

I, Simon Laurence Cook, Company Secretary, certify that this and the following 16 pages are a true and correct copy of the Constitution of Western Suburbs District Rugby League Football Club Limited as amended at the Annual General Meeting of the Company held on 26 March 2023.



Simon Laurence Cook

07/07/23

Date

CORPORATIONS ACT 2001

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

**CONSTITUTION of
WESTERN SUBURBS DISTRICT RUGBY LEAGUE FOOTBALL CLUB LIMITED
ACN 003 390 467**

NAME

- 1 The name of the Company is "Western Suburbs District Rugby League Football Club Limited".

INTERPRETATION

- 2 In this Constitution, unless the context or subject matter indicates otherwise:

"the Act" means the *Corporations Act 2001*;

"the Board" means the Board of Directors of the Company;

"the Company" means Western Suburbs District Rugby League Football Club Limited; "Director" means a Director of the Company;

"the game" means the game of Rugby League Football played in accordance with the laws laid down by the International Rugby League Board as amended to meet local requirements;

"in writing" and "written" includes any mode of representing or reproducing words, figures, drawings or symbols in a visible form.

"the Junior League" means the Western Suburbs District Junior Rugby Football League or any successor to that body, affiliated with the Company;

"the League" means the New South Wales Rugby League Limited or any such relevant body in whose competition the Company is participating in at that time;

"the Leagues Club" means Western Suburbs Leagues' Club Limited of Ashfield, New South Wales or any successor to that body;

"member" means a member of the Company and includes an ordinary member and a life member;

"playing member" means an ordinary member who is registered with the League as a player;

"the Seal" means the Common Seal of the Company;

"the Secretary" means the Secretary for the time being of the Company and any reference to the Secretary of the Company will be read so as to include a reference to the General Manager;

"special qualification" means being a nominee of the Board of the Leagues Club.

"State" means the State of New South Wales.

- 3 (a) The "replaceable rules" contained in the Act are hereby excluded and will not apply to the Company except in so far as they are repeated or contained in this Constitution.
- (b) Words or expressions in this Constitution will be interpreted in accordance with the provisions of the Act as in force from time to time.
- (c) A reference to one gender includes a reference to all genders.
- (d) Headings are included for convenience only and do not form part of this Constitution.
- 4 (a) Any question as to the interpretation of this Constitution will be referred in writing for determination by the League, whose decision will be final.
- (b) Where a provision in respect of any matter in this Constitution is inconsistent with a provision with respect to that same matter in the constitution of the League, such provision will be deemed to be invalid to the extent of the inconsistency and the provision with respect to that matter in the constitution of the League will apply.

AFFILIATION

- 5 The Company will affiliate with the League in accordance with that body's constitution.
- 6 The Company will not be dissolved or its name changed without the consent of the members in General Meeting, the League and the Board of the Leagues Club.

REPRESENTATIVE COLOURS

- 7 The representative colours of the Company will be black and white. The Board will determine from time to time the design of the players' football uniform, which design will be subject to the approval of the League.

OBJECTS

- 8 The objects for which the Company is established are:
- (a) to take over and assume the assets and liabilities of the unincorporated association known as the Western Suburbs District Rugby League Football Club and the members and elected officers thereof;
- (b) to foster, encourage, promote and control the development playing and interests of Rugby League Football within the area of the boundaries of the Company as defined from time to time in the by-laws of the League;
- (c) to aid, support, assist financially and otherwise and control Junior Rugby League Football in the area referred to in paragraph (b);
- (d) to aid, support and assist financially and otherwise the fostering and promotion of Rugby League Football in schools, both primary and secondary in the area referred to in paragraph (b);
- (e) to establish, support and maintain or aid in the establishment, support and maintenance of such other funds, whose purpose or purposes are consistent with or incidental to the principal object for which the Company has been established as set out in paragraph (b);
- (f) to establish, support, maintain, train, coach and field in Rugby League Football matches teams of Rugby League footballers and to promote the status of professional Rugby League footballers, or to assist other parties to such ends;

