATION**

37. (a) Rules 34, 35 and 36 shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation with another registered club and only this Rule 37 shall apply to the admission to membership of the Club of that person.
- (b) A person shall be admitted as a member of the Club pursuant to an amalgamation if that person:
- (i) is a full member (as defined in the Registered Clubs Act) of a registered club in respect of which conditional approval of the Licensing Court of NSW to amalgamate with the Club has been granted pursuant to the Registered Clubs Act; and
- (ii) has agreed to be a member of the Club pursuant to the amalgamation.
- (c) The agreement referred to in paragraph (b)(ii) of this Rule 37 must be:
- (i) in writing in or to the effect of the Schedule to paragraph (d) of this Rule 37; and
- (ii) received by the Club.
- (d) As soon as practicable after conditional approval of an amalgamation as referred to in paragraph (b)(i) of this Rule 37 has been granted, the Club shall forward to each person referred to in that paragraph an invitation to become a member of the Club and a form of agreement in or to the effect of the following Schedule:

**SCHEDULE**

I, \_\_\_\_\_  
*Print name*

hereby agree to be a member of Canterbury League Club Limited and agree to be bound by the Constitution and Rules of that Club.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

- (e) Any person who completes and signs the form referred to paragraph (d) of this Rule 37 and returns that form to the Club shall be entered in the Register of

Members of the Club as a member and shall from the date of entry on the register be a member of the Club.

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

38. Annual subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
39. Without limiting Rule 40(a) the Board may determine from time to time that subscriptions may be paid by members annually or by quarterly or half yearly instalments in advance or for more than one (1) year in advance.
40. (a) All subscriptions shall be due and payable on a date determined by the Board from time to time provided that with effect from 31<sup>st</sup> December 2014 all subscriptions (other than the first subscription payable in accordance with Rule 35(b)) shall be due and payable by each member on the date in each year which is the anniversary of the date when that member was admitted to membership of the Club.
- (b) Any person who has not paid his or her subscription within two (2) months of the due date shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club. The provisions of Rule 43 and Rule 44 and the rules of natural justice shall not apply to such resolution.
- (c) The Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription in paragraph (a) of this Rule 40 and of the provisions of paragraph (b) of this Rule 40.
- (d) Any person who has been removed from membership of the Club pursuant to paragraph (b) of this Rule 40 may re-apply for membership in accordance with this Constitution.

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

41. The Club shall keep the following registers:
  - (a) A register of all persons who have been admitted to any of the categories of Ordinary membership and Life membership. This register shall set forth in respect of each of those members:
    - (i) the name in full;
    - (ii) the occupation;
    - (iii) the address;
    - (iv) the date on which the entry of the member's name in the register is made;
    - (v) the date on which that member last paid the annual fee for membership of the Club.

- (b) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) and Section 31(1)(b1) of the Registered Clubs Act.
- (c) A register of persons who are Temporary members other than Temporary members referred to in Rule 31(c) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
- (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.

### **ADDRESSES OF MEMBERS**

42. Members must advise the Secretary of the Club of any change in their address within seven days of changing their address as recorded in the register referred to in Rule 41(a).

### **DISCIPLINARY PROCEEDINGS**

43. Subject to Rule 44, the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:
- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
  - (b) is, in the reasonable opinion of the Board;
    - (i) guilty of any conduct prejudicial to the interests of the Club; or
    - (ii) guilty of conduct which is unbecoming of a member;
    - (iii) guilty of conduct prejudicial to the game of rugby league.
44. (a) A member shall be notified of:
- (i) any charge against the member pursuant to Rule 43; and
  - (ii) the date, time and place of the hearing of the charge.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 44 by notice in writing by a prepaid letter posted to the member's last known address at least seven (7) days before the meeting of the Board at which the charge is to be heard.
  - (c) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
  - (d) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.

