

GORDON RUGBY FOOTBALL CLUB LIMITED

(ACN: 068 508 565)

CONSTITUTION

(Adopted 13 December 2023)

PART I - PRELIMINARY

1. Definitions

1.1 In this Constitution:

"**the Act**" means the *Corporations Act 2001* (Cth);

"**Board**" means the Directors as elected or appointed under Part IV of this Constitution;

"**the Club**" means Gordon Rugby Football Club Limited;

"**Constitution**" means the rules of the Club as set out herein;

"**Country Member**" means a member whose permanent place of residence is outside the Sydney Metropolitan area.

"**Director**" means a member of the Board as elected or appointed under Part IV of the Constitution;

"**Honorary Member**" means a member who has been appointed an Honorary Member at the discretion of the Board.

"**Life Member**" means a person who:

- (a) is considered by the Board to have given distinguished and meritorious service to the Club; and
- (b) is approved by the Members at an Annual General Meeting to be a Life Member;

"**Member**" means a member of the Club, and includes a Player, Ordinary Member, Senior Member, Honorary Member, Country Member, Overseas Member and a Life Member.

"**Ordinary Member**" means an adult:

- (a) who is not a Player; and
- (b) whose involvement with the Club is considered by the Board to be of benefit to the Club; and
- (c) who is approved by the Board as a Member; and
- (d) who pays the annual membership fee set from year to year by the Board;

"**Ordinary Board Member**" means a Member of the Board who is not an office-bearer of the Club.

"**Overseas Member**" means a Member whose permanent place of residence is outside Australia and who are admitted as overseas members.

"**Player**" means a person registered with the Club as a Player to represent the Club in games in accordance with the Constitution;

"**the Register**" means the register of Players and Members to be kept under the Constitution;

"**Secretary**" means the person holding office under the Constitution as Secretary of the Club or, in the event that no person holds that office, then the public officer of the Club;

"**Senior Member**" is an Ordinary Member who holds a Seniors Card or NSW Seniors Savers Card;

"**Special General Meeting**" means a general meeting of the Club other than an annual general meeting;

"**Subclause**" means the subclauses of this Constitution.

"**Treasurer**" means the Treasurer of the Club.

1.2 In this Constitution:

1.2.1 a reference to a function includes a reference to a power, authority and duty; and

1.2.2 a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the *Acts Interpretation Act 1901* (Cth) apply to and in respect of the clauses of this Constitution in the same manner as those provisions would so apply if the clauses of this Constitution were an instrument made under the Act.

PART II - ESTABLISHMENT

2. Club Name

The name of the Club is "Gordon Rugby Football Club Limited".

3. Objects and Powers

3.1 The Club is established for the following purposes:

3.1.1 to promote, foster, support and encourage the playing of rugby union;

3.1.2 to field teams to play rugby union in any competition;

3.1.3 to provide facilities and equipment for the benefit of players, spectators and officials of the game of rugby union;

3.1.4 to do all things incidental to or conducive to achieving any of these purposes.

3.2 Subject to the Constitution, the Club has the rights, powers and privileges to do all things that a natural person may do in connection with the Club's purposes; examples of these powers are:

3.2.1 to acquire any property, whether real or personal, or any interest in property and to sell or dispose of any interest in property;

3.2.2 to develop land and erect, maintain and alter buildings and other facilities;

3.2.3 to invest and deal with the Club's funds which are not immediately required in any manner approved by the Board;

3.2.4 to borrow and raise money and give security for the repayment of money.

4. Non-Profit Organisation

- 4.1 Subject to the Act, the assets and income of the Club must be applied exclusively to the promotion of its purposes as defined in Subclause 3.1; no portion of the assets or the income may be paid or distributed directly or indirectly to the Members of the Club or to any Player except as bona fide remuneration for services rendered or expenses incurred on behalf of the Club.
- 4.2 In the event of the Club being wound up, any surplus property which remains after such winding up and the satisfaction of all debts and liabilities (including the costs, charges and expenses of the winding up of the Club) must be paid and applied by the Club in accordance with its powers to any organisation which has similar purposes and which is not carried on for the profit or gain of its individual members and which is to be determined by the Members.
- 4.3 The Club may merge or amalgamate only with another organisation which has similar purposes and which has Clauses prohibiting the distribution of its assets and its income to the members. Any proposal to merge or amalgamate with another organisation must be approved by a special resolution of Members at a Special General Meeting.