- (g) to enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out exercise and comply with such arrangements, rights, privileges and concessions;
 - (h) to appoint, employ, remove, suspend or terminate such managers, clerks, secretaries, employees, contractors, coaches, team officials and other persons as may be necessary or convenient for the purposes of the Company;
 - (i) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit Rugby League footballers or their dependants and to grant pensions and allowances and to make payments towards insurance;
 - (j) to invest and deal with the money of the Company not immediately required in such manner as may from time to time be thought fit;
 - (k) to borrow or raise or secure the payment of moneys in such manner and upon such terms as the Directors may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and upon any of the Company's property;
 - (l) from time to time and subject to the provisions of the Act, to make or receive gifts of any real or personal property at such times upon such terms and for such purposes as may to the Directors seem desirable;
 - (m) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
 - (n) in furtherance of the objects of the Company to purchase, sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company;
 - (o) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others;
 - (p) to foster, encourage and promote recreation and social activities of any kind for members of the Company;
 - (q) with the consent of the League to grant licences, concessions, franchises or the like conferring limited or unlimited, exclusive or non-exclusive rights to use the Company name, emblem, badge or colours and to use, exercise, develop, grant or otherwise turn to account any rights, property or information in respect of the Company for the purposes of the Company;
 - (r) to print and publish any newspapers, periodicals, books or leaflets that the Directors may think desirable for the promotion of the Company's objects;
 - (s) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.
- 9 The income and property of the Company, howsoever derived, will be applied solely towards the promotion of the objects of the Company as set forth in this Constitution; and no portion thereof will be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company. Provided that nothing herein will prevent the payment in good faith, of reasonable and proper remuneration to any officer or employee of the Company, or to any member of the Company, in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Company. Provided that

nothing in this provision will preclude honorarium to any Director in return for any services rendered to the Company.

WINDING UP

- 10 The liability of the members of the Company is limited.
- 11 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company, contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$4.00.
- 12 If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same will not be paid to or distributed among the members of the Company, but will be given or transferred to the Leagues Club to further its objects or if the Leagues Club is at that time no longer in existence, then to the League for the purpose of encouraging and promoting athletic games and athletic sports in which human beings are the sole participants within the area referred to in paragraph (b) of the Company's objects.

MEMBERSHIP

- 13 The members of the Company will be:
- (a) the subscribers to the Company's original Memorandum of Association;
 - (b) the persons who are entered in the Company's Register of Members at the date of the special resolution adopting this Constitution; and
 - (c) such other person or persons as the Board admits to membership.
- 14 In accordance with the Act, the Company will keep a record of members' names, addresses and descriptions in a Register of Members.
- 15 (a) Any person who has attained the age of 18 years will be entitled to become a member of the Company subject to this Constitution.
- (b) Membership of the Company will be in 2 categories:
- (i) life members - being persons elected to life membership in accordance with the provisions of this Constitution;
 - (ii) ordinary members - being persons who have made an application for membership and in the case of playing members whose registrations have been approved by the League.
- 16 (a) On receipt of a nomination for ordinary membership on the form prescribed, the Secretary will refer that nomination to the Board.
- (b) The Board in its absolute discretion may accept or reject any nomination for membership and in the event of rejection of a nomination will not be required to advance any reason therefor.
- (c) In the case of a nomination for playing membership, the Board will accept any such application for membership in the form of an authorised contract lodged and registered with the League by the Company.
- 17 (a) An applicant for ordinary membership of the Company will within 14 days after the date he is notified that his nomination has been approved by the Company, pay to the Company such annual subscription as is provided for by the Board and on payment of such subscription will be deemed to be a financial member of the Company for the calendar year in which that payment is made.

- (b) To maintain continuity of financial membership an ordinary member will receive notice and must, by not later than 4pm on 31st December or the last business day before the Annual General Meeting, whichever comes first, in the year following the year in which his nomination for membership is accepted and by that date in each succeeding year pay to the Company the annual subscription provided for in this Constitution.
- 18 Upon being accepted into membership of the Company, members will become entitled to all privileges membership can import in accordance with this Constitution and are bound by this Constitution and any By-laws made thereunder and the constitution and by-laws of the League.

LIFE MEMBERSHIP

- 19 (a) The following persons will be eligible for election to life membership of the Company:
- (i) a member who has completed 10 consecutive years or a total of 15 years in two or more periods in one or more of the following capacities:
- a playing member of the Company;
 - a Director;
- (ii) a person whom a majority of the Directors consider should, having regard to his service to the Company or to Rugby League in any capacity, be eligible for election.
- (b) The Board will determine any question as to eligibility for election to life membership.
- (c) Nominations for elections to life membership must be in writing and bear the signature of the proposer and seconder, who must be members.
- (d) Nominations for election to life membership must be lodged with the Secretary not later than the time prescribed by the Board.
- (e) The Directors will by simple majority select from among the nominees for life membership, those members who will be nominated at the Annual General Meeting for life membership.
- (f) The Directors will obtain the written consent of a member to be nominated for life membership at the Annual General Meeting prior to the vote being taken at the meeting.
- (g) The nominees will subject to the approval of a majority of those eligible members who are present and voting at the next Annual General Meeting, be declared elected to life membership of the Company.
- (h) Election to life membership will be limited to 2 persons each calendar year.
- 20 (a) A member elected as a life member will be presented with a suitable memento in recognition of his services to the Company and thereafter will be exempt from the payment of annual membership subscriptions to the Company.
- (b) Every life member will be entitled to and will retain all the rights and privileges of membership of the Company.