- (e) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
  - (f) When the Board has determined the issue of guilt, if the member charged is at the meeting, the Board must inform the member whether or not the member has been found guilty.
  - (g) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to the appropriate penalty for the charge of which the member has been found guilty.
  - (h) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.
  - (i) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
45. If a notice of charge is issued to a member pursuant to Rule 44(a), the Board shall have power by resolution to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
46. (a) Subject to paragraph (b) of this Rule 46, a member who:
- (i) incurs a debt to the Club; and
  - (ii) fails to discharge such debt within fourteen (14) days from service on that member of a notice from the Club in writing requiring payment thereof
- may, by resolution of the Board, be suspended or expelled from membership.
- (b) The provisions of Rules 43 and 44 and the rules of natural justice shall not apply to any member suspended or expelled pursuant to this Rule 46.

### **DISCIPLINARY COMMITTEE**

47. (a) The Board may by resolution delegate all of the powers and functions given to the Board by Rules 43 to 46 inclusive to a Disciplinary Committee comprising not less than three (3) members of the Club (who need not be directors) as selected by the Board. The Board may, pursuant to this Rule 47, establish a Disciplinary Committee at each or some of the separate premises of the Club.
- (b) A Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rules 43 to 46 inclusive save that:
- (i) a quorum of the Disciplinary Committee shall be three (3) members present in person; and
  - (ii) all references to the Board, except in Rule 44(i) shall be read as being references to the Disciplinary Committee.

- (c) The Board shall have power by resolution to revoke any delegation to a Disciplinary Committee pursuant to paragraph (a) of this Rule 47 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

#### **APPEALS FROM DISCIPLINARY COMMITTEE**

- (d) Any member whose membership has been suspended for more than six months or who has been expelled by a decision of a Disciplinary Committee shall have the right to have the charge upon which the decision was made, heard and determined again by the Board provided that notice in writing is given by such member to the Secretary requesting that the charge be heard and determined by the Board and such notice is received by the Club within thirty (30) days of the member being notified by the Secretary of the decision of the Disciplinary Committee.
- (e) Within twenty-one (21) days after a notice is received by the Club pursuant to paragraph (d) of this Rule 47 a fresh Notice of Charge specifying the date, time and place of hearing will be posted to the member's last known address at least seven (7) clear days before the meeting of the Board at which such charge is to be heard.
- (f) The Notice of Charge referred to in paragraph (e) of this Rule 47 may include additional information, allegations and particulars not included in the Notice of Charge heard and determined by the Disciplinary Committee.
- (g) If the members of a Disciplinary Committee who heard and determined the charge on which the appeal has been taken are directors, they shall not be present and shall not participate in or vote at that part of a Board meeting which hears and determines the charge pursuant to paragraph (d) of this Rule 47. Provided however that if such disqualification would mean that there are insufficient directors to form a quorum for the Board meeting which hears and determines the charge then the members of the Disciplinary Committee shall be entitled to be present at, participate in and vote at the Board meeting which hears and determines the change pursuant to paragraph (d) of this Rule 47.
- (h) The hearing of the charge of the Board shall be in accordance with Rules 43 and 44 and will be at such time and place as the Board may determine.
- (i) If the charge is found proved the Board shall have the power to impose any penalty on the member permitted by Rule 43 in substitution for that imposed by the Disciplinary Committee.
- (j) Notwithstanding that a notice has been given by a member in accordance with paragraph (d) of this Rule 47 the decision of a Disciplinary Committee to suspend or expel that member shall continue in full force and effect until that decision has been substituted by a decision of the Board.

### **SUSPENSION**

48. Any member suspended pursuant to Rules 43 to 47 inclusive shall during the period of such suspension not be entitled to:
- (a) attend at the premises of the Club for any purpose without the permission of the Board;
  - (b) participate in any of the social or sporting activities of the Club or any sub club without the permission of the Board;
  - (c) attend or vote at any general meeting (including an Annual General Meeting) of the Club;
  - (d) nominate or be elected or appointed to the Board;
  - (e) propose, second or nominate any eligible member for any office of the Club;
  - (f) propose, second or nominate any eligible member for Life membership.