5. Affiliation

The Club may affiliate with any district, region or other association or organisation with purposes similar to or which are consistent with those of the Club.

6. Colours and Emblem

- 6.1 The Club colours are green, yellow and black and navy (and often depicted as a tartan pattern) and the Club emblem is the Stag.
- 6.2 The playing uniform consists of:
- 6.2.1 a green, yellow, black and navy hooped jersey with the Club emblem;
 - 6.2.2 white, black or navy shorts at the discretion of the Board from time to time; and
 - 6.2.3 green, yellow and black hooped socks;
- or any other uniform for special occasions or games as approved by the Board from time to time.
- 6.3 The playing uniform may include the name, logo or other sign of any sponsor of the Club as approved by the Board.

PART III - MEMBERSHIP

7. Members

- 7.1 A person (other than a Player) must apply to become a Member of the Club in accordance with Clause 7B (or renew their membership).
- 7.2 Each Player who submits to the Club an application for registration as a Player in accordance with Clause 12 and who pays the required registration fee (or receives an exemption from the Board for such fee) will be deemed a Member.
- 7.3 The Directors may fix and determine or, in any special circumstances that may arise, waive the entrance fee chargeable to any Member. The Directors may suspend payment of entrance fees either generally or for individual cases.

7A. Fees and Subscriptions

- 7A.1 A Member must, on admission to membership or upon renewal of an existing Membership, pay to the Club a membership fee of \$1.00 or, if some other amount is determined by the Board, that other amount.
- 7A.2 The membership fee for Members (whether new or renewing) shall be paid on an annual and/or multi-year basis as determined by the Board, with details of such fee(s) and years of membership to be advised to all Members prior to the beginning of the following year's rugby season.
- 7A.3 Membership fees must be paid in accordance with the terms set out in the membership payment facility or as otherwise determined by the Board.
- 7A.4 No new membership(s) in any category will be offered or accepted within sixty (60) days of the next scheduled Annual General Meeting.
- 7A.5 All Members of the Club who have renewed their membership after the immediately past Annual General Meeting or those new Members who have joined since the immediately past Annual General Meeting will be eligible to vote at the next Annual General Meeting.

7B. Application for membership

- 7B.1 An application by a person for membership of the Club (except for Life Members and Honorary Members) may be made online via the Club's website or other such process as determined by the Board from time to time.
- 7B.2 The Secretary (or other such person appointed by the Board) must, on payment by the applicant of the sum payable under this Constitution within the period referred to in that provision, enter or cause to be entered the applicant's name in the Register of Members and, on the name being so entered, the applicant becomes a Member of the Club.

Life Members and Honorary Members

- 7B.3 Any Member of the Club who has been or is an officer of the Club or who has rendered distinguished service to rugby or the Club may be elected at any Annual General Meeting of the Club as a Life Member on the vote of 75% of the members present and voting. The election of an Honorary Member must be preceded by:
- 7B.3.1 Notice of nomination signed by at least two Members of the Club and with the nominee's consent must be given to the Secretary;
- 7B.3.2 the nomination must be reported to a meeting of the Directors and remains effective only if the Directors resolve at a subsequent meeting the consent of 75% of the Directors present and voting to forward the nomination to the next Annual General Meeting for consideration; and
- 7B.3.3 the voting at the Annual General Meeting must be by ballot.
- 7B.4 Honorary Membership may be granted by the Club without payment of any subscriptions to any person if they have any one of the following qualifications, namely:
- 7B.4.1 a manager or member of any visiting country interstate or overseas sporting team for the duration of the visit of any such team; or
- 7B.4.2 a member of a rugby club which is visiting Sydney for the purpose of playing a rugby match against the club for the date of the visit; or
- 7B.4.3 the Mayors of the Councils of the Municipalities or Cities of Ku-ring-gai, Willoughby and Lane Cove or such other municipalities and/or stives having rugby clubs within their boundaries which may become affiliated with the Club from time to time during their respective terms of office; or