CESSATION OF MEMBERSHIP

- 21 In addition to any cessation of membership according to law, a person will cease to be a member of the Company if that person:
- (a) gives a notice in writing of his resignation from membership to the Company (such resignation will take effect from the date on which it is received by the Company);
- (b) is expelled from membership pursuant to this Constitution;
- (c) dies;
- (d) becomes bankrupt;

- (e) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (f) fails to pay to the Company the annual subscription provided for in Rule 17(b) of this Constitution.

22 Every person ceasing to be a member of the Company (whether by resignation, expulsion, being removed from the Register of Members, neglecting to pay the annual subscription or otherwise) will by reason of such cessation of membership forfeit all rights as a member of the Company.

GENERAL MEETINGS

23 A General Meeting called the Annual General Meeting will be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the Company's financial year. All general meetings other than Annual General Meetings will be called General Meetings.

- 24
- (a) Subject to the Act, the Company must give each member who is entitled to attend and to vote at a General Meeting at least 21 days written notice specifying the place, date and time for the meeting. The Company's Auditor must also receive notice of the meeting.
 - (b) A notice of a General Meeting will specify the general nature of the meeting's business and, if applicable, will set out an intention to propose a special resolution and state that special resolution.
 - (c) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court, on the application of the member concerned or any other person entitled to attend the meeting or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.
 - (d) The Company may hold a General Meeting using technology in accordance with the requirements of the Act and the provisions of this Constitution. If a General Meeting is held using technology, the notice of General Meeting must include:
 - (i) information about how members will be able to attend and/or participate in the General Meeting;
 - (ii) information about how members can vote and ask questions;
 - (iii) any other information members need to know in order to participate using the technology.
 - (e) If a General Meeting is held at more than one venue using any form of technology, including any form of technology which allows members to participate remotely from their home or other place (that is, to participate without being physically present in the same place), the contemporaneous linking together by the technology of a number of members sufficient to constitute a quorum constitutes a quorum for the purposes of Rule 26.

- 25
- (a) The Board may whenever it thinks fit call a General Meeting.
 - (b) Not less than 5% of the members of the Company who have a right to vote at General Meetings, may request the Board to call a General Meeting, in which case the Act and the following sub-paragraphs will apply:
 - (i) the request must be in writing, state any resolution to be proposed at the meeting, be signed by the members making the request and be deposited at the office;
 - (ii) separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
 - (iii) if the Board does not within 21 days from the date of deposit of the request duly proceed to call the meeting to be held not later than 2 months after the deposit,

members with more than 50% of the votes of all the members who made the request may themselves call and arrange to hold the meeting;

- (iv) any meeting called by the members must be called in the same manner or as nearly as possible as that in which meetings are called by the Board, and must be held not later than 3 months from the date of deposit of the request.
- (c) A General Meeting convened by the Board under Rule 25(a) may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.
- (d) A General Meeting called by the Board on the request of the members under Rule 25(b) may be cancelled by the Board at any time before the day of the meeting, on the request of those members. Those members must pay the expenses of the cancellation unless the Board determines otherwise.

QUORUM FOR GENERAL MEETINGS

- 26 No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum requirements are:
- (a) for a General Meeting which is called on the request of members, not less than one-fifth of all the ordinary members of the Company are to be present and entitled to vote; and
 - (b) for a General Meeting which is not called on the request of members and for an Annual General Meeting, not less than 40 members of the Company are to be present and entitled to vote.
- 27 If within 30 minutes from the time appointed for any General Meeting a quorum is not present, the meeting if called upon the request of members will be dissolved. In any other case the meeting will stand adjourned to the same day in the next week at the same time and place or to such other date, time and place as the Board may determine, but such period must be less than one month. If at the adjourned meeting a quorum is not present, the members who are present and entitled to vote will be a quorum and may transact the business for which the meeting was called.

