

**CORPORATIONS ACT 2001**

**COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION OF**

**CARINA JUNIOR RUGBY LEAGUE CLUB LIMITED**

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## 1. PRELIMINARY

- (a) In this Constitution unless the contrary intention appears:
- 'ACT'** means the *Corporations Act 2001 (Cth)*;
- 'ARLC'** means the Australian Rugby League Commission Limited ACN 003 107 293.
- 'AUDITOR'** means the Company's auditor;
- 'BOARD'** means all or some of the Directors acting as a board, and includes the Chairperson and Vice Chairperson;
- 'BOARD MEETING'** means a meeting of the Board convened pursuant to Clause 37(a);
- 'CHAIRPERSON'** and **'VICE-CHAIRPERSON'** means the persons elected to the title and position of Chairperson and Vice-Chairperson respectively of the Company in accordance with Clause 29(a);
- 'CLUB'** means the Carina Junior Rugby League Club Limited;
- 'CODE OF CONDUCT'** means the code of ethics and behaviour required of Officials, Players and participants in the Game as determined in writing from time to time;
- 'COMPANY'** means the Carina Junior Rugby League Club Limited, a company limited by guarantee;
- 'CONSTITUTION'** means the constitution of the Company as amended from time to time;
- 'CORPORATIONS ACT'** means the Corporations Act 2001 (Cth) and/or any statutory modification amendment or re-enactments for the time being in force or any later Act relating to companies and for the time being in force in lieu thereof in the place of incorporation of the QRL and a reference to a particular provisions of the Corporations Act is a reference to that provision as so modified, amended or re-enacted or contained in any such later Act.
- 'DIRECTOR'** means any person occupying the position of the Company, including where appropriate an Alternate Director;
- 'DIRECTORS'** means all or some of the Directors and includes the Board;
- 'GAME'** means the organisation, administration of and participation in the game of Rugby League Football conducted throughout the State of Queensland and any other jurisdiction that the ARLC may delegate from time to time. This reference includes all formal codes, policies and procedures adopted and implemented by the governing bodies, namely the ARLC and/or the QRL including the Rules.
- 'INITIAL BOARD'** means the Board referred to in Clause 28;
- 'JURISDICTION'** when used in relation to the Company means the approximate geographic area referred to in Clause 2(a)(ii) and the extent or range of the Company's lawful authority and control over Organisations or persons, as the case may require;

**'OFFICE'** means the Company's registered office;

**'QRL'** means Queensland Rugby Football League Limited ACN 009 878 013.

**'RULES'** means the Rules of the QRL, approved and adopted from time to time by the Board of Directors of the QRL;

**'REGISTER'** means the register of Members of the Company;

**'REGISTERED ADDRESS'** means the last known address of a Member as noted in the Register;

**'SECRETARY'** means any person appointed by the Directors to perform any of the duties of a Secretary of the Company;

**'TREASURER'** means any person appointed by the Directors to perform any of the duties of a treasurer of the Company;

- (b) In this Constitution, unless the contrary intention appears:
- (i) the singular includes the plural and vice versa and words importing a gender include other genders;
  - (ii) words importing natural persons include corporations;
  - (iii) words and expressions defined in the Act have the same meaning in this Constitution;
  - (iv) headings are for ease of reference only and do not affect the construction of this Constitution; and
  - (v) a reference to the Act is a reference to the Act as modified, amended or re-enacted from time to time.
- (c) An expression in a provision of the Constitution has the same meaning as in a provision of the Act that deals with the same matter as the provision, unless the contrary intention appears in this Constitution.
- (d) To the extent permitted by law, the replaceable rules in the Act do not apply to the Company.

## 2. OBJECTS

- (a) The objects for which the Company is established are:
- (i) To encourage, foster and promote Rugby League and to do all things necessary or desirable in the interests of the Game;
  - (ii) To adopt and enforce the Laws of the Game in its Jurisdiction which is the Carina area;
  - (iii) To comply with the Game and objects relating to the administration and playing of Rugby League;
  - (iv) To provide governance and control of, and regulatory and disciplinary procedures, for the Game, including all organisations, officials, players and spectators associated with Rugby League under its jurisdiction and to enforce the same by suspension, expulsion, disqualification or the imposition of any

such sanction as the Company may regard as appropriate;

- (v) To seek sponsorship, corporate backing, grants and other funding or contributions for the benefit of the Company and to assist Members to do likewise;
  - (vi) To acquire, develop, own, take on licence, protect and commercialise all intellectual property relating to the Company and to assist Members to do likewise for the benefit of the Company.
- (b) Each of the above objects constitutes a separate object of the Company and no such object may be construed by a reference to any other such object.