### **REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

49. (a) In addition to any powers under section 77 of the Liquor Act, the Secretary or, subject to rule 49(c), an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly;
  - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, Liquor Act, Gaming Machines Act or any other law;
  - (iv) who hawks, peddles or sells any goods on the premises of the Club;
  - (v) who, within the meaning of the *Smoke-free Environment Act 2000*, smokes while on any part of the premises that is smoke-free;
  - (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant; or
  - (vii) whom the Club, under the conditions of its Club Licence(s), or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to paragraph (c) of this Rule 49 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (c) of this Rule 49) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

- (c) Without limiting the provisions of section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
  - (ii) any employee authorised in writing by the Secretary to exercise such power.

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

50. (a) A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- (b) Any member who has resigned pursuant to this Rule 50 will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.

### **GUESTS**

51. (a) All members except Honorary members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 52.
- (b) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who is then suspended or who has been expelled from the Club pursuant to Rule 44 or suspended pursuant to Rule 45 or who has currently been refused admission to or been turned out of the Club pursuant to Rule 49.
- (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) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (g) 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.
- (h) 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.



- (i) The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
52. A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
  - (b) who does not remain on the Club premises any longer than that Temporary member;
  - (c) in relation to whom the member is a responsible adult.
53. For the purposes of Rule 52(c) “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
  - (b) the minor’s spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor’s spouse on a permanent and domestic basis;
  - (c) a person who for the time being has parental responsibility for the minor.

### **PATRONS**

54. (a) The Board may, by resolution, appoint and remove a patron or patrons from time to time.
- (b) A patron who is not a member of the Club shall be deemed to be an Honorary member of the Club and subject to his Constitution shall remain an Honorary member while they remain as a patron.

### **BOARD OF DIRECTORS**

55. (a) The Board shall consist of seven (7) directors of whom four (4) shall have been endorsed for office pursuant to a resolution of the Board of the Football Club.
- (b) The Board shall be elected biennially at each Biennial General Meeting of the Club in accordance with this Constitution.
56. Subject to Rule 57 only those members:
- (a) who are eligible under this Constitution to stand for and be elected or appointed to the Board; and
  - (b) who have been financial members as at 31 December of each of the preceding three (3) membership years; and

- (c) who have continued to be financial members as at the date of their nomination, appointment or election to the Board,

may stand for and be elected or appointed to the Board.

57. A member who is an employee or who is currently under suspension pursuant to Rules 43 to 46 inclusive shall not be eligible to stand for or be elected or appointed to the Board.

### **ELECTION OF BOARD**

58. The election of the Board shall be conducted in the following manner:

- (a) The Board shall appoint a Returning Officer to take charge of the ballot. The Returning Officer may appoint an Assistant Returning Officer to assist with the ballot. Scrutineers may be appointed at a Biennial General Meeting. Each candidate shall have the right to appoint one scrutineer if he or she so desires to scrutinise the counting of the ballot. A candidate or a proposer or seconder of a candidate shall not be appointed as the Returning Officer, Assistant Returning Officer or as a scrutineer.
- (b) (i) Nominations for election to the Board shall be in writing in accordance with this Rule 58 and shall be delivered to the Secretary by the close of nominations,
- (ii) The date and time of the close of nominations shall be 7pm, on that day which is the fourteenth day prior to the date of the Annual General Meeting and which shall be calculated exclusive of the day of that meeting.
- (iii) On or before 31 January in a year in which the Club is holding a Biennial General Meeting, the Secretary will cause a written notice specifying the closing date for nominations consistent with sub paragraph (ii) to be displayed on the Club Notice Board in each premises of the Club and to be separately and prominently displayed in the entrance foyer of each premises of the Club. These notices shall remain on display until the closing date for nominations.
- (c) (i) Nominations shall be signed by two (2) members eligible under this Constitution to propose, second or nominate any eligible member as a Director of the Club.
- (ii) Nominations shall also be signed by the nominee. By that signature the nominee shall signify his or her consent to the nomination and if elected his or her consent for the purposes of the Act to be a director of the Club.
- (iii) Nominations must be delivered to the Secretary in accordance with paragraph (b) of this Rule 58.
- (iv) If a candidate for election is a person who has been endorsed for office by the Board of the Football Club for the purposes of Rule 55(a), then, for that endorsement to be effective, a letter from the Secretary of the Football Club stating that the person has been so endorsed must be

delivered to the Secretary of the Club by the close of nominations referred to in paragraph (b) of this Rule 58.