PROCEEDINGS AT GENERAL MEETINGS

- 28 (a) The Chairman of Directors is entitled to preside as the chairman at any General Meeting. If the Chairman is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the Deputy Chairman will preside as the chairman. If the Deputy Chairman is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the Directors present will elect a Director to preside as the chairman. If a Director is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the members of the Company present will elect one of their number to preside as the chairman.
- (b) A quorum having been determined, the Chairman will call for a motion for the doors to be closed so as to commence the business of the meeting.
 - (c) If a General Meeting is held at more than one venue using any form of technology, which allows members to participate remotely from their home or other place (that is, to participate without being physically present in the same place):
 - (i) the meeting is taken to be held at the place determined by the Chairman provided that at least of one of the members present at the meeting was at the place for the duration of the meeting;
 - (ii) votes taken at the meeting must be taken by a poll, and not on a show of hands, using one or more technologies to give each person entitled to vote the opportunity to participate in the vote in real time and, where practicable, by recording their vote in advance of the meeting;
 - (iii) if the technology used for the meeting and referred to in this Rule 28(c) encounters a technical difficulty, whether before or during the General Meeting,

which results in a member not being able to participate in the meeting, the Chairman may, subject to the Corporations Act:

- (A) allow the meeting to continue; or
 - (B) adjourn the meeting either for a reasonable period of time as may be required to fix the technology or to such other date, time and location as the Chairman of the meeting considers appropriate.
- (d) For the avoidance of doubt, where the Chairman has allowed the General Meeting to continue in accordance with Rule 28(c)(iii)(A), any resolution passed at that meeting is valid.
- (e) Subject to the Act and this Constitution, the Board may from time to time make such By-Laws as it thinks necessary for the conduct of General Meetings using any form of technology.
- 29 At any General Meeting, a poll on any resolution may be demanded by the chairman of the meeting or by not less than 5 members who are entitled to vote on that resolution. In the event of an equality of votes, the chairman will have a second vote in addition to a first vote.
- 30 At any General Meeting (unless a poll is demanded or is required under Rule 28(c)(ii)), a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 31 (a) If at any General Meeting a poll is demanded, the poll must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman of the meeting directs. The result of the poll will be the resolution of the meeting at which the poll was demanded. However, a poll demanded on the election of the chairman or on a question of adjournment must be taken immediately.
- (b) A demand for a poll may be withdrawn.
- (c) In the case of any dispute as to the admission or rejection of a vote, the chairman of the meeting will determine the dispute, and such determination made in good faith will be final and conclusive.
- 32 The chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting must for all purposes be treated as having been passed on the date when it was in fact passed and must not be deemed to have been passed on any earlier date. It is not necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for one month or more, when notice of the adjourned meeting must be given as in the case of an original meeting.
- 33 Minutes of all resolutions and proceedings at General Meetings must be entered within one month of the meeting in a book provided for that purpose. Any such Minutes must be signed by the chairman of the meeting to which it relates or by the chairman of the next succeeding meeting, and if purporting to be so signed is evidence of the proceedings to which it relates.

BOARD OF DIRECTORS

- 34 The Board will consist of 7 Directors. Subject to approval in writing by the Leagues Club and the League the Company may from time to time by resolution passed at a General Meeting increase or reduce the number of Directors.
- 35 The Directors will elect a Chairman of Directors and a Deputy Chairman annually at the first Board meeting following the Annual General Meeting, which must be held within 28 days after the Annual General Meeting. Such appointment will be subject to the approval of the Leagues Club.