- 7B.4.4 prominent persons who have rendered in the Directors' opinion valuable service to the Objects of the Club; or
 - 7B.4.5 a member of a visiting team taking part in a competition against the Club for the duration of the competition; or
 - 7B.4.6 an employee of the Club; or
 - 7B.4.7 any interstate or overseas visitor; or
 - 7B.4.8 a member of any other like club.
- 7B.5 An Honorary Membership does not provide the recipient with any voting rights.
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8. Cessation of Membership

- 8.1 Unless renewed earlier, all memberships for any particular year, except memberships for Life Members and Honorary Members, expire on 1 January of the following year or on such other date specified by the Board from time to time.
- 8.2 A person ceases to be a Member of the Club if:
- 8.2.1 the person's membership expires; or
 - 8.2.2 the person dies; or
 - 8.2.3 the person resigns his or her membership; or
 - 8.2.4 the person is expelled from the Club.
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9. Membership Entitlements Not Transferable

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

- 9.1.1 is not capable of being transferred or transmitted to another person; and
 - 9.1.2 terminates on cessation of the person's membership.
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10. Resignation

- 10.1 A Member may resign his or her membership to the Club by first giving to the Secretary written notice of no less than 1 month (or any other period that the Board may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- 10.2 If a Member ceases to be a Member under Subclause 10.1, and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member.
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11. Members' Liabilities

- 11.1 The liability of a Member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the Member in respect of membership of the Club as required by clause 7A.
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12. Player Registration

- 12.1 Every person who wishes to play rugby for the Club must:
- 12.1.1 complete an application in the form required by the Board from time to time; and

- 12.1.2 supply any information or documents required by the Board; and
- 12.1.3 pay the registration fee set by the Board from time to time.
- 12.2 Registration as a Player expires at midnight on 31 March in the year following the year for which the Player is registered or on such other date specified by the Board from time to time.
- 12.3 Only Players may play rugby for the Club, unless otherwise authorised in writing by the Board.
- 12.4 A person ceases to be registered as a Player if:
 - 12.4.1 the person's registration as a Player is cancelled under Clause 17; or
 - 12.4.2 the person relinquishes his or her registration under Subclause 12.6.
- 12.5 The Board may refuse to accept any application for Player registration without the need to give reasons.
- 12.6 A Player may relinquish his or her registration with the Club by notice to the Secretary whereby the relinquishment of registration takes effect on the later of the date nominated in the notice or the date one month after the Secretary received the resignation note.
- 12.7 If a Player relinquishes their registration in accordance with Subclause 12.6 the Board, at its sole discretion, may elect to refund none, part or all of the Player's registration fee paid in relation to that year.

13. Register of Members and Players

- 13.1 The Secretary must establish and maintain a Register of Members and Players (whether in written or electronic form) including the information specified by the Board from time to time. This information should include the following details:
 - 13.1.1 for Players:
 - 13.1.1.1 the Player's name, email address and residential address;
 - 13.1.1.2 the Player's date of birth and age at the last birthday;
 - 13.1.1.3 the name and residential address and contact details of the Player's parents or other parent or guardian;
 - 13.1.1.4 the date of acceptance of the application for registration;
 - 13.1.1.5 the date of cessation or registration if other than by expiry.
 - 13.1.2 for Members:
 - 13.1.2.1 the Member's name, residential address, email address and other contact details; and
 - 13.1.2.2 the date of approval for membership; and
 - 13.1.2.3 the date of cessation of membership if other than by expiry.
- 13.2 The Secretary will keep the Members Register in New South Wales at the principal place of administration or main premises of the Club, or if there isn't such a place, then at the Club's official address.
- 13.3 The Secretary must make the Register of Members available for inspection, free of charge by any Member of the Club at any reasonable time after a reasonable period of notice.

- 13.4 A Member of the Club may obtain a copy of any part of the Register on payment of a fee of not more than \$1 for each page copied.
- 13.5 If a Member requests that any information contained on the Register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.
- 13.6 A Member must not use information about a person obtained from the Register to contact or send material to the person, other than for:
- 13.6.1 the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club; or
 - 13.6.2 any other purpose necessary to comply with a requirement of the Act or the Regulations.
- 13.7 If the Register is kept in electronic form:
- 13.7.1 a current hard copy must be maintained and made available for any Member to inspect; and
 - 13.7.2 the requirements in Subclauses 13.2 and 13.3 apply as if a reference to the Register of Members is a reference to a current hard copy of the Register of Members.