### **3. POWERS**

- (a) The Company has the legal capacity and powers of a Company limited by guarantee under the Act in furtherance of its objects;
- (b) The Company may do all such acts, deeds, matters and things and to enter into and make such arrangements as are necessary for, incidental or conducive to the attainment of the objects of the Company or any of them;
- (c) The Company may make, promulgate, enforce or adjudicate on policies, procedures, rules, regulations, and by-laws to attain its objects;
- (d) In furtherance of its objects the Company may establish, promote or assist in establishing or promoting and to subscribe to, become a member of, co-operate with or amalgamate with any association or organisation, whether incorporated or not, the objects of which are similar in whole or in part to those of the Company provided that the Company must not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as those imposed on the Company pursuant to Clause 3 of this Constitution; and
- (e) The Company has all the powers of an individual.

### **4. INCOME AND PROPERTY OF THE COMPANY**

- (a) The income and property of the Company will only be applied towards the promotion of the sport of Rugby League and in accordance with the objects of the Company.
- (b) No income or property will be paid or transferred directly or indirectly to any member except for payments to a Member:
  - (i) In return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
  - (ii) Of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent by the Member to the Company.

### **5. PAYMENTS TO DIRECTORS**

- (a) No payment will be made to any Director of the Company other than the payment of:
- (b) Out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;

- (c) Any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
- (d) Any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company and are commercially reasonable in the circumstances; and
- (e) An insurance premium in respect to a contract insuring a director to which subsection 212(1) of the Act refers or the provision of a financial benefit to a director to which subsection 212(2) of the Act refers.

## **6. MEMBERSHIP**

6.1 The Members of the Company shall consist of:

- (i) Ordinary Members;
- (ii) Parent Member;
- (iii) Senior Player Member;
- (iv) Senior Player Voting Member;
- (v) Honorary Life Members.

The Secretary must maintain the Register which must contain a separate list of each category of Member shown in Clause 6.1 together with the relevant voting rights of that Member for the current financial year.

## **7. MEMBERSHIP | PROCESSES**

### **7.1 General**

- (a) In accordance with and subject to the provisions of this Constitution the number of Members of the Company shall be unlimited.
- (b) Any person over the age of 18 is able to apply for membership of the Company.
- (c) A person who becomes a Member of the Company agrees to comply with provisions of this Constitution and any Rules which are made thereunder.

### **7.2 Form of Application**

- (a) An application for membership must be:
  - (i) In writing in a form approved by the Company and maintained by the Secretary;
  - (ii) Signed by the applicant; and
  - (iii) Accompanied by any other documents or evidence as to the qualifications for membership which the Company may require.

## **8. MEMBERSHIP | CLASSES**

### **8.1 Ordinary Members**

Ordinary Membership is available to any person who meets the requirements set out

in clause 7.1.

#### **8.2 Parent Members**

Parent Membership is available to any parent of a child playing for the Club in that year. Once a child ceases playing for the Club, the membership of the parent shall cease.

#### **8.3 Senior Player Member**

Senior Player Member is available to any person over the age of 18 years who plays football for the Club.

Commented [ML1]: If you wish to delete the word open that is fine.

#### **8.4 Senior Player Voting Member**

Senior Player Voting Membership is available for any person over the age of 18 years who plays in open football for the Club and pays an additional membership fee than Senior Player member.

#### **8.5 Honorary Life Members**

- (a) The titles and positions of Honorary Life Members will be conferred on individual persons approved by the Board as worthy appointees. No applications shall be received in respect of these positions.
- (b) Notice of nomination shall be signed by the Representatives of at least three (3) Members of the Club and shall be given to the Club.
- (c) The Board of Directors shall create a subcommittee to include Honorary Life Members to review nominations for Honorary Life Membership and to make nominations for the benefit of the Board.
- (d) The Board of Directors shall consider at such meeting of the Board of Directors as time shall require preceding the General Meeting of the Club each such nomination. The Board of Directors may select one nominee and if the nominee agrees in writing to become an Honorary Life Member, his name shall be submitted to the next General Meeting provided however that the Directors shall not be required to approve or submit to the Club any nominees in their absolute discretion.
- (e) Any nominee shall be declared elected only by special resolution of the Club. Upon election the name of the person elected shall be entered into a register of Honorary Life Members.
- (f) Nominations shall be made no later than seven (7) days prior to the General Meeting.

