Associations Incorporation Act 2009 **(NSW) (Act).**

Albion Park Oak Flats Junior and Minor Rugby League Football Club Inc Constitution

Incorporation Number: Y0990505

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ASSOCIATIONS INCORPORATION ACT 2009 (NSW)

CONSTITUTION

Albion Park - Oak Flats Junior and Minor Rugby League Football Club Incorporated

1. NAME OF CLUB

The name of the Club is Albion Park - Oak Flats Junior and Minor Rugby League Football Club Incorporated.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Act 2009 (NSW)*.

Affiliate Membership means membership by the Club of the appropriate and relevant District Rugby League for the sport of Rugby League.

ARL Commission means Australian Rugby League Commission Limited ACN 003 107 293, that company being the Australian National Sports Organisation for the sport of Rugby League.

Committee means the Committee, management committee or other similar body managing the Club and consisting of the Committee members.

Constitution means this Constitution of the Club.

Director means a member of the Committee, and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

District means the geographical area for which the District Rugby League is responsible as recognised by the NSWRL.

District Rugby League means Group 7 Rugby League.

Financial Year means the 12-month period concluding on 30 September each calendar year, or as otherwise determined by the Committee from time to time in accordance with the Act.

General Meeting means the annual general meeting and any special general meeting of the Club.

Individual Member means a registered, financial Member of the Club who is at least 18 years of age.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in New South Wales.

International Rugby League means the organisation by that name, being the international sports federation for the sport of Rugby League.

Junior Member means a registered Member of the Club who is younger than 18 years of age.

Life Member means an Individual appointed as a Life Member of the Club under **clause 5.2**.

Local Area means the geographical area for which the Club is responsible as recognised by the district and/or state organisations for Rugby League of which the Club is a Member.

Member means a Member of the Club for the time being under **clause 5**.

NSWRL means New South Wales Rugby League Limited ACN 002 704 761.

NSWRL Rules and Policies means the rules, regulations, policies, by laws, determinations and decisions of the NSWRL, relating to the organisation, conduct, control, administration and playing of Rugby League.

Objects means the Objects of the Club in **clause 3**.

Player or **Players** mean a player or players who is/are registered as a player or players of the Club.

Public Officer means the person appointed to be the public officer of the Club in accordance with the Act.

Register means a register of Members kept and maintained in accordance with **clause 7**.

Regulation means the Associations Incorporation Regulation (NSW) as in force and amended from time to time under the Act.

Regulations has the meaning given to that term in **clause 35**.

Rugby League means the sport of Rugby League football in its various forms, played in accordance with rules prescribed by the International Rugby League, the ARL Commission and the NSWRL.

Seal means the common seal of the Club (if any).

Special Resolution has the same meaning as given to that term in the Act.

Technology means any form of electronic, digital, or web-based communication platform, including but not limited to teleconferencing, video conferencing, digital voting software, or secure online portals, that enables participants to communicate simultaneously or cast verifiable ballots.

2.2 Interpretation

In this Constitution:

(a) a reference to a function includes a reference to a power, authority and duty;

(b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;

(c) words importing the singular include the plural and vice versa;

(d) words importing any gender include the other genders;

(e) references to persons include corporations and bodies politic;

(f) references to a person include the legal personal representatives, successors and permitted assigns of that person;

(g) a reference to a statute, ordinance, code or other law includes Regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and

(h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail, digital database alerts, web-portal notifications, or secure electronic messaging platforms.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE CLUB

The Club is established solely for the Objects. The Objects of the Club are established to:

(a) act for the benefit and safety of the Players.

(b) participate in the conduct, encouragement, promotion, advancement and administration of Rugby League in the Local Area, district and New South Wales.

(c) conduct, encourage, promote, advance and administer Rugby League throughout the Local Area.

(d) at all times promote mutual trust and confidence between the Players, the Club, the District Rugby League, the NSWRL, and the Members in pursuit of these Objects.

(e) at all times act on behalf of, and in the interests of, the Players, the Members and Rugby League in the Local Area.