14. Resolution of internal disputes

- 14.1 Disputes between Members (in their capacity as Members) of the Club, and disputes between Members and the Club, which are not resolved within the Club are to be referred to a Community Justice Centre for mediation in accordance with the *Community Justice Centres Act 1983* (NSW).
- 14.2 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 14.3 The *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration.

15. Disciplining of Members

- 15.1 A complaint may be made by any Member of the Club that some other Member of the Club:
- 15.1.1 has refused or neglected to comply with a provision or provision of this Constitution; or
 - 15.1.2 has wilfully acted in a manner prejudicial to the interests of the Club; or
 - 15.1.3 has breached the Club's Code of Conduct (including any policies or guidelines implemented by the Club).
- 15.2 On receiving such a complaint, the Board:
- 15.2.1 must cause notice of the complaint to be served on the Member concerned; and
 - 15.2.2 must give the Member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
 - 15.2.3 must take into consideration any submissions made under Subclause 15.2.2.
- 15.3 The Board may, by resolution, expel the Member from the Club or suspend the Member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint (whether by the Member concerned or another person on the

Member's behalf), it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

15.4 If the Board expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under Clause 16.

15.5 The expulsion or suspension does not take effect:

15.5.1 until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or

15.5.2 if within that period the Member exercises the right of appeal, unless and until the Club confirms the resolution under Clause 16;

whichever is the later.

15.6 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

16. Right of Appeal of Disciplined Member

16.1 A Member may appeal to the Members of the Club in general meeting against a resolution of the Board under Clause 15, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

16.2 The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

16.3 On receipt of a notice from the Member under Subclause 16.1, the Secretary must notify the Board which must convene a general meeting of Members of the Club to be held within 28 days after the date on which the Secretary received the Member's notice.

16.4 At a general meeting of Members of the Club convened under Subclause 16.3:

16.4.1 the only business to be transacted is the question of whether to allow the appeal or to confirm the resolution; and

16.4.2 the Board and the Member (or another person on the Member's behalf) must be given the opportunity to state their respective cases orally or in writing, or both; and

16.4.3 the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

16.5 For an appeal to be rejected, namely the Board's resolution be confirmed, at least 75% of votes cast must be in favour of rejecting the appeal.

16.6 If the general meeting:

16.6.1 confirms the Board's resolution, then the expulsion or suspension takes effect at the conclusion of the general meeting; or

16.6.2 allows the appeal, then the Board's resolution is revoked and has no force and the Member's membership is confirmed.

17. Disciplining of Players

17.1 A complaint may be made by any Member of the Club that a Player of the Club:

17.1.1 has refused or neglected to comply with a provision or provision of Constitution; or

- 17.1.2 has wilfully acted in a manner prejudicial to the interests of the Club; or
 - 17.1.3 has wilfully acted contrary to the Constitution; or
 - 17.1.4 has breached the Club's Code of Conduct (Including any policies or guidelines implemented by the Club); or
 - 17.1.5 has conducted themselves in such a way that it would be contrary to the prevailing community standards as judged by a reasonable person.
- 17.2 On receiving such a complaint, the Board, unless it thinks the complaint is trivial or vexatious,
- 17.2.1 must cause notice of the complaint to be served on Player concerned; and
 - 17.2.2 must give the Player at least 14 days from the time the notice is served within which to make written submissions to the Board in connection with the complaint; and
 - 17.2.3 must take into consideration any written submissions made under Subclause 17.2.2.
- 17.3 The Board may, by resolution, expel the Player from the Club or suspend the Player from playing for the Club if, after considering the complaint and any written submissions made in connection with the complaint (whether by the Player concerned, or another person on the Player's behalf), it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 17.4 If the Board expels or suspends a Player, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Player of the action taken, of the reasons given by the Board for having taken that action and of the Player's right of appeal under Clause 18.
- 17.5 The expulsion or suspension does not take effect:
- 17.5.1 until the expiration of the period within which the Player is entitled to appeal against the resolution concerned; or
 - 17.5.2 if within that period the Player exercises the right of appeal, unless and until the Board confirms the resolution under Clause 18;
- whichever is the later.