- 36 At the first Board meeting following the Annual General Meeting, the Directors will elect from their number all representatives to affiliated bodies.
- 37 (a) At each Annual General Meeting Directors who have reached the end of their term of office will retire from office and the required number of members will be elected as Directors for a term of office which expires on:
- (i) in the case of a Director who was a nominee of the Board of the Leagues Club as at the date of his election, the fourth succeeding Annual General Meeting; and
 - (ii) in the case of any other Director, the third succeeding Annual General Meeting.
- (b) This Rule will not apply to Associate Directors or Sponsor Directors.
- (c) A retiring Director will be eligible for re-election.
- (d) Notwithstanding other provisions in this Constitution, at all times at least 4 Directors must be persons who at the time of their election were nominated by the Board of the Leagues Club. The members of the Company must not reject as a Director any person so nominated.
- (e)
- 38 (a) The Directors may appoint one or more Associate Directors. An Associate Director will hold office for such time and be allocated such duties as the Directors may in their absolute discretion from time to time determine.
- (b) Associate Directors may, at the Chairman's invitation attend the meetings of the Board but will not have any right to receive notice of those meetings, vote at those meetings or to inspect the records of the Company.
- 39 (a) The Board, at its discretion, may at any time increase the number of Directors by appointment of a Sponsor Director, who must be a sponsor of the Company or the nominee of a sponsor of the Company, on an annual basis. The Board may reappoint the Sponsor Director on an annual basis. The Board must obtain the prior written approval of the Leagues Club before it appoints or reappoints a Sponsor Director. A Sponsor Director will automatically cease to hold office at the end of one year after being appointed or reappointed.
- (b) The Sponsor Director will have full attendance and voting rights for the period of his or her appointment.
- (c) If during the period of appointment of a Sponsor Director who is a nominee of a sponsor, that person ceases to hold office, the sponsor may nominate another person to hold that office subject to the approval of the Board and the prior written approval of the Leagues Club. The replacement Sponsor Director will hold office only for the remainder of the year during which the original Sponsor Director would have held office.
- 40 The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Company under Sections 206F or 206G of the Act;
 - (b) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Company;
 - (c) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) is absent from meetings of the Board for three (3) consecutive meetings of the Board without approved leave of absence from the Board;
 - (e) resigns from office by notice either orally to the Board or in writing to the Company;

- (f) becomes prohibited from being a Director by reason of any order made under the Act or other statute;
- (g) ceases to be a member entitled to hold office on the Board;
- (h) having held the special qualification at the time of last being elected to the Board, ceases to hold the special qualification and there is not, as a consequence of that cessation, a majority of Directors who hold the special qualification; or
- (i) ceases to be a member of the Company.

41 Where a casual vacancy occurs in the position of a Director between the date of one Annual General Meeting and the date of the next, the Directors may elect a member to fill the casual vacancy without calling a General Meeting of the Company. If the casual vacancy occurs in relation to a Director appointed in accordance with Rule 37(a), the casual vacancy must be filled by a person holding the same special qualification as in Rule 37(a).

TIMEFRAME FOR THE ANNUAL GENERAL MEETING AND THE NOMINATION OF CANDIDATES FOR ELECTION AS DIRECTOR

- 42
- (a) All members will be given due notice of when the Annual General Meeting will be held and such notice will also call for nominations for the position of Director.
 - (b) A candidate seeking election as a Director of the Company must be eligible under Rule 43 and must lodge with the Secretary of the Company a written nomination on the prescribed form signed by one person eligible to vote at the Annual General Meeting and also signed by the candidate.
 - (c) The Secretary must receive all written nominations for Director by the closing time and date specified in the notice.
 - (d) If the prescribed numbers of candidates for the positions of Directors are not nominated, those so nominated will be declared elected and additional nominations for the remaining positions may, with the consent of the nominee or nominees, be made at the meeting. If there are only the requisite number nominated then the persons nominated will be deemed to have been duly elected to that office. If there are more nominations than the prescribed number of vacancies then an election will take place in accordance with this Constitution.
 - (e) At least 21 days before the date fixed for the Annual General Meeting, all financial members will receive a package which will include the Annual Report with the audited financial reports and to those members who are entitled to vote, an authorised postal ballot paper initialled by the Returning Officer and a prepaid envelope addressed to the Returning Officer.
 - (f) The Annual Meeting will take place, if practicable, in the latter part of December in each year.

ELIGIBILITY TO VOTE AND STAND FOR OFFICE

- 43
- (a) No playing member or active graded referee will be eligible to stand for election to the Board of the Company unless the nomination of that person for the purposes of such election is accompanied by a request that if successful at such election his name be removed from the list of registered players of the Company or the list of active graded referees published by the League, as the case may be.
 - (b) The following persons only will be entitled to vote at any General Meeting of the Company and to be nominated for election as a Director:
 - (i) life members of the Company;
 - (ii) ordinary members of the Company who have paid the annual subscription or are deemed to have paid the annual subscription for that year and for the preceding 2 years;

- (iii) persons deemed to be members of the Company by virtue of the provisions of this Constitution;
- (iv) ordinary members of the Company who before becoming ordinary members were active graded referees and who have become ordinary members in the year in which the meeting is held or in either of the preceding 2 years, provided that they have in each of those years either been an active graded referee or have paid to the Company the annual subscription for each of those years.