(f) affiliate and otherwise liaise with the District Rugby League and NSWRL and adopt their rule and policy frameworks to further these Objects.

(g) adopt and implement the NSWRL Rules and Policies and such policies as may be developed by ARL Commission and the NSWRL, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in Rugby League.

(h) abide by, promulgate, enforce and secure uniformity in the application of the NSWRL Rules and Policies and the rules of Rugby League as may be determined from time to time by the ARL Commission and the NSWRL as may be necessary for the management and control of Rugby League and related activities in the Local Area.

(i) recognise the District Rugby League, seeking to join and act as an Affiliate Member, at a district level in relation to the administration and advancement of Rugby League at the local level.

(j) recognise the NSWRL at a State level as the State governing body in relation to the administration and advancement of Rugby League.

(k) recognise the ARL Commission at a national level as the national governing body in relation to the administration and advancement of Rugby League at the local level.

(l) apply the property and capacity of the Club towards the fulfilment and achievement of these Objects.

(m) advance the operations and activities of the Club throughout the Local Area.

(n) recognise any penalty imposed by any Member.

(o) pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Rugby League in the Local Area.

(p) use and protect the Intellectual Property.

(q) represent the interests of its Members and of Rugby League generally in any appropriate forum in the Local Area.

(r) promote the health and safety of Members and all other participants in Rugby League in the Local Area.

(s) seek and obtain improved facilities for the enjoyment of Rugby League in the Local Area.

(t) have regard to the public interest in its operations.

(u) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE CLUB

Solely for furthering the Objects, the Club has all of the rights, powers and privileges conferred on it by section 18 of the Act.

5. MEMBERS

5.1 Members

The Members of the Club shall consist of:

(a) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings;

(b) Individual Members who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings. For the avoidance of doubt, one parent or legal guardian of a financial Junior Member shall be deemed an Individual Member with full voting rights, up to a maximum of one vote per registered player or two votes per household.

(c) Junior Members, who subject to this Constitution, shall have no right to receive notice of General Meetings and no right to be present or debate or vote at General Meetings.

5.2 Life Members

(a) The Committee may recommend to the annual general meeting that any natural person who has rendered distinguished service to the Club be appointed as a Life Member.

(b) A resolution of the annual general meeting to confer life membership (subject to **clause 5.2(c)**) on the recommendation of the Committee must be a Special Resolution.

(c) A person must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

6. MEMBERSHIP APPLICATION

6.1 Application for Membership

An application for membership must be:

(a) Completed via the online registration portal or database designated by the Committee from time to time (including national rugby league registration platforms), or in writing on a form prescribed by the Committee if an electronic option is unavailable; and

(b) Accompanied by the appropriate fee (if any).

6.2 Discretion to Accept or Reject Application

(a) The Club may accept or reject an application whether the applicant has complied with the requirements in **clause 6.1** or not. The Club shall not be required or compelled to provide any reason for such acceptance or rejection.

(b) Where the Club accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Club. The Register shall be amended accordingly as soon as practicable.

(c) Where the Club rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.

6.3 Renewal

Members (other than Life Members) must renew their membership annually in accordance with the procedures set down by the Club in Regulations from time to time.

6.4 Deemed Membership

(a) All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act.

(b) Any Members of the Club, prior to approval of this Constitution under the Act, who are not deemed Members under **clause 6.4(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

7. REGISTER OF MEMBERS

7.1 Club to Keep Register

The Club shall keep and maintain a Register in which shall be entered (as a minimum):

(a) the full name, address and date of entry of each Member; and

(b) where applicable, the date of termination of membership of any Member.

Members shall provide notice of any change and required details to the Club within one month of such change.

7.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

7.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Committee considers appropriate.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

(a) This Constitution forms a contract between each of them and the Club, and that they are bound by this Constitution and the Regulations.

(b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Committee or other entity with delegated authority.

(c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Club, District Rugby League, NSWRL and the ARL Commission.

(d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Rugby League.

(e) they are entitled to all benefits, advantages, privileges and services of Club membership.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

(a) A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving one month's notice in writing to the Club.