18. Right of Appeal of Disciplined Player

- 18.1 The Player may appeal against a resolution of the Board under Clause 17 by lodging a notice to that effect with the Secretary within 7 days after receiving notice of the resolution.
- 18.2 The notice of appeal may, but need not, be accompanied by a statement of the grounds on which the Player intends to rely for the purposes of the appeal.
- 18.3 On receipt of a notice under Subclause 18.1, the Secretary must notify the Board which must convene a special meeting of the Board to be held within 28 days after the date on which the Secretary received the notice under Subclause 18.1.
- 18.4 At the special meeting of the Board convened under Subclause 18.3:
- 18.4.1 the Player (or another person on the Player's behalf) must be given the opportunity to state his or her case either orally or in writing or both; and to call any witnesses to speak on his behalf.
 - 18.4.2 The Members present are entitled to question the Player, or any other person or witness called in the Player's interests.

- 18.4.3 the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 18.5 If the Board:
 - 18.5.1 confirms the earlier resolution, then the resolution takes effect at the conclusion of the Board meeting;
 - 18.5.2 allows the appeal, the earlier resolution is revoked and has no force and the Player remains a registered Player.

PART IV - THE BOARD

19. Powers of The Board

Subject to the Act, this Constitution and to any resolution passed by the Club in a general meeting of the Board:

- 19.1.1 is to control and manage the affairs of the Club; and
- 19.1.2 may exercise all such functions as may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a general meeting of Members of the Club; and
- 19.1.3 has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Club.

20. Composition and Membership of the Board

- 20.1 The Board is to consist of:
 - 20.1.1 the office-bearers of the Club; and
 - 20.1.2 no less than 4 Ordinary Board Members,each of whom is to be elected at the annual general meeting of the Club under Clause 21.
- 20.2 The total number of Board Members cannot be more than 8 (excluding the casual Directors appointed by the Board from time to time).
- 20.3 The office-bearers of the Club are to be:
 - 20.3.1 the President; and
 - 20.3.2 the Treasurer.
- 20.4 The Board may allocate specific roles or positions to Board Members as the Board determines.
- 20.5 A Board Member may hold up to 2 offices (other than the office of President).
- 20.6 The Board may also from time to time, appoint up to four additional directors who in each case hold office until the next general meeting.
- 20.7 Subject to this Constitution, all appointments to the Board are for the period until the conclusion of the annual general meeting next following the date of appointment. Board Members can only be appointed for a maximum of five (5) consecutive terms after which they must retire (but are eligible for re-appointment in the event that no nominations for Director are received for the following year).

21. Election of the Board

- 21.1 Any Member who has held membership of the Club for two (2) years or more may be a Board Member.
- 21.2 Nominations of candidates for election as Board Members must be:
- 21.2.1 made in writing, signed by 2 Members stating the position for which the candidate is nominating and include the written consent of the candidate (which may be endorsed on the form of nomination); and
 - 21.2.2 delivered to the Secretary not later than 7 days before the time fixed for the holding of the annual general meeting at which the election is to take place.
- 21.3 If, for any position on the Board, only one nomination is received in accordance with Subclause 21.2, the person nominated will be deemed to be elected.
- 21.4 If, for any position on the Board, no nominations are received in accordance with Subclause 21.2, nominations will be received at the annual general meeting. If no nominations are received at the annual general meeting the position will be deemed to be a casual vacancy.
- 21.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 21.6 If, for any position on the Board, more than one nomination is received in accordance with Subclause 21.2 or in accordance with Subclause 21.4 (as appropriate), a ballot will be held.
- 21.7 Any ballot for the election of the Board Members will be conducted at the annual general meeting and will be by a show of hands unless a ballot is demanded in accordance with Clause 35.