METHOD OF VOTING FOR ELECTION OF DIRECTORS

- 44
- (a) Voting will be by postal ballot to be conducted prior to the date of the Annual General Meeting in accordance with Rule 42. All postal votes are to be received by the Returning Officer in the prepaid envelope provided by the last mail 7 days prior to the Annual General Meeting.
 - (b) For an election of Directors, the method of voting will be that votes to the number of positions to be filled will be counted as primary votes. After primary votes have been counted that number of candidates, corresponding to the record of vacancies to be filled, with the greatest number of primary votes will be declared elected in order of the number of votes received.
 - (c) If after the application of procedures referred to in paragraph (b), 2 or more candidates are credited with an equal number of votes and it is necessary to determine who is or are to be elected, the Returning Officer will place the names of those candidates in a container and determine by draw from that container the name or names of the successful candidate or candidates.

RETURNING OFFICER

- 45
- (a) For the purposes of the conduct of any elections or polls provided for in this Constitution the Board shall appoint a person to act as a Returning Officer and such other person or persons as it deems fit to assist him.
 - (b) The Returning Officer will conduct the election in accordance with this Constitution.

SCRUTINEERS

- 46
- For the purposes of the conduct of any elections provided in the Constitution the nominees for election may appoint a Scrutineer. One per nominee to be present during the opening and the counting of votes at a time and place stipulated by the Returning Officer.

VOTING

- 47
- (a) For the purposes of this Constitution in the conduct of any ballot other than the election of Directors, each member eligible to vote at any General Meeting shall have one vote and may vote in person or by proxy.
 - (b) An instrument appointing a proxy:
 - (i) shall be in writing under the hand of the Appointer duly authorised in writing;
 - (ii) may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
 - (iii) shall be deemed to confer authority to demand or join in demanding a poll.
 - (c) These procedures will be subject to the provisions of the Act.

POWERS AND DUTIES OF THE DIRECTORS

- 48
- The business of the Company will be managed by the Board, which may exercise all such powers of the Company other than powers required by the Act or this Constitution to be exercised by the Company in General Meeting.

- 49 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge the Company's property or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company.
- 50 The Board will have power to make, vary and rescind By-laws not inconsistent with the provisions of this Constitution or the constitution of the League for the purpose of carrying out the objects of the Company.
- 51 All cheques, promissory notes, draft, bills of exchange and other negotiable instruments, and all other receipts for money paid to the Company, will be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Directors may from time to time determine.
- 52 (a) The Directors must cause Minutes to be made:
- (i) of all appointments of officers and employees; and
 - (ii) of the names of the Directors present at all meetings of the Company and of the Directors.
- (b) The Minutes must be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

PROCEEDINGS AT MEETINGS OF THE DIRECTORS

- 53 (a) The Board may meet together for the transaction of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (b) The Chairman of Directors at any time may call a meeting of the Board. The Secretary upon the request of a Director must call a meeting of the Board. Unless the Board otherwise determines, each meeting of the Board will be called with at least 7 days' notice to each Director.
- (c) A meeting of the Board may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw his consent within a reasonable period before the meeting.
- (d) At meetings of the Board a quorum will be 4 Directors, excluding Associate Directors (if any) and Sponsor Directors (if any).
- (e) At all meetings of the Board the Chairman of Directors will act as the chairman. If at any meeting of the Directors the Chairman of Directors is not present or is unwilling or unable to act, then the Deputy Chairman will take the chair. If the Deputy Chairman is not present or is unwilling or unable to act, then a Director elected by the meeting will take the chair.
- 54 Subject to this Constitution, questions arising at any meeting of the Directors will be decided by a majority of the votes and a determination by a majority of the Directors will for all purposes be deemed a determination of the Directors. The chairman of the meeting will have a deliberative vote and in the event of an equality of votes will also have a casting vote.
- 55 (a) A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest, which that Director has in a matter that relates to the affairs of the Company. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract, which involves the Company.
- (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Company. The disclosure must be recorded in the Minutes of that meeting of the Board.
- (c) Without limiting the application of Section 191(2) of the Act, paragraph (b) does not apply to an interest:

- (i) which the Director has as a member of the Company and which is held in common with the other members of the Company; or
 - (ii) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Company (but only if the contract does not make the Company or a related body corporate the insurer).
- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
- (i) must not vote on the matter (or vote on a proposed resolution under paragraph (e)(i) in relation to the matter); and
 - (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph (d) does not apply if:
- (i) the Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company, and states that all other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
 - (ii) the Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.
- 56 The continuing Directors may act notwithstanding any vacancy in the Directors but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Directors, the continuing Director or Directors may act only for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company.
- 57 The Board may from time to time appoint or disband such sub-committees as it may deem necessary or expedient and may give or refer to them such of its powers and duties as it may determine. Such sub-committees will consist of at least three Directors and will periodically report their proceedings to the Board and will conduct their business in accordance with the directions of the Board. A sub-committee may co-opt a member of the Company to assist it but any co-opted person will not have any vote on that sub-committee.
- 58 All acts done by a Director or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that the Director or person so appointed was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 59 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, will be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in identical wording, each signed by one or more of the Directors.