(b) Once the Club receives a notice of resignation of membership given under **clause 9.1(a)**, it must make an entry in the Register that records the date on which the Member ceased to be a Member.

9.2 Discontinuance for Breach

(a) Membership of the Club may be discontinued by the Committee upon breach of any clause of this Constitution or the Regulations, including, but not limited to, the failure to pay any monies owed to the Club, failure to comply with the Regulations or any resolutions or determinations made or passed by the Committee.

(b) Membership shall not be discontinued by the Committee under **clause 9.2(a)** without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

(c) Where a Member fails, in the Committee's view to adequately explain the breach, that Member's membership shall be discontinued under **clause 9.2(a)** by the Club giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.2** as soon as practicable.

9.3 Member to Re-Apply

A Member whose membership has been discontinued under **clauses 9.1 or 9.2**:

(a) must seek renewal or re-apply for membership in accordance with this Constitution; and

(b) may be re-admitted at the discretion of the Committee.

9.4 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

9.5 Membership may be Reinstated

Membership which has been discontinued under this **clause 9** may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate.

9.6 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

10. DISCIPLINE

(a) The Committee may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:

(i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Committee.

(ii) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Club and/or Rugby League; or

(iii) brought the Club, any other Member or Rugby League into disrepute.

That Member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Club set out in the NSWRL Rules and Policies.

11. SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and any fees or other levies payable by Members to the Club and the time for and manner of payment shall be as determined by the Committee.

12. EXISTING COMMITTEE

The Members of the Committee immediately prior to approval of this Constitution under the Act shall continue in those positions until the next annual general meeting following such adoption of this Constitution. After this General Meeting the positions of Committee shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

13. POWERS OF THE COMMITTEE

Subject to the Act and this Constitution, the business of the Club shall be managed, and the powers of the Club shall be exercised by the Committee. In particular, the Committee shall act in accordance with the Objects and shall operate for the benefit of the Members and the community throughout the local area.

14. COMPOSITION OF THE COMMITTEE

14.1 Mandatory Child Protection Prerequisites

Every elected or appointed member of the Executive Committee, General Committee, and all active team officials (including coaches, trainers, and managers) must hold a valid, verified New South Wales Working with Children Check (WWCC) clearance. This clearance must be presented to the Child Protection Officer and verified prior to taking office, assuming duties, or interacting with Junior Members.

14.2 Composition of the Committee

The Committee shall comprise of the following:

(a) Executive positions who must all be Members and who shall be elected under **clause 15** consisting of the following:

(i) President

(ii) Vice President (multiple positions)

(iii) Secretary

(iv) Treasurer

(v) Registrar

(vi) Coaching Director

(b) General Committee positions who must all be Members and who shall be elected under **clause 15** consisting of the following:

(i) Assistant Secretary/Treasurer

(ii) Grounds Manager

(iii) Publicity/Social Media Officer

(iv) Child Protection Officer

(v) Member Protection Information Officer (MPIO)

(vi) Asset Coordinator

(vii) Canteen Coordinator

(viii) Partnership/Sponsorship Coordinator

(ix) General Committee

14.3 Election and Appointment of Committee

(a) The elected Executive Committee shall be elected under **clause 15**.

(b) The elected General Committee shall be elected under **clause 15**..

15. ELECTED COMMITTEE

15.1 Nomination for Committee

(a) Nominations for elected Executive Committee positions shall be called for at the same time that notice of the annual general meeting, at which an election for those positions shall take place, is given. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be determined by the Committee from time to time.

(b) Nominations for elected General Committee positions shall be called for at the same time that notice of the annual general meeting, at which an election for those positions shall take place, is given. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be determined by the Committee from time to time.

(c) Nominees for elected Committee positions must declare any position they hold in the ARL Commission, NSWRL or any District Rugby League.

15.2 Form of Nomination

Nominations must be:

(a) in writing;

(b) on the prescribed form (if any) provided for that purpose;

(c) signed by two Individual Members;

(d) certified by the nominee (who must be a Member) expressing his willingness to accept the position for which he is nominated; and

(e) delivered to the Club not less than seven (7) days before the date fixed for the annual general meeting.