22. Secretary

- 22.1 The Secretary of the Club must, as soon as practicable after being appointed as Secretary, lodge a notice with the Club of his or her residential and work addresses and contact details.
- 22.2 It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
- 22.2.1 all appointments of office-bearers of the Board and Board Members;
 - 22.2.2 the names of the Board Members present at a Board meeting and the name of all Members present at a general meeting; and
 - 22.2.3 all proceedings at Board meetings and general meetings.
- 22.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting as a true and correct record of the proceedings of the meeting. Once signed, the minutes are to be taken as a prima facie record of the matters set out.
- 22.4 The signature of the chairperson may be transmitted by electronic means for the purposes of Subclause 22.3.

23. Accounts

- 23.1 The Directors must:
- 23.1.1 cause correct accounts and books to be kept which show the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature; and
 - 23.1.2 distribute copies of financial reports as required by the Act; and

- 23.1.3 determine whether and to what extent and at what times and places and what conditions of regulations the accounts and other records of the Club and any of them are to be open to the inspection of Members not being Directors.
- 23.2 Members who are not Directors do not have any right to inspect any account or book or paper of the Club except as conferred by statute or authorised by the Directors or by the Club in general meeting

24. Casual Vacancies

- 24.1 For the purpose of this Constitution, a casual vacancy in the office of a Board Member occurs if the Member:
- 24.1.1 retires from office as a Board Member; or
 - 24.1.2 dies; or
 - 24.1.3 ceases to be a Member of the Club; or
 - 24.1.4 is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
 - 24.1.5 is removed from office under Clause 25, or
 - 24.1.6 becomes a mentally incapacitated person; or
 - 24.1.7 is absent without the consent of the Board from all meetings of the Board held during a period of 6 months; or
 - 24.1.8 is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - 24.1.9 is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).
- 24.2 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint any person entitled to be a Board Member to fill the vacancy and the person so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of appointment.

25. Removal of Board Members

- 25.1 The Members of the Club in general meeting may by resolution remove any Board Member from the office of Board Member before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Board Member so removed.
- 25.2 If a Board Member to whom a proposed resolution referred to in Subclause 25.1 relates makes representations in writing to the Secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Club, the Secretary or the president may send a copy of the representations to each Member of the Club or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

26. Board Meetings and Quorum

- 26.1 The Board must meet at least 4 times in each period of 12 months at the place and time determined by the Board.
- 26.2 Additional meetings of the Board may be convened by the president or by the Secretary on the request of any two Board Members.

- 26.3 Oral or written notice of a meeting of the Board must be given by the Secretary to each Board Member at least 48 hours (or such other period as may be unanimously agreed on by the Board Members) before the time appointed for the holding of the meeting.
- 26.4 Notice of a meeting given under Subclause 26.3 must specify the general nature of the business to be transacted at the meeting; the Board may transact other business in addition to that set out in the notice of meeting, except business which the Board Members present at the meeting agree must be the subject of specific notice.
- 26.5 Any 4 Board Members (including at least 1 of the office bearers) constitute a quorum for the transaction of the business of a meeting of the Board.
- 26.6 No business is to be transacted by the Board unless a quorum is present; if, within half an hour after the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 26.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 26.8 At a meeting of the Board, if the president is absent or unwilling to act, such one of the remaining Board Members as may be chosen by the Board Members present at the meeting is to preside.

26A. Appointment of Members as Board Members to constitute quorum

- 26A.1 If at any time the number of Board Members is less than the number required to constitute a quorum for a Board meeting, the existing Board Members may appoint a sufficient number of Members of the Club as Board Members to enable the quorum to be constituted.
- 26A.2 A Board Member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- 26A.3 This Clause does not apply to the filling of a casual vacancy to which Clause 24 applies.

26B. Use of technology at Board meetings

- 26B.1 A Board meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Board Members a reasonable opportunity to participate.
- 26B.2 A Board Member who participates in a Board meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

27. Delegation by Board to subcommittees

- 27.1 The Board may, by resolution, delegate to one or more subcommittees (consisting of such Member or Members of the Club (but not Honorary Members) as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
- 27.1.1 this power of delegation; and
- 27.1.2 a function which is a duty imposed on the Board by the Act or by any other law.
- 27.2 A function the exercise of which has been delegated to a subcommittee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- 27.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

- 27.4 Despite any delegation under this Clause, the Board may continue to exercise any function delegated.
- 27.5 Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 27.6 The Board may, by resolution in writing, revoke wholly or in part any delegation under this Clause.
- 27.7 A subcommittee may meet and adjourn as it thinks proper.