- (d) A nomination can be withdrawn at any time prior to the commencement of voting.
- (e) The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board on the day following that on which nominations close.
- (f) If the full number of candidates is not nominated then, subject to Rule 55(a), those candidates who are nominated shall be declared elected and additional nominations shall with the consent of the nominee or nominees be made at the meeting for the position not so filled.
- (g) If there be only the requisite number nominated then, subject to Rule 55(a), those candidates shall be declared duly elected.
- (h) If there be more than the required number nominated then, subject to Rule 55(a), an election by secret ballot shall take place.
- (i) The Returning Officer shall supervise the preparation of ballot papers.
- (j) The order in which names appear on the ballot paper shall be determined by lot conducted at a special meeting of the Board held in the boardroom at the time at which nominations close. All candidates shall be entitled to be present in the boardroom when the lot for the positions on the ballot paper takes place.
- (k) The ballot shall be conducted between the hours of 11:00 am and 8:00pm on any two (2) days during the seven (7) days preceding the date fixed for the Biennial General Meeting as determined by the Board.
- (l) The Returning Officer shall supervise the issue of ballot papers.
- (m) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (n) Members shall place their ballot papers in the ballot box provided at the Club.
- (o) The Returning Officer shall supervise the safe custody of ballot papers returned.
- (p) The Returning Officer shall supervise the examination of ballot papers.
- (q) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (r) The Returning Officer shall supervise the counting of votes.
- (s) The ballot shall be counted on a “first-past-the-post” system.
- (t) A scrutineer appointed by a candidate shall be entitled to be present and scrutinise the counting of the ballot.

- (u) In the event of an equality of votes between two or more candidates, the President shall have a casting vote or votes.
- (v) The Returning Officer shall report the result of the ballot to the meeting.
- (w) If the Returning Officer is not present, the Assistant Returning Officer shall perform the duties of the Returning Officer set out in this Rule 58.
- (x) The Board may, at any time, engage the services of the Electoral Commissioner for NSW or a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or Assistant Returning Officer set out in this Rule 58.
- (y) If at the close of the Biennial General Meeting any vacancies remain then subject to Rule 55(a), such vacancies shall be casual vacancies and may be filled in accordance with Rule 83.
- (z) The Board must meet within five (5) days after a Biennial General Meeting and elect from among them a President and a Vice President and shall post the results of the election on the Club Notice Board immediately after that meeting.
- (aa) The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with this Rule 58.

### **POWERS OF THE BOARD**

59. The Board shall be responsible for the management of the business and affairs of the Club.

### **GENERAL POWERS**

60. The Board may exercise its powers and do all such acts and things as the Club is by this 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 amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.

### **SPECIFIC POWERS**

61. Without derogating from the general powers conferred by Rule 60, the Board shall have power from time to time:
- (a) To make, alter and repeal By-Laws pursuant to Rule 64.
  - (b) To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.

- (c) 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 shall think fit.
- (d) 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 may be thought fit.
- (e) 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.
- (f) 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.
- (g) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
- (i) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Club or to which the Club may be entitled from time to time subject to the requirements of Section 41J of the Registered Clubs Act and Regulations.
- (j) To appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (k) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees 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 for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (l) To set the entrance fees and annual or other subscriptions and fees payable by all members.
- (m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.