### **9. MEMBERSHIP | SUBSCRIPTIONS**

- (a) The Board may determine with complete discretion the entrance fee and annual subscription fee payable by each category of Member.
- (b) Entrance fees and annual subscriptions fees are not payable by Honorary Life Members.
- (c) The annual subscription fee period will commence on the 1st day of the Company's financial year and the annual subscription fees will be due and payable by each Member to the Company on that day.
- (d) The Board may determine that any Member admitted to membership in the second



half of any subscription period will pay only one-half of the annual subscription until that Member's next annual subscription falls due.

- (e) If Member does not pay a subscription by the 15th November in each year the Board:
  - (i) may give the Member written notice of the fact; and
  - (ii) if the subscription remains unpaid twenty-one (21) days from the date of that notice, the Board may notify the Member in writing that the Member's membership is suspended until the Member's subscription arrears have been paid, and that the Member's voting rights have been suspended pursuant to Clause 23.

#### 10. MEMBERSHIP | VOTING RIGHTS

- (a) Ordinary Member's shall be entitled to be heard and to cast a vote on each resolution at a general meeting and to nominate persons and for election as a Director.
- (b) Honorary Life Members shall be entitled to be heard and to cast a vote on each resolution at a general meeting and to nominate persons for election as a Director and be elected as a Director.
- (c) Parent Members shall be entitled to be heard and to cast a vote on each resolution at a general meeting and to nominate persons for election as a Director and be elected as a Director.
- (d) Senior Player Member do not have a right to vote and don't have the right to be heard or to nominate persons or be nominated for election as a Director.
- (e) Senior Player Voting Member shall be entitled to be heard and to cast a vote on each resolution at a general meeting and to nominate persons for election as a Director and be elected as a Director.

#### 11. MEMBERSHIP | CEASING TO BE AN MEMBER

- (a) A Member will cease to be a Member of the Company:
  - (i) If the Member gives the Secretary written notice of its intention to resign from membership of the Company, from the date of receipt of that notice by the Secretary;
  - (ii) If the Board at a general meeting of the Company resolve to terminate the membership of a Member whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company.
- (b) If the Member's entrance fee or annual subscription are in arrears for more than sixty (60) days;
- (c) Any Member that ceases to be a Member pursuant to this clause:
  - (i) Will not be entitled to any refund (or part refund) of a subscription; and
  - (ii) Will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member.

**Commented [pb2]:** What about suspensions. Does the member have the right of appeal and if so what is the process?

**Commented [ML3]:** This clause relates to termination of a member. It doesn't relate to suspension of a member. It doesn't provide for any right of appeal. Discipline and Appeals committees are as per clause 42(g) and (h).

#### 12. MEMBERSHIP | CEASING TO BE AN HONORARY LIFE MEMBER

- (a) An Honorary Life Member will cease to be an Honorary Life Member if the Honorary

Life Member:

- (i) Dies;
- (ii) Gives the Secretary written notice of the Honorary Life Member's intention to resign from membership of the Company, such resignation taking effect from the date of receipt by the Secretary of such notice;
- (iii) Is convicted of an indictable offence or is guilty of conduct which in the opinion of the Board is prejudicial to the interests of the Company and Game and a majority of the Directors present and voting at a meeting of the Board by resolution terminate the Honorary Life Member's membership.

### 13. GENERAL MEETINGS | CONVENING GENERAL MEETINGS

- (a) The Board or a Director (in accordance with section 249C of the Act) may, at any time, call a general meeting;
- (b) A Member may;
  - (i) Only request the Directors to convene a general meeting in accordance with section 249D of the Act provided that the relevant percentage in section 249D(1)(a) shall be 5%; and
  - (ii) Not convene or join in convening a general meeting except under section 249E or 249F of the Act;
- (c) The Company must hold an annual general meeting at least once in each calendar year and within two (2) months after the end of its financial year.