15.3 Elections

(a) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.

(b) If there are insufficient nominations received to fill all vacancies on the

Committee, or if a person is not approved by the majority of Members under **clause 15.3(a)**, the positions will be deemed casual vacancies under **clause 17.1**.

(c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Committee.

(d) Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.

15.4 Term of Appointment for Elected Committee

(a) Committee members elected under **clause 15** shall be elected for a term of one (1) year. Subject to provisions in this Constitution relating to early retirement or removal of Committee members, elected Committee members shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the next immediate annual general meeting following, at which point they shall step down but remain eligible for re-election.

16. APPOINTED COMMITTEE

16.1 Appointment of Committee

The elected Committee may appoint General Committee members.

16.2 Qualifications for Appointed Committee

The appointed Committee members may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Committee composition, appointed Committee must all be Members.

16.3 Term of Appointment

(a) Appointed Committee members may be appointed by the elected Committee under this Constitution for a term of one (1) year, which shall commence from the first Committee meeting after the annual general meeting until the conclusion of the next immediate annual general meeting that follows.

17. VACANCIES ON THE COMMITTEE

17.1 Casual Vacancies

Any casual vacancy occurring in the position of the Committee may be filled by the remaining Committee members from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Committee term under this Constitution.

17.2 Grounds for Termination of Committee

In addition to the circumstances in which the office of a Committee member becomes vacant by virtue of the Act, the office of a Committee member becomes vacant if the member:

(a) dies;

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally;

(c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;

(d) resigns his office in writing to the Club;

(e) has been charged, by a police or law enforcement authority having requisite power and jurisdiction, with or convicted of any offence whatsoever relating to or concerning a child or a minor;

(f) is absent without the consent of the Committee from meetings of the Committee held during a period of three months;

(g) holds any office of employment with the Club without the approval of the Committee;

(h) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest;

(i) in the opinion of the Committee (but subject always to this Constitution):

(i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club; or

(i) has brought the Club into disrepute; or

(j) is removed by Special Resolution.

17.3 Committee May Act

In the event of a casual vacancy or vacancies in the office of a Committee member or members, the remaining Committee may act. However, if the number of remaining Committee is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee to a number sufficient to constitute a quorum.

18. MEETINGS OF THE COMMITTEE

18.1 Committee to Meet

The Committee shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. A Committee member may at any time convene a meeting of with reasonable notice to other Committee members.

18.2 Decisions of Committee

Subject to this Constitution, questions arising at any Committee meeting shall be decided by a majority of votes and a determination of a majority of Committee members shall for all purposes be deemed a determination of the Committee. All Committee members shall have one vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.

18.3 Electronic Meetings and Resolutions Not in Meeting

(a) A Committee meeting or General Meeting may be held where members are not physically present, provided that all persons participating can communicate with each other effectively, simultaneously, and instantaneously via technology (including teleconferencing, web-based conferencing platforms, or digital portals).

(b) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a Committee meeting may be held where one or more of the Committee members is not physically present at the meeting, provided that:

(i) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.

(ii) Notice of the meeting is given to all the Committee members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution. The notice will specify that Committee are not required to be present in person.

(iii) If a failure in communications prevents **clause 18.3(b)(i)** from being satisfied by the number of Committee members which constitutes a quorum, and none of such Committee members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until **clause 18.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.

(iv) Any meeting held where one or more of the Committee members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Committee member is there present. If no Committee member is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

18.4 Quorum

At Committee meetings the number of Committee members whose presence is required to constitute a quorum is five (5).

18.5 Notice of Committee Meetings

Unless all Committee members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than three (3) days notice of the Committee meeting shall be given to each Committee member. The agenda shall be forwarded to each Committee member not less than two (2) days prior to such meeting.