28. Voting and Decisions

- 28.1 Questions arising at a meeting of the Board or of any subcommittee appointed by the Board are to be determined by a majority of the votes of Members of the Board or subcommittee present at the meeting or by proxy.
- 28.2 Each Member present at a meeting of the Board or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 28.3 Subject to Subclause 26.5, the Board may act despite any vacancy on the Board.
- 28.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a subcommittee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the Board or subcommittee.

PART IV - GENERAL MEETINGS

29. Annual General Meetings

- 29.1 The Club must, at least once in each calendar year and within the period of 6 months after the close of each financial year of the Club or within any time pursuant to section 250N of the Act, convene an annual general meeting of its Members.
- 29.2 The annual general meeting of the Club is, subject to the Act and Subclause 29.1 to be convened on such reasonable date and at such place and time as the Board determines.
- 29.3 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- 29.3.1 to confirm the minutes of the last preceding annual general meeting and of any Special General Meeting held since that meeting;
 - 29.3.2 to receive from the Board reports on the activities of the Club during the last preceding financial year;
 - 29.3.3 to elect office-bearers of the Club and ordinary Board Members;
 - 29.3.4 to receive and consider any financial statement or report which is required to be submitted to Members under the Act.
- 29.4 An annual general meeting must be specified as such in the notice convening it.

30. Special General Meetings

- 30.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Club.

- 30.2 The Board must, on the requisition in writing of at least 5% of the total number of Members, convene a Special General Meeting of the Club.
- 30.3 A requisition of Members for a Special General Meeting:
- 30.3.1 must be in writing; and
 - 30.3.2 must state the purpose or purposes of the meeting; and
 - 30.3.3 must be signed by the Members making the requisition; and
 - 30.3.4 must be lodged with the Secretary; and
 - 30.3.5 may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 30.4 If the Board fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- 30.5 A Special General Meeting convened by a Member or Members as referred to in Subclause 30.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any Member who consequently incurs expense is entitled to be reimbursed by the Club for any reasonable expense so incurred in respect of such Special General Meeting.
- 30.5.1 For the purposes of Subclause 30.3:
 - 30.5.1.1 a requisition may be in electronic form; and
 - 30.5.1.2 a signature may be transmitted, and a requisition may be lodged, by electronic means.

31. Notice of General Meeting

- 31.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to each Member by email to the Member's email address appearing in the Register or by prepaid post to each Member at the Member's residential address appearing in the Register, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 31.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in Subclause 31.1 specifying, in addition to the matter required under Clause 31.1, the intention to propose the resolution as a special resolution.
- 31.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Subclause 29.4.
- 31.4 A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

32. Quorum for General Meeting

- 32.1 No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.

- 32.2 Fifteen Members present in person (being Members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 32.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- 32.3.1 if convened on the requisition of Members, is to be dissolved; and
 - 32.3.2 in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 32.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 7) is to constitute a quorum.

33. Presiding Member of General Meeting

- 33.1 The president is to preside as chairperson at each general meeting of the Club.
- 33.2 If the president is absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

34. Adjournment

- 34.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 34.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 34.3 Except as provided in Subclauses 34.1 and 34.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35. Making of Decisions

- 35.1 A question arising at a general meeting of the Club is to be determined by:
- 35.1.1 a show of hands or, if the meeting is one to which Clause 38B applies, any appropriate corresponding method that the Board may determine, or
 - 35.1.2 if on the motion of the chairperson or if 5 or more Members present at the meeting decide that the question should be determined by a poll, on a poll.
- 35.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution,
- 35.3 At a general meeting of the Club, a poll may be demanded by the chairperson or by at least 5 Members present in person or by proxy at the meeting.
- 35.4 If a poll is demanded at a general meeting, the poll must be taken:

- 35.4.1 immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- 35.4.2 in any other case, in such manner and at such time before the close of the meeting as the chairperson directs;

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

36. Special Resolution

A special resolution may only be passed by the Club in accordance with relevant provisions of the Act.