### 14. GENERAL MEETINGS | NOTICE OF GENERAL MEETING

- (a) Subject to the provisions of the Act allowing General Meetings to be held with shorter notice, at least twenty-one (21) days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) must be given to Members of any General Meeting.
- (b) A notice convening a General Meeting:
  - (i) Must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
  - (ii) Must state the general nature of the business to be transacted at the meeting; and
  - (iii) May specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- (c) A notice of an Annual General Meeting need not state that the business to be transacted at the meeting includes:
  - (i) The consideration of the annual financial report, Directors reports and Auditor's report;
  - (ii) The election of Directors.
- (d) The Board may postpone or cancel any General Meeting whenever they think fit

**Commented [pb4]:** Can this be changed to 20 members as 25% could be 250 members.

**Commented [ML5]:** The correct percentage here is 5%. I am not sure where 25% has come from. It was in your initial draft. It is a typo.

**Commented [pb6]:** Change to two months to abide by QRL rules

**Commented [ML7]:** You can amend this to two months if you wish but it gives very little time for the audit to be completed.

(other than a meeting convened as the result of a request under Clause 13(b).

- (e) The Board must give notice of the postponement or cancellation to all persons entitled to receive notices from the Company
- (f) The failure or accidental omission to send a notice of a General Meeting to any Member or the non-receipt of a notice by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

#### 15. PROCEEDINGS AT GENERAL MEETINGS

- (a) In relation to voting and proceedings at general meetings, Member includes a Member present in person or by proxy;

Commented [ML8]: You can withdraw attorney, given that you have proxies it really doesn't make any difference.

#### 16. PROCEEDINGS AT GENERAL MEETINGS | QUORUM

- (a) No business may be transacted at a general meeting unless a quorum of Member is present when the meeting proceeds to business
- (b) A quorum of Member consists of twenty (20) Members entitled to vote listed on the Register.
- (c) If a quorum is not present within thirty (30) minutes after the time appointed for a meeting:
  - (i) If the meeting was convened on the requisition of one or more Members or Directors, it is automatically dissolved; or
  - (ii) In any other case:
    - (A) It will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Board; and
    - (B) If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting, the meeting is automatically dissolved.

#### 17. PROCEEDINGS AT GENERAL MEETINGS | CHAIRPERSON

- (a) The Chairperson, or in the Chairperson's absence the Vice-Chairperson, will be the chairperson at every general meeting.
- (b) If the Chairperson and Vice-Chairperson are not present or are unwilling to act as chairperson, the Directors present may elect a chairperson.
- (c) If no election is made pursuant to 17(b), then:
  - (i) The Members may elect one of the Directors present as chairperson; or
  - (ii) If no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson
- (d) If there is a dispute at a General Meeting about a question of procedure, the Chairperson may determine the question.

**18. PROCEEDINGS AT GENERAL MEETINGS | ADJOURNMENT**

- (a) The chairperson of a General Meeting at which a quorum is present:
  - (i) In his or her discretion may adjourn a General Meeting with consent of a majority of the Members present at the General Meeting; and
  - (ii) Must adjourn a General Meeting if a majority of the Members directs the chairperson so to do.
- (b) An adjourned General Meeting may take place at a different venue to the initial General Meeting.
- (c) The only business that can be transacted at an adjourned General Meeting is the unfinished business of the initial General Meeting.
- (d) Notice of an adjourned General Meeting must only be given in accordance with Clause 14(a) if a General Meeting has been adjourned for more than twenty one (21) days.

Commented [pb9]: Should Delegates be replaced by Members?

Commented [ML10]: The word Delegate should be Members. This was in the original draft we received.

**19. PROCEEDINGS AT GENERAL MEETINGS | DECISIONS OF QUESTIONS**

- (a) Subject to the Act in relation to special resolutions and subject to, a resolution is carried if a majority of the votes cast are in favour of the resolution.
- (b) A resolution put to the vote of a General Meeting is decided on a show of hands unless a poll is demanded, before or on the declaration of the result of the show of hands, by
  - (i) The chairperson; or
  - (ii) At least two Members entitled to vote on the resolution.
- (c) Unless a poll is demanded:
  - (i) A declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
  - (ii) An entry to that effect in the minutes of the general meeting,

Are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- (d) The demand for a poll may be withdrawn.
- (e) A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

**20. PROCEEDINGS AT GENERAL MEETINGS | TAKING A POLL**

- (a) A poll will be taken when and in the manner that the chairperson directs.
- (b) The result of the poll will be the resolution of the general meeting at which the poll was demanded.
- (c) The chairperson may determine any dispute about the admission or rejection of a vote.
- (d) The chairperson's determination, if made in good faith, will be final and conclusive.