18.6 Chairperson

The Committee shall appoint a chairperson from among its number. The chairperson shall be the nominal head of the Club and will act as chair of any Committee meeting or General Meeting at which he is present. If the chairperson is not present, or is unwilling or unable to preside at a meeting the remaining Committee shall appoint another Committee member to preside as chair for that meeting only.

18.7 Conflict of Interest

A Committee member shall declare his/her interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He/she shall, unless otherwise determined by the Committee, be absent from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee. If this is not possible, the matter shall be adjourned or deferred.

18.8 Disclosure of Interests

(a) The nature of the interest of a Committee member must be declared at the Committee meeting at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next Committee meeting. If a Committee member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Committee member becomes interested.

(b) All disclosed interests must also be disclosed to each annual general meeting in accordance with the Act.

18.9 General Disclosure

A general notice stating that a Committee member is a member of any specified firm or company and that he/she is 'interested' in all transactions with that firm or company is sufficient declaration under **clause 18.8**. After the distribution of the general notice, it is not necessary for the Committee member to give a special notice regarding any particular transaction with that firm or company.

18.10 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Committee member in accordance with **clauses 18.7, 18.8** and/or **18.9** must be recorded in the minutes of the relevant meeting.

19. DELEGATIONS

19.1 Committee May Delegate Functions

The Committee may, by instrument in writing, create, establish or appoint special committees, Individual officers and consultants to carry out specific duties and functions.

It will determine what powers these committees are given. In exercising its power under this clause, the Committee must take into account broad stakeholder involvement.

19.2 Delegation by Instrument

In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than:

(a) this power of delegation; and

(b) a function imposed on the Committee or the executive officer by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.

19.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

19.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under **clause 18**. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the

Committee with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Committee.

19.5 Delegation May Be Conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

19.6 Revocation of Delegation

At any time the Committee may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

20. SEAL

(a) The Club may choose to execute documents without the use of a physical Common Seal. The club may execute a document if the document is signed by two (2) authorised Committee members.

(b) If the Club retains a physical Seal, it shall not be used without the express authorisation of the Committee, and every use must be witnessed by two Committee members and recorded in the minute book.

21. ANNUAL GENERAL MEETING

(a) The Club's annual general meeting shall be held in accordance with the Act and this Constitution. It should be held on a date and at a venue determined by the Committee.

(b) All General Meetings other than the annual general meeting shall be special General Meetings and shall be held in accordance with this Constitution.

22. SPECIAL GENERAL MEETINGS

22.1 Special General Meetings May be Held

The Committee may, whenever it thinks fit, convene a special general meeting. When, but for this clause, more than fifteen months elapses between annual general meetings, the Committee shall convene a special general meeting before the expiration of that period.

22.2 Requisition of Special General Meetings

(a) The Secretary will convene a special general meeting when five per cent of Members (no less) submit a requisition in writing.

(b) The requisition for a special general meeting shall state the object(s) of the meeting, be signed by the Members making the requisition and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

(c) If the Committee does not cause a special general meeting to be held one month after the date in which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene a special general meeting to be held no later than three months after that date.

(d) A special general meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Committee.

23. NOTICE OF GENERAL MEETING

(a) Notice of every General Meeting shall be given to every Life Member and Individual Member entitled to receive notice. Notice of a General Meeting must be distributed via electronic mail to the registered address provided during online registration, or by publishing the notice on the club's official digital portal, database system, or verified communication applications. The auditor and Directors shall also be entitled to receive notice of every General Meeting. This will be sent to the auditor's last known address. No other person shall be entitled, as of right, to receive notices of General Meetings.

(b) A notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.

(c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:

(i) the agenda for the meeting; and

(ii) any notice of motion received from Members entitled to vote.

(d) Notice of every general meeting shall be given in the manner authorised in **clause 37**.

24. BUSINESS

(a) The business to be transacted at the annual general meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee under this Constitution and the appointment of the auditors.

(b) All business that is transacted at a general meeting and at an annual general meeting, with the exception of those matters set down in **clause 24(a)**, shall be special business.

(c) No business other than that stated on the notice for a general meeting shall be transacted at that meeting.

25. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the Club no less than thirty-five days (excluding receiving date and meeting date) prior to the general meeting.

26. PROCEEDINGS AT GENERAL MEETINGS

26.1 Meetings

General Meetings may be held at two or more venues using any Technology that gives the club's members as a whole a reasonable opportunity to participate. A member who participates in a General Meeting using this technology is taken to be present at the meeting and, if the member is entitled to vote, is taken to be able to vote.

26.2 Quorum

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum of ten (10) Members must be present either in person or connected simultaneously via designated digital Technology at the time when the meeting proceeds to business.

26.3 Chairperson to Preside

(a) The chairperson of the Committee shall, subject to this Constitution, preside as chair at every general meeting except:

(i) in relation to any election for which the chairperson is a nominee; or

(ii) where a conflict of interest exists.

(b) Caretaker Election Protocol: During the election of Committee positions at an Annual General Meeting, the sitting Chairperson must vacate the chair. The meeting must be handed over to an appointed, independent Returning Officer (who is not standing for any position) to formally conduct the voting and declare the results, after which the newly elected President shall assume the chair.

26.4 Adjournment of Meeting

(a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the chairperson. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

(b) The chairperson may, with the consent of any 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. 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) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(d) Except as provided in **clause 26.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

26.5 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

(a) the chairperson; or

(b) a simple majority of the Members.

26.6 Recording of Determinations

Unless a poll is demanded under **clause 26.4**, the chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Club's book of proceedings.

26.7 Where Poll Demanded

If a poll is duly demanded under **clause 26.4** it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

27. VOTING AT GENERAL MEETINGS

27.1 Members Entitled to Vote

Each Individual Member shall be entitled to one vote at General Meetings. No other Member shall be entitled to vote but shall, subject to this Constitution, have and be entitled to exercise those rights set out in **clause 5.1**.

27.2 Chairperson May Exercise Casting Vote

Where voting at General Meetings is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote the motion will be lost.

27.3 Proxy Voting

(a) Proxy voting shall not be permitted at all General Meetings.

(b) Technology-assisted voting, including electronic ballots, secure online voting systems, or email voting, is expressly permitted for both ordinary resolutions and Special Resolutions, provided the method used ensures the integrity, verification, and security of the votes cast as determined by the Committee.

27.4 Postal Voting

No motion shall be determined by a postal ballot unless determined by the Committee. If the Committee so determines, the postal ballot shall be conducted under the procedures set by the Committee from time to time.

28. GRIEVANCE PROCEDURE

(a) The grievance procedure set out in this rule applies to disputes under these rules between a Member and:

(i) another Member; or

(ii) the Club.

(b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.

(c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent tribunal established by NSWRL in accordance with the procedures determined by NSWRL from time to time.

(d) The Committee may prescribe additional grievance procedures in the Regulations consistent with this **clause 28**.

29. RECORDS AND ACCOUNTS

29.1 Records

The Club shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Club and the Committee). It shall produce these as appropriate at each Committee or general meeting.

29.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The books of accounts shall be kept in the care and control of the Treasurer.

29.3 Committee to Submit Accounts

The Committee shall submit the Club's statements of account to the Members at the annual general meeting in accordance with this Constitution and the Act.

29.4 Accounts Conclusive

The statements of account, when approved or adopted by an annual general meeting, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

29.5 Accounts to be Sent to Members

The Secretary shall cause to be sent to all persons entitled to receive notice of annual general meetings in accordance with this Constitution, a copy of the statements of account, the Committee's report, the auditor's report and every other document required under the Act (if any).

29.6 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Committee members or in such other manner as the Committee determines.

30. AUDITOR

The Club's financial reporting and audit requirements are the requirements prescribed by Part 5 of the Act, on the basis of whether the Club is a Tier 1 association or a Tier 2 association (as each of those terms is defined in the Act).

31. INCOME

31.1 Income and property of the Club shall be derived from such sources as the Committee determines from time to time.

31.2 The income and property of the Club shall be applied solely towards the promotion of the Objects.

31.3 Except as prescribed in this Constitution or the Act:

(a) 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 to any Member.