37. Voting

- 37.1 On any question arising at a general meeting of the Club each Member has one vote only.
- 37.2 All votes must be given personally or by proxy or by attorney but no Member may hold more than 10 proxies.
- 37.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 37.4 A Member is not entitled to vote at any general meeting of the Club unless all money due and payable by the Member to the Club has been paid.
- 37.5 A Member is not entitled to vote at any general meeting of the Club if the Member is under 18 years of age.

38. Appointment of Proxies

- 38.1 Each member is to be entitled to appoint another member as proxy by notice given to the secretary.
- 38.2 The notice appointing the proxy is to be in a form approved by the Board.

38A. Postal or electronic ballots

- 38A.1 The Club may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under Clause 16).
- 38A.2 A postal or electronic ballot is to be conducted in accordance with the provisions of the Act.

38B. Use of technology at general meetings

- 38B.1 A general meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Members a reasonable opportunity to participate.
- 38B.2 A Member of the Club who participates in a general meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

PART V - MISCELLANEOUS

39. Insurance

- 39.1 The Club must effect and maintain all necessary insurances in order to operate the Club's activities on and off the field including but not limited to:

- 39.1.1 Workers' compensation insurance;
- 39.1.2 Public liability insurance;
- 39.1.3 Directors and officers liability insurance;
- 39.1.4 Property and contents insurance; and
- 39.1.5 any other insurance deemed necessary.

40. Source of Funds

- 40.1 The funds of the Club may be derived from Player's and Members registration fees, donations, fundraising, sponsorship and, such other sources as the Board determines.
- 40.2 All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- 40.3 The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

41. Management of Funds

- 41.1 Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in pursuance of the objects and purposes of the Club in such manner as the Board determines.
- 41.2 All payments, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any the president and the treasurer or by two Board Members authorised to do so by the Board.

42. Financial Year

The financial year for the Club will end on 30 September or such other date as may be determined by the Board from time to time.

43. Alteration of Objects/Purposes and Constitution

An application for registration of a change in the Club's name, objects/purposes or constitution in accordance with the Act is to be made by the public officer or a Board Member, which application may only be made by a special resolution of the Club.

44. Common Seal

- 44.1 The common seal of the Club must be kept in the custody of the Secretary.
- 44.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures of 2 Board Members.

45. Custody of Books

- 45.1 Except as otherwise provided by these Clauses, all records, books and other documents relating to the Club must be kept in New South Wales:
 - 45.1.1 at the main premises of the Club, in the custody of the public officer or a Member of the Club (as the Board determines); or
 - 45.1.2 if the Club has no premises, at the Club's official address, in the custody of the public officer.

46. Inspection of Books

- 46.1 The following documents must be open to inspection, free of charge, by a Member of the Club at any reasonable hour:
- 46.1.1 records, books and other financial documents of the Club;
 - 46.1.2 the Constitution; and
 - 46.1.3 minutes of all Board meetings and general meetings of the Club.
- 46.2 A Member of the Club may obtain a copy of any of the documents referred to in Subclause 46.1 on payment of a fee of not more than \$1 for each page copied.
- 46.3 Despite Subclauses 46.1 and 46.2, the Board may refuse to permit a Member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

47. Service of Notices

- 47.1 Subject to Clause 31, for the purpose of the Constitution, a notice may be served on or given to a person:
- 47.1.1 by delivering it to the person personally, or
 - 47.1.2 by sending it by pre-paid post to the address of the person, or
 - 47.1.3 by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 47.2 Subject to Clause 31, for the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- 47.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - 47.2.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - 47.2.3 in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

48. Indemnity

- 48.1 Every Director, auditor and other officer of the Club must be indemnified out of the assets of the Club against a liability for costs and expenses incurred by that person in defending any proceedings whether civil or criminal arising out of or in connection with his or her performance of their duties carried out as a director, auditor or other officer of the club as the case may be:
- 48.1.1 in which judgment is given in their favour; or
 - 48.1.2 they are acquitted; or
 - 48.1.3 in connection with an application in relation to such proceedings in which the Court grants relief to the person under the Act.