- (e) A poll demanded on the election of the chairperson or the adjournment of a meeting must be taken immediately.
- (f) After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

#### 21. PROCEEDINGS AT GENERAL MEETINGS | CASTING VOTE

- (a) In the event of a deadlock of Members on a resolution of a general meeting, the chairperson of the general meeting shall have a casting vote.

Commented [pb11]: Shouldn't the chair have the casting vote.

#### 22. PROCEEDINGS AT GENERAL MEETINGS | OFFENSIVE MATERIAL

- (a) A person may be refused admission to, or required to leave and not return to, a general meeting if the person:
  - (i) Refuses to permit examination of any article in the person's possession; or
  - (ii) Is in possession of any object or device, which the chairperson considers to be dangerous, offensive or liable to cause disruption to the general meeting.

Commented [ML12]: The issue of whether or not a chairman should have a casting vote is open. It can be either, but generally it does not give the chairman a casting vote.

#### 23. MEMBERS | ENTITLEMENT TO VOTE

- (a) A Member is not entitled to vote at a general meeting if a notice has been issued to the Member under Clause 8(e)(i) or the Member's annual subscription remains in arrears at the date of the general meeting.

Commented [pb13]: Should these be combined?

Commented [ML14]: Yes I would think it should be combined.

#### 24. VOTES BY PROXY

- (a) If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may vote on a show of hands.
- (b) A proxy may demand or join in demanding a poll.
- (c) A proxy or attorney may vote on a poll.

#### 25. INSTRUMENT APPOINTING PROXY

- (a) A Delegate may appoint a proxy by a written appointment signed by the appointer or the appointer's attorney duly authorised in writing.
- (b) A proxy need not be a Delegate.
  - (i) An appointment of a proxy must comply with the requirements of the Act or be substantially in the form approved by the Board.
- (c) A proxy may vote or abstain as the proxy chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll in accordance with any instructions on the appointment.
- (d) Proxy's appointment is valid at an adjourned meeting.

#### 26. LODGMENT OF PROXY

- (a) The written appointment of a proxy or attorney must be received by the Secretary, at least forty-eight (48) hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

- (i) The time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or
  - (ii) The taking of a poll on which the appointee proposes to vote.
- (b) The company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (i) The Office;
  - (ii) A place, facsimile number or electronic address specified for that purpose in the notice of meeting.

## 27. VOTES OF MEMBER | VALIDITY

- (a) A vote cast by a Member or in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointer:
- (i) Died;
  - (ii) Became of unsound mind; or
  - (iii) Revoked the proxy or power.

Unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant meeting or adjourned meeting.

## 28. COMPOSITION OF BOARD | NUMBER OF DIRECTORS

- (a) The Board of the Company consists of seven (7) Directors, one of whom shall be nominated by Carina leagues Club Limited.
- (b) Notwithstanding Clause 29(a), from the date of incorporation of the Company until the annual general meeting next following the first complete financial year of the Company, the Initial Board shall consist of the persons set out in Schedule 1, who will hold the appropriate office or position as shown.

## 29. ELECTION AND REMOVAL OF CHAIRPERSON AND VICE CHAIRPERSON

- (a) The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be elected annually by the Board at the first Directors meeting after the Annual General Meeting and may only be removed from office for cause in similar manner;
- (b) If the position of Chairperson becomes vacant for any reason, the Vice- Chairperson or if there is no Vice-Chairperson, the longest serving Director shall act as Chairperson until a new Chairperson is elected.

## 30. ELECTION AND REMOVAL OF DIRECTORS

- (a) Any Member and the Carina Leagues Club Limited may nominate an individual for election as a Director;
- (b) All Directors must have been voting members of the Company for a minimum of 12 months prior to election or appointment as a Director;
- (c) All nominations for election as a Director must be in writing, in a form approved by the Board, signed by the nominator and seconded by another Member and lodged with

Commented [pb15]: Should Secretary and Treasurer if required be added to this?

Commented [ML16]: You could elect Secretary and Treasure if you want, but it is not required.

the Secretary;

- (d) All nominees for election as a Director must have complied with Clause 34 before being voted on at a general meeting;
- (e) The Company may by resolution passed in general meeting:
  - (i) Elect the Director; and
  - (ii) Remove the Director for cause before the end of the Director's term of office.