(b) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.

31.4 Payment in good faith of or to any Member can be made for:

(a) any services actually rendered to the Club whether as an employee, director or otherwise.

(b) goods supplied to the Club in the ordinary and usual course of operation.

(c) interest on money borrowed from any Member.

(d) rent for premises demised or let by any Member to the Club; or

(e) any out-of-pocket expenses incurred by a Member on behalf of the Club.

Nothing in **clauses 31.2 or 31.3** preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

32. WINDING UP

(a) Subject to this Constitution the Club may be wound up in accordance with the Act.

(b) The liability of the Members of the Club is limited.

(c) Every Member undertakes to contribute to the assets of the Club in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Club contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Club, such an amount not exceeding one dollar ($1.00).

33. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objects similar to those of the Club. The organisation(s) must prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Club by this Constitution. The organisation(s) is to be determined by the Members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

34. ALTERATION OF CONSTITUTION

34.1 Special Resolution

This Constitution shall not be altered, amended, or repealed except by a Special Resolution passed by the Members at a General Meeting

34.2 Notice Requirements

A resolution is passed as a Special Resolution only if:

(a) at least twenty-one (21) days' written notice of the General Meeting has been given to all Members entitled to vote; and

(b) the notice explicitly states the intention to propose the resolution as a Special Resolution and sets out the exact wording of the proposed alterations.

34.3 Voting Threshold

To be successfully passed, a Special Resolution must be supported by a majority of at least three-quarters (75%) of the votes cast by Members who are present and entitled to vote at the meeting (whether in person, via technology, or via permitted electronic voting systems).

34.4 Registration

Registration with NSW Fair Trading: Any alteration to this Constitution has no legal effect until the Public Officer formally registers the passed Special Resolution with NSW Fair Trading along with the prescribed form and fee, within 28 days of the resolution being passed.

35. REGULATIONS

35.1 Committee to Formulate Regulations

The Committee may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Club, and the advancement of the purposes of the Club and Rugby League in the Local Area. Such Regulations must be consistent with the Constitution, the rules and policies of the District Rugby League, the NSWRL, and the ARL Commission, and any policy directives of the Committee.

35.2 Regulations Binding

All Regulations are binding on the Club and all Members.

35.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Club in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.

35.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the Committee and prepared and issued by the Club. The Club shall take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding on all Members.

36. STATUS AND COMPLIANCE OF CLUB

36.1 Recognition of Club

The Club is a Member of or affiliated to the District Rugby League, and the District Rugby League is the entity responsible for the organisation of Rugby League in the Local Area. The Club recognises the jurisdiction of the District Rugby League and the NSWRL.

36.2 Constitution of the Club

This Constitution will clearly reflect the Objects of the region and state bodies for Rugby League and will conform to the Constitutions of those bodies, subject always to the Act.

36.3 District Rugby League and NSWRL

The Club may not resign, disaffiliate or otherwise seek to withdraw from its district and/or state body without approval by Special Resolution.

37. NOTICE

(a) Notices may be given by the Club to any person entitled under this Constitution to receive any notice. The notice can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the Member's registered address or facsimile number or electronic mail address. In the case of a delegate, the notice can be sent to the last recorded address, facsimile number or electronic mail address.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.

(c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

(d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

38. PATRONS AND VICE PATRONS

(a) The Club at its Annual General Meeting may appoint annually on the recommendation of the Committee a chief patron and such number of patrons as it considers necessary, subject to approval of that person or persons.

(b) The role of the chief patron and other such patrons is ceremonial in nature, with the person or persons filling any such role having no other power under this Constitution, unless they also fill any other role(s) as set out in the Constitution at that same time.

39. INDEMNITY

(a) Every Committee member of the Club will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.

(b) The Club shall indemnify its Committee members against all damages and losses (including legal costs) for which any such Committee member may be or become liable to any third party in consequence of any act or omission, except willful misconduct:

(i) in the case of a Committee member, performed or made while acting on behalf of and with the authority, express or implied, of the Club