- (n) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

### COMMITTEES

62. (a) Without derogating from the general powers conferred by Rule 60, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:
- (i) Directors;
  - (ii) Members;
  - (iii) Employees;
  - (iv) Persons who are not members but have particular skills or expertise which they will apply to a committee;
- or any combination thereof. The Board shall also have the power from time to time to revoke any such delegation.
- (b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.
- (c) The President shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.
- (d) Any 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 chairperson of the meeting shall have a second and casting vote.
- (e) The meetings and proceedings of any committee consisting of two or more persons 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 62 or by any by-law made by the Board pursuant to this Rule 62.
- (f) Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

### SUB CLUBS

63. (a) Without derogating from the general powers conferred by Rule 60, the Board shall have power from time to time to:

- (i) Establish sub clubs with such objects, powers and membership qualifications as the Board may determine from time to time.
  - (ii) Allow each of the sub clubs established pursuant to this Rule 63 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established within the Club.
  - (iii) Allow the sub clubs to create rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs.
  - (iv) Permit any such sub club to adopt a name distinctive of such sub club (provided it be described as a sub club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
- (b) The members of the Club who were members of the Lakemba Services Memorial Club Limited may carry on a sub club to be operated out of the premises of the Club at Lakemba in accordance with the amalgamation agreement made between the Club and the Lakemba Services Memorial Club Limited but subject to this Rule 63.
- (c) Any of the sub clubs established pursuant to paragraph (a) of this Rule 63 or those already in existence must conform to any by-law made by the Board pursuant to Rule 64 including those referred to in paragraph (b) of this Rule 63.
- (d) The President shall be ex officio a member of all the committees of such sub clubs and may nominate a director to represent him or her on the committees of such sub clubs.
- (e) Subject to the general control and supervision of the Board, each such sub club may 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 each sub club and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.
- (f) The Board may empower each such sub club to open and operate a bank account in the name of the section in such bank or banks 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.
- (g) Subject to paragraph (h) of this Rule 63, the constitutions of each such sub club may be amended from time to time by a majority of the members for the time being of such sub club at a general meeting of such members either annually or at a meeting convened specifically for such purpose.
- (h) No amendment to the Constitution of a sub-club passed by a resolution of a meeting of members of the sub club shall have effect unless and until the

amendment has been approved by resolution of the Board. Such approval shall not be unreasonably withheld.

- (i) Any disciplinary action by a sub club in respect of any member of such sub club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

### **BY-LAWS**

- 64. (a) The Board may make such By-laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.
- (b) Without limiting the generality of paragraph (a) of this Rule 64 the Board may regulate:
  - (i) such matters as the Board are specifically by this Constitution empowered to regulate by By-law;
  - (ii) the general management, control and trading activities of the Club;
  - (iii) the control and management of the Club premises;
  - (iv) the conduct of members and guests of members;
  - (v) the privileges to be enjoyed by each category of members;
  - (vi) the relationship between members and Club employees; and
  - (vii) generally, all such matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.
- (c) Any By-law made under this Rule 64 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.
- (d) The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

### **PROCEEDINGS OF THE BOARD**

- 65. The Board may meet together for the dispatch 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.
- 66. A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
- 67. The President shall preside as chairperson at every meeting of the Board. If the President is not present within fifteen (15) minutes of the time appointed for holding such meeting or is unwilling or unable to act then the Vice President shall preside as



chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act then the directors present shall elect one of their number as chairperson for that meeting.

68. The quorum for meetings of the Board shall be four (4) directors personally present.
69. The President may at any time and the Secretary upon the request of not less than two (2) directors shall convene a meeting of the Board.
70. The continuing directors on 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 this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
71. All acts done by any meeting of the Board or of a committee 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.
  - (a) Subject to this Constitution every question submitted to a Board meeting shall be decided by a simple majority of votes from those directors present and voting and counted on a show of hands (unless a poll is demanded by two (2) directors or by the chairperson) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.
  - (b) 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 chairperson directs.
  - (c) A demand for a poll may be withdrawn.
  - (d) A determination by a majority of the Board shall for all purposes be deemed a determination of the Board.
  - (e) At any Board meeting (unless a poll is demanded) a declaration by the chairperson 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 Board shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
73. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
74. A meeting of the Board 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 his or her consent within a reasonable period before the meeting.