FINANCE AND AUDIT

- 60 The financial year of the Company will commence on the first day of November and end on the last day of October in each year or, subject to the Act, be for such other period as the Board may determine.
- 61 The Board must cause proper financial records and records to be kept with respect to the financial affairs of the Company in accordance with the Act.
- 62 The financial records will be kept at the registered office or at such other place as the Board thinks fit. The Company must at all reasonable times make its financial records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act or any other statute to inspect such records.

- 63 Subject to the requirements of the Act, the Company must, within 4 months after the end of the Company's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), send or make available to each member the annual report, i.e. the auditor's, directors' and financial reports.
- 64 An Auditor must be appointed in accordance with the Act. The Auditor's duties will be regulated in accordance with the Act. The Board will fix the Auditor's remuneration.
- 65 (a) The Board will be responsible for the control and management of the funds of the Company.
- (b) The Board may delegate the day to day financial management of the Company to the Secretary who may in turn engage other officers to assist the Secretary, subject to Board approval.
- (c) The Board may from time to time authorise specified officers (including Directors) of the Company to be signatories to the accounts of the Company. There will be at least 2 signatories at any given time.
- (d) The Board may from time to time determine the amount of the annual subscription and any other money to be paid by members of the Company.

SECRETARY

- 66 The Secretary of the Company holds office on such terms and conditions, as to remuneration and otherwise, as the Board determines.

EXECUTION OF DOCUMENTS

- 67 The Board must provide for the safe custody of the Seal.
- 68 (a) The Company may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) 2 Directors; or
- (ii) one Director and the Secretary.
- (b) The Company may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) 2 Directors; or
- (ii) one Director and the Secretary.
- 69 The Company may only fix the Seal to a document after a resolution of the Board to that effect.

DISCIPLINARY PROCEEDINGS

- 70 (a) The Board has the power to reprimand, disqualify, fine, suspend from any or all privileges of membership for such period as it considers fit, expel or accept the resignation of any member of the Company, any registered player of the Company or any member of the Junior League and to remove the person's name from the Register of Members if, in its opinion, that person:
- (i) has refused or neglected to comply with any provision of this Constitution or of the By-laws; or
- (ii) is guilty of any conduct prejudicial to the interests of the Company; or
- (iii) is guilty of any conduct which is unbecoming of a member; or
- (iv) is guilty of any conduct which renders the member unfit for membership.

- (b) The Board must comply with the following procedure when exercising its powers under paragraph (a):
 - (i) A person pursuant to the provisions of paragraph (a) must be notified by the Company of any charge against that member pursuant to this Rule by notice in writing to the member at least 7 clear days before the meeting of the Board at which such charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.
 - (ii) A person pursuant to the provisions of paragraph (a) charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.
 - (iii) The voting by the Directors present at the meeting will be in that manner as is decided by the Board. No resolution by the Board at the meeting is deemed to be passed unless at least a majority of the Directors present vote in favour of that resolution.
 - (iv) If the person fails to attend the meeting, the Board may hear the charge and, on the evidence before it, make a decision as to the person's guilt and, if found guilty, the separate decision as to penalty. However, the Board must have regard to any representations made to it in writing by the person charged.
 - (v) After the Board has considered all the evidence put against the person it must come to a decision as to the person's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the person has attended the meeting and has been found guilty, inform the person prior to considering any penalty.
 - (vi) If having attended the meeting, the person charged must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which the person has been found guilty.
 - (vii) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to assign any reason for its decision.
 - (c) In the event that a notice of charge is issued to a person pursuant to paragraph (b)(i), the Board has the power to immediately suspend that person from any or all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a person must be notified in writing to that person.
 - (d) The powers of the Board in relation to disciplinary proceedings may be exercised by a disciplinary committee appointed by the Board and comprising not less than 2 Directors. A quorum of the disciplinary committee is 2 Directors.
 - (e) Every penalty imposed pursuant to this Rule will operate throughout the League unless an appeal therefrom has been finally determined and allowed by the League.
- 71
- (a) In accordance with Rule 70, the Board has power to discipline the Junior League or any club affiliated with the Junior League against which a complaint of conduct contrary to the policy or prejudicial to the interest or welfare of the Company, the League or the game, or of any infringement of this Constitution or the By-laws has been laid.
 - (b) If the Board has reasonable grounds to believe the Junior League or a club affiliated with the Junior League has failed to make proper inquiry or take appropriate action after receiving a complaint of the nature referred to in paragraph (a), it may direct the Junior League or the club affiliated with the Junior League to commence or complete the inquiry, and failing compliance within a reasonable time the Board may take such action under Rule 70 as it deems fit.
 - (c) Rule 70 will apply to disciplinary proceedings by the Board against the Junior League or club affiliated with the Junior League, whereby any office-holder of the Junior League or that club will be deemed to be the "person" referred to in that Rule.

