

CONSTITUTION
of
DAPTO DISTRICT RUGBY LEAGUE FOOTBALL
CLUB INC

An Incorporated Association registered under the Incorporations Association Act 2009
(NSW)

Registered Number
Y0566911

Contents

Part 1	Preliminary	4
1.	Definitions and Objects	4
Part 2	Membership	5
2.	Membership generally	5
3.	Application for membership	8
4.	Cessation of membership.....	8
5.	Membership entitlements not transferable.....	8
6.	Resignation of membership.....	9
7.	Register of members	9
8.	Fees and subscriptions	9
9.	Members' liabilities	10
10.	Resolution of disputes	10
11.	Disciplining of members	10
12.	Disciplined members	11
Part 3	The Committee	11
13.	Powers of the Committee	11
14.	Committee composition and eligibility.....	11
15.	Election of Committee members	13
16.	Sub Committees	14
17.	Secretary	15
18.	Assistant Honorary Secretary.....	15
19.	Honorary Treasurer.....	16
20.	Casual vacancies	16
21.	Removal of Committee members	17
22.	Committee meetings and quorum	