### **31. APPOINTMENT OF CASUAL DIRECTORS**

- (a) Subject to Clause 35(a) and Clause 30(b), the Board may appoint any person as a Director to fill a casual vacancy.
- (b) A Director appointed under Clause 31(a) will hold office until the next Annual General Meeting of the Company when the Director may be re-elected.

### **32. RETIREMENT AND RE-ELECTION OF DIRECTORS**

- (a) At each Annual General Meeting all Directors must retire from office;
- (b) A retiring Director will be eligible for re-election.

### **33. DIRECTORS | FILLING VACATED OFFICE**

- (a) When a Director retires at a General Meeting the Company must elect a person to fill the vacated office in accordance with the procedures set out in Clause 31.
- (b) If a vacated office is not otherwise filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:
  - (i) It is resolved not to fill the vacated office; or
  - (ii) The resolution for the re-election of the Director is put and lost.

### **34. DIRECTORS | NOMINATION OF DIRECTOR**

- (a) A person other than a retiring Director is not eligible for election as a Director at a general meeting unless the person, or a Member who intends to propose the person, has left at the Office a written notice signed by him or her:
  - (i) Giving the person's consent to the nomination; and
  - (ii) Stating either that the person is a candidate for such office or that the Member intends to propose the person for election.
- (b) A notice given in accordance with Clause 34(a) must be left at the Office at least seven (7) days before the relevant general meeting.
- (c) A written notice referring to all Director vacancies and each candidate for election, must be sent to all Members at least seven days before every general meeting at which an election of a Director will take place.

### **35. DIRECTORS | VACATION OF OFFICE**

- (a) The office of a Director immediately becomes vacant if the Director:

- (i) Is prohibited by the Act from holding office or continuing as a Director;
- (ii) Becomes bankrupt or makes any general arrangement or composition with his or her creditors;
- (iii) Cannot manage the Company because of his or her mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it;
- (iv) Resigns by notice in writing to the Company;
- (v) Is removed by a resolution of the Company;
- (vi) Is absent from three consecutive Directors' meetings without leave of absence from the Directors;
- (vii) Holds any unauthorised office of profit under the Company; or
- (viii) Is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Act.

### **36. POWERS AND DUTIES OF DIRECTORS**

- (a) The business of the Company is managed by the Directors acting as a Board, which may exercise all powers of the Company that this Constitution and the Act do not require to be exercised by the Company in general meeting.
- (b) Without limiting the generality of Clause 36(a), the Board may exercise all the powers of the Company to:
  - (i) Borrow money or obtain any other form of financial accommodation;
  - (ii) Charge any property or business of the Company; and
  - (iii) Give any security for a debt, liability or obligation of the Company or of any other person.
- (c) The following powers may not be exercised by the Board but are reserved for the resolution of the Company at a general meeting:
  - (i) The election of Directors;
  - (ii) The removal for cause of any Director; and
  - (iii) The amendment of this Constitution.

### **37. PROCEEDINGS OF DIRECTORS | BOARD MEETINGS**

- (a) A Director may at any time, and the Secretary must on the request of a Director, convene a Board meeting.
- (b) Notice of a Board Meeting may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.
- (c) Subject to the Act, a Board Meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (d) The Directors need not all be physically present in the same place for a Board Meeting



to be held.

- (e) Subject to Clause 40, a Director who participates in a Board Meeting held in accordance with this Constitution is taken to be present and entitled to vote at the Board Meeting.
- (f) Clause 37(b) applies to meetings of Directors' committees as if all committee members were Directors.
- (g) The Directors may meet together, adjourn and regulate Board Meetings as they think fit.
- (h) A quorum is a majority of Directors for the time being.

### **38. PROCEEDINGS OF DIRECTORS | CHAIRPERSON**

- (a) The Chairperson, or in the absence of the Chairperson the Director appointed as acting Chairperson pursuant to Clause 29(b), will act as chairperson at each Board Meeting.

### **39. PROCEEDINGS OF DIRECTORS | DECISION OF QUESTIONS**

- (a) Subject to this Constitution, questions arising at a Board Meeting are to be decided by a majority of votes of the Directors present and voting and, subject to Clause 40, each Director has one vote.
- (b) The chairperson of a meeting has a casting vote in addition to his or her deliberative vote.
- (c) An Alternate Director has one vote for each Director for whom he or she is an alternate.
- (d) If the Alternate Director is a Director, he or she also has a vote as a Director.