- 72 (a) The jurisdiction of the Company extends to and shall be acknowledged by and submitted to by all members of the Company, the Junior League and members thereof, clubs affiliated with the Junior League and members thereof, and any persons employed by the Company in any capacity.
- (b) The Board shall, subject to the right of an appeal to the League, determine all matters of dispute involving its members or a club or clubs affiliated with the Junior League or the members thereof.

PUBLIC COMMENTS

- 73 (a) Public comment on the corporate affairs of the Company is restricted to the Chairman, Deputy Chairman and the General Manager.
- (b) A member of the Company or employee of the Company is not permitted to comment to any form of the media or in a public forum on any matter relating to the corporate affairs of the Company or of the League unless authorised to do so by the Board.

NOTICES TO MEMBERS

- 74 A notice may be given by the Company to any member either:
- (a) personally; or
- (b) by sending the notice by pre-paid post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution; or
- (c) by sending the notice to the facsimile number or electronic address (if any) recorded for that member; or
- (d) by sending the notice to the member by other electronic means (if any); or
- (e) by notifying the member via physical or electronic communication that the notice is available and how it may be accessed electronically (in accordance with the Act).
- 75 (a) Where the Company gives a notice personally, the notice is taken to have been given to the member on the day of receipt by that member.
- (b) Where the Company sends a notice by post (including a notice of meeting), the notice is taken to have been given to the member, on the day following that on which the notice was posted.
- (c) Where a notice is sent under Rule 74(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.
- (d) Where the Company sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.

INDEMNITY TO OFFICERS

- 76 (a) Every person who is or was an officer of the Company may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:
- (i) a liability owed to the Company or a related body corporate; or
- (ii) a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
- (iii) a liability that is owed to someone other than the Company or a related body corporate and did not arise out of conduct in good faith.

- (b) Every person who is or was an officer of the Company may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Company against any legal costs incurred as such an officer except:
- (i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act; or
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- (c) The Company may pay a premium for a contract insuring a person who is or was an officer of the Company against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:
- (i) conduct involving a wilful breach of duty in relation to the Company; or
 - (ii) a contravention of Sections 182 or 183 of the Act.

AMENDMENT OF CONSTITUTION

- 77 This Constitution may be amended only by a special resolution passed by a three- quarters majority of those eligible members present and voting at an Annual General Meeting or General Meeting of the Company. In accordance with the Act, members must be given at least 21 days' notice of any special resolution to amend this Constitution.
- 78 No purported amendment of this Constitution will have any effect until approved by the League.

FIRST SUBSCRIBERS

- 79 The full names, addresses and occupations of the first subscribers to the Company's original Memorandum of Association and Articles of Association dated the 8th day of October 1987 are:

Name	Address	Occupation
John Joseph Brooks	4 The Glen Beecroft 2119	Company Director
Alan Bernard-Simpson Clarke	2 Wesley Street Greenacre 2190	Company Director
Peter James Cook	90 Douglas Street Stanmore 2048	Club Manager
John Donnellan	14 Bradbury Avenue Berala 2141	Solicitor
George David Grimmond	1 Spring Gully Place Wahroonga 2076	Sales Representative
Rodney James Rimes	54 Redmyre Road Strathfield 2135	Solicitor
Ronald Thomas Watson	8 Bate Avenue Allambie 2100	Warehouse Manager
(Witness to Signatures)	86 Amy Street Regents Park 2143	

John Phillip Toomey		
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