**DECLARATIONS OF INTERESTS BY DIRECTORS**

75. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (i) declare the nature of the interest at a meeting of the Board; and
  - (ii) comply with Rule 77.
- (b) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or remuneration exceeds such amount as may be prescribed by the Regulations under the Registered Clubs Act.
- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club (in accordance with the Regulations under the Registered Clubs Act) declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club.
- (e) The provisions of the Registered Clubs Act referred to in this Rule 75 are not limited by this Rule 75.

**REGISTER OF INTERESTS**

76. The Secretary shall, in accordance with Clause 47G of the Regulations under the Registered Clubs Act, keep a register of disclosures, declarations and returns made to the Club pursuant to Rule 75 and pursuant to Division 2 Part 4A of the Registered Clubs Act.

**PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING**

77. In accordance with Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
  - (b) must not be present while the matter is being considered at the meeting.
78. The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Rule 77.

**CONTRACTS WITH DIRECTORS**

79. (a) In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (b) A “pecuniary interest” in a company for the purposes of paragraph (a) of this Rule 79 does not include any interest exempted by Regulation made under the Registered Clubs Act.
- (c) Provided that the provisions of Rule 75(a), Rule 77 and paragraph (a) of this Rule 79 have been satisfied with respect to a commercial arrangement or a contract:
- (i) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract.
  - (ii) the commercial arrangement or a contract shall not, by reason of that director's interest, be avoided.
  - (iii) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

**CONTRACTS WITH SECRETARY**

80. (a) Subject to paragraph (b) of this Rule 80, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (i) the Secretary;
  - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary; or
  - (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- (b) Paragraph (a) of this Rule 80 does not prevent the Club entering into a contract with any of the above persons which is:
- (i) a contract of employment; or
  - (ii) otherwise permitted by the Registered Clubs Act.

**REMOVAL FROM OFFICE OF DIRECTORS**

81. (a) The members in general meeting may by ordinary resolution:
- (i) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;

- (ii) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.
- (b) Any person appointed pursuant to sub paragraph (a)(ii) of this Rule 81 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.
- (c) Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

### **VACANCIES ON BOARD**

82. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) becomes insolvent under administration.
  - (b) is convicted of any offence referred to in Section 206B of the Act.
  - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
  - (d) is absent from meetings of the Board for a continuous period of three months without leave of absence from the Board and the Board resolves that the office be vacated.
  - (e) by notice in writing given to the Secretary resigns from office as a director.
  - (f) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act.
  - (g) ceases to be a member of the Club.
  - (h) becomes an employee of the Club.
  - (i) is a director who was a person endorsed for office by the Board of the Football Club and the Secretary of the Football Club notifies the Secretary of the Club in writing that the Board of the Football Club no longer endorses that person for office as a director of the Club.
83. (a) The Board shall have the power at any time and from time to time to appoint any eligible person to the Board to fill a casual vacancy.
- (b) If the person who ceased to hold office (and thereby creating a casual vacancy) was endorsed by the Board of the Football Club, the Board shall fill the casual vacancy with another person who is endorsed for office by the Board of the Football Club. A letter confirming such endorsement must be delivered by the Secretary of the Football Club to the Secretary of the Club before the Board appoints that person to fill the casual vacancy. If such endorsement is not received from the Football Club within seven (7) days of being requested to do

so by the Secretary of the Club, the Board of the Club may appoint a member who has not been endorsed, notwithstanding Rule 55(a).

- (c) A person appointed to fill a casual vacancy shall hold office until the conclusion of the following Biennial General Meeting.

### **GENERAL MEETINGS**

84. A General Meeting called the Annual General Meeting shall be held in March in each calendar year on a date, time and place which may be determined by the Board, provided that in respect of a Biennial General Meeting if the Annual General Meeting of the Football Club is held within sufficient time, the Biennial General Meeting of the Club will be held not less than 21 days after the Annual General meeting of the Football Club. All meetings other than Annual General Meetings shall be called general meetings.

85. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.

(b) The Board must call and arrange to hold a general meeting of the Club on the request of:

(i) members with at least 5% of the votes that may be cast at the general meeting; or

(ii) at least 100 members who are entitled to vote at the general meeting.

In this Rule 85 the term "the Request" shall mean the request referred to in this paragraph (c).

(c) The Request must:

(i) be in writing;

(ii) state any resolution to be proposed at the meeting;

(iii) be signed by the members making the Request; and

(iv) be given to the Secretary.

(d) Separate copies of a document setting out the Request may be used for signing by the members if the wording of the request is identical in each copy.

(e) The Board must call the meeting within 21 days after the request is given to the Secretary. The meeting is to be held not later than 2 months after the Request is given to the Secretary.

(f) Members with more than 50% of the votes of all the members who make the Request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the Request is given to the Secretary.

(g) The meeting referred to in paragraph (g) of this Rule 85 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.

- (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
  - (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 85. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
86. (a) At least 21 days' notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all members who are entitled to attend and vote at that meeting and to the auditor.
- (b) A notice of a general meeting of the Club's members must:
- (i) set out the place, date and time of the meeting;
  - (ii) state the general nature of the meeting's business; and
  - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- (c) A copy of a notice of a general meeting of the members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

### **ANNUAL GENERAL MEETINGS**

87. The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting;
  - (b) to receive and consider the reports referred to in Rule 103;
  - (c) in the case of a Biennial General Meeting, to declare the results of the election of the board and conduct any further election of directors that may be necessary;
  - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
  - (e) to approve the reimbursement of directors' expenses and the payment of honorariums (if any); and

- (f) to deal with any other business of which due notice has been given to the members.
88. (a) The Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

### **MEMBERS' RESOLUTIONS**

89. (a) Notwithstanding Rules 90, 91 and 92, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least sixty (60) days prior to the date fixed for such Annual General Meeting.
- (b) The Secretary shall cause all items of business and notices of motion referred to in paragraph (a) to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
90. (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
  - (ii) at least 100 members who are entitled to vote at a general meeting.
- (b) The notice must:
- (i) be in writing;
  - (ii) set out the wording of the proposed resolution; and
  - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
91. (a) If the Secretary has been given notice of a resolution under Rule 90, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given.

- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
  - (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
  - (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
  - (e) The Club need not give notice of the resolution:
    - (i) if it is more than 1,000 words long or defamatory; or
    - (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
92. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
- (i) a resolution that is proposed to be moved at a general meeting; or
  - (ii) any other matter that may be properly considered at a general meeting.
- (b) The request must be made by:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
  - (ii) at least 100 members who are entitled to vote at the meeting.
- (c) The request must be:
- (i) in writing;
  - (ii) signed by the members making the request; and
  - (iii) given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.



- (g) The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:
  - (i) if the statement is more than 1,000 words long or defamatory; or
  - (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

93. A general meeting of the members of the Club must be held for a proper purpose.

#### **AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS**

- 94. (a) The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (c) The auditor is entitled to be heard even if:
  - (i) the auditor retires at the meeting; or
  - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 95. The President shall be entitled to take the Chair at every general meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice President shall preside as chairperson of the meeting. If the Vice President is not present 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 preside as chairperson of the meeting.
- 96. (a) No business shall be transacted at any general meeting of members unless a quorum of members is present. A quorum shall be:
  - (i) thirty (30) members present and entitled to vote in the case of a General Meeting (including an Annual General Meeting) convened by the Board;

- (ii) fifty (50) members present and entitled to vote in the case of a General Meeting convened at the request of members pursuant to Rule 85(b); -
  - (iii) fifty (50) members present and entitled to vote in the case of a General Meeting convened by members pursuant to Rule 85(f) or pursuant to a court order.
- (b) If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (i) be dissolved if it was convened at the request of members pursuant to Rule 85; or
  - (ii) if the meeting was called by the Board, adjourned to such other day, time and place as the Board may determine or may by resolution of the Board be dissolved.
- (c) If at any meeting adjourned pursuant to paragraph (b)(ii) of this Rule 96 a quorum is not present within thirty (30) minutes of the time appointed for the commencement of the meeting, the members present shall be a quorum and may transact any business for which the meeting was called.
97. (a) Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by three (3) members or by the chairperson) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.
- (b) 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 chairperson 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 chairperson or on a question of adjournment shall be taken forthwith.
- (c) A demand for a poll may be withdrawn.
- (d) At any general meeting (unless a poll is demanded) a declaration by the chairperson 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.

### **PROXY VOTING PROHIBITED**

98. A person shall not:
- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
  - (b) Vote at any election including an election of a member or of the Board
- as the proxy of another person.

### **ADJOURNMENT OF GENERAL MEETINGS**

99. (a) The Chairperson of a 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.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment 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.
- (d) It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

### **MINUTES**

100. (a) The Club must keep minute books in which it records:
- (i) proceedings and resolutions of general meetings of the Club; and
  - (ii) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
  - (iii) resolutions passed by directors without a meeting.
- (b) The Club must ensure that:
- (i) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
  - (ii) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- (c) A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

### **ACCOUNTS**

101. The Board shall:
- (a) 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.
  - (b) prepare, on a quarterly basis, financial statements that incorporate:
    - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
    - (ii) a balance sheet as at the end of the quarter.

- (c) cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board.
  - (d) make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within forty-eight (48) hours of the statements being adopted by the Board.
  - (e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule.
  - (f) provide a copy of the financial statements referred to in paragraph (b) of this Rule to any member on the written request of the member.
102. The books of account shall be kept at the Registered 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 to inspect such records.
103. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club report to members in accordance with Part 2M.3 Division 4 of the Act.
- 103A. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of October immediately prior to the Annual General Meeting:
- (a) the financial report of the Club;
  - (b) the directors' report; and
  - (c) the auditors' report on the financial report.

#### **FINANCIAL YEAR**

104. The financial year of the Club and any sub club or other entity created under this Constitution shall commence on the first day of November in each year and end on the last day of October in the following year or such other period as having regard to the Act, the Board may determine.

#### **AUDITORS**

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

#### **SECRETARY**

106. At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive officer of the Club for the purposes of the Registered Clubs Act.

#### **EXECUTION OF DOCUMENTS**

107. (a) The Club shall have a Seal.

- (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) two members of the Board; or
  - (ii) one member of the Board and the Secretary.
- (c) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
  - (i) two members of the Board; or
  - (ii) one member of the Board and the Secretary.

### NOTICES

108. A notice may be given by the Club to any member either:
- (a) personally; or
  - (b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or
  - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member;
  - (d) by sending the notice to the member by other electronic means (if nominated) by the member; or
  - (e) by notifying the member that the notice is available and how it may be accessed, if the member nominates electronic means by which the member may be notified that a notice is available and an electronic means by which the member may access the notices.
109. (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
  - (c) Where a notice is sent under Rule 108(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.
  - (d) If a member has an address outside the State of New South Wales and has not supplied the Club an address within New South Wales for the giving of notices to him or her, a notice posted up on the Club Notice Board shall be deemed to be notice to such member at the expiration of 24 hours after it is so posted up. For the purpose of this Rule, the Australian Capital Territory shall be deemed to be within New South Wales.

### **INDEMNITY TO OFFICERS**

110. (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.
111. 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:
- (a) in relation to conduct involving a wilful breach of duty in relation to the Club; or
  - (b) in relation to a contravention of Sections 182 or 183 of the Act.

### **INTERPRETATION**

112. A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law 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.

### **AMENDMENTS TO CONSTITUTION**

113. This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. A Special Resolution to amend or replace this Constitution shall not have any effect unless the Special Resolution has first been approved in writing by the Football Club. Only members entitled under this

Constitution to vote on Special Resolutions shall be eligible to vote on any Special Resolution to amend this Constitution.