### **40. PROCEEDINGS OF DIRECTORS | DIRECTORS' INTERESTS**

- (a) Every Director who has a material personal interest in a matter that is to be considered at a Board Meeting:
  - (i) Must not vote on the matter or be present while the matter is being considered at the Board Meeting; and
  - (ii) Will not be counted in a quorum in relation to that matter,
    - If to do so would be contrary to the Act.
- (b) Each Director must disclose his or her material personal interests to the Company in accordance with the Act and the Secretary must record all declarations in the minutes of the relevant Board Meeting.
- (c) Voting by a Director contrary to this Clause 40, or failure by a Director to make disclosure under this Clause 40, does not render void or voidable a contract or arrangement in which the Director has a material personal interest.
- (d) A Director may join in executing in accordance with section 127 of the Act any document relating to a contract or arrangement or proposed contract or arrangement in which the Director has an interest.

**41. PROCEEDINGS OF DIRECTORS | REMAINING DIRECTORS**

- (a) The Directors may act even if there are vacancies on the Board.
- (b) If the number of Directors is not sufficient to constitute a quorum at a Board Meeting, the Directors may act only to:
  - (i) Appoint a Director to fill a casual vacancy; or
  - (ii) Convene a general meeting.

**Commented [pb17]:** What number for quorum? Should it be half the board plus 1? Should an explanation for this be added into the glossary/preliminary.

**Commented [ML18]:** Quorum as per 37(h) is the majority of directors.

**42. PROCEEDINGS OF DIRECTORS**

- (a) The Board may delegate any of its powers to:
  - (i) A committee of Directors;
  - (ii) A committee of one or more Directors and other persons;
  - (iii) A Director;
  - (iv) An employee of the Company; or
  - (v) Any other person.
- (b) A committee or person to which any powers have been delegated must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.
- (c) A committee or person to which any powers have been delegated may be authorised to sub-delegate all or any of the powers for the time being vested in it;
- (d) All committee decisions with the exception of the Judicial Committee or Judicial Appeals Committee shall be recommendations only to the Board, and are subject to the Board's acceptance, variation or rejection;
- (e) The Board must report to the Company annually on all committees so appointed;
- (f) The Board may vary the size, representation, membership or function of each committee as it sees fit from time to time;
- (g) The Board must appoint and maintain a Judicial Committee and a Judicial Appeals Committee with the composition, powers and rules of procedure to be contained in By-Laws created by the Board. Nothing in this sub-Clause will prevent the Board from varying, revoking or adding to the composition, powers and rules of procedure as may be required for the proper governance, control, regulation, discipline and management of the Game in its jurisdiction;
- (h) All Members must submit to the jurisdiction and use their best endeavours to observe, give effect to and aid extra determinations, decisions and orders of the Judicial Committee and the Judicial Appeals Committee;

**43. CIRCULAR RESOLUTIONS**

- (a) The Board may pass a resolution without a Board Meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.

- (b) Separate copies of a document may be used for signing by Directors if the wording of a resolution and statement is identical in each copy.
- (c) Any document referred to in this Clause may be in the form of a facsimile or electronic transmission.
- (d) The minutes of Board Meetings must record that a resolution was passed in accordance with this Clause.
- (e) This Clause applies to meetings of Directors' committees as if all members of the committee were Directors.

#### **44. PROCEEDINGS OF DIRECTORS | VALIDITY OF ACTS OF DIRECTORS**

- (a) If it is discovered that:
  - (i) There was a defect in the appointment, or in the continuance of the appointment, of a person as a Director, Alternate Director or member of a Directors' committee; or
  - (ii) A person appointed to one of those positions was disqualified,All acts of the Board or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

#### **45. PROCEEDINGS OF DIRECTORS | MINUTES AND REGISTERS**

- (a) The Board must cause minutes to be made of:
  - (i) The names of the Directors present at all general meetings, Board Meetings and meetings of Directors' committees;
  - (ii) All proceedings and resolutions of general meetings, Board Meetings and meetings of Directors' committees;
  - (iii) All resolutions passed by circular resolution;
  - (iv) All appointments of officers;
  - (v) All orders made by the Board and by Directors' committees; and
  - (vi) All disclosures of interests made pursuant to Clause 40.
- (b) Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- (c) The Company must keep all registers required by this Constitution and the Act.

#### **46. INSPECTION OF RECORDS**

- (a) Except as otherwise required by the Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members or Delegates other than Directors.
- (b) A Member does have the right to inspect any financial records or other documents of the Company. These financial records or other documents are not allowed to be

copied or removed from the Clubhouse unless the Member is authorised to do so by a court order or a resolution of the Board.

Commented [pb19]: Is this normal?

Commented [ML20]: The word "Delegate" should be deleted. The right to inspect documents is a matter for you. If you wish to make it more broad than this you can. Was in the original draft we received.

#### 47. NOTICES | SERVICE OF NOTICES

- (a) Notice may be given by the Company to any person who is entitled to notice under this Constitution:
- (i) By serving it on the person; or
  - (ii) By sending it by post, facsimile transmission or electronic notification to the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
  - (iii) A notice sent by post is taken to be served on the day after the day on which it was posted.
  - (iv) A notice sent by facsimile transmission or electronic notification is taken to be served on the day after its dispatch.
- (b) If a Member has no registered address a notice will be taken to be served on that Member twenty-four (24) hours after it was posted on a notice board at the Office.
- (c) A Member whose registered address is not in Australia may specify in writing an address in Australia to be taken to be the Member's registered address within the meaning of this Clause.
- (d) A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- (e) Subject to the Act the signature to a written notice given by the Company may be written or printed.
- (f) All notices sent by post outside Australia must be sent by prepaid airmail post.

#### 48. NOTICES | PERSONS ENTITLED TO NOTICE

- (a) Notice of every general meeting must be given to:
- (i) Every Member;
  - (ii) Every Director and Alternate Director; and
  - (iii) Any Auditor.
- (b) No other person is entitled to receive notice of a general meeting.

#### 49. AUDIT AND ACCOUNTS

- (a) The Board must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Act.
- (b) The Board must cause the financial records of the Company to be audited in accordance with the requirements of the Act.

#### 50. WINDING UP

- (a) If the Company is wound up:

- (i) Each Ordinary Member; and
- (ii) Each Ordinary Member that has ceased to be an Ordinary Member in the preceding year;

Undertakes to contribute to the property of the Company for the:

- (iii) Payment of debts and liabilities of the Company (in relation to Clause 56(a)(ii), contracted before the person or organisation ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (iv) Adjustment of the rights of the contributories amongst themselves,

Such amount as may be required, not exceeding the amount of twenty dollars (\$20.00).

- (b) If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to some other institution or company:
  - (i) Having objects similar to the objects of the Company; and
  - (ii) Whose constitution prohibits the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under Clause 3,

Such institutions and/or companies to be determined by the Members by majority vote at or before the winding up or dissolution, or in default of such determination, by a Court of competent jurisdiction.

## 51. INDEMNITY AND INSURANCE

- (a) To the extent permitted by law and to the extent that the officer is not indemnified by directors' and officers' liability insurance maintained by the Company, the Company indemnifies every person who is or has been an officer of the Company against any liability:
  - (i) Incurred by that person as such an officer to another person other than the Company or a related body corporate of the Company unless the liability arises out of conduct involving a lack of good faith; and
  - (ii) For costs and expenses incurred by the person as such an officer:
    - (A) In defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
    - (B) In connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Act.
- (b) The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer or auditor of the Company against a liability:
  - (i) Incurred by the person as such an officer or auditor unless the liability arises out of conduct involving:
    - (A) A wilful breach of duty in relation to the Company; or

- (B) Without limiting subclause (i) above, a contravention of Section 182 or 183 of the Act; or
- (ii) For costs and expenses incurred by the person as such an officer or auditor in defending proceedings, whether civil or criminal and whatever their outcome.
- (c) In this Clause, 'officer' means a Director, Secretary, Treasurer or Chief Executive Officer of the Company.

**52. AMENDMENT OF CONSTITUTION**

This Constitution may only be amended pursuant to a resolution passed by three- quarters of those present and voting at a general meeting of the Company.

**53. FINANCIAL YEAR**

The Financial Year of the Company shall commence on the 1st day of October in each year and shall end on the 30th day of September in that year.

**Schedule 1**

**Initial Board**

**Name**

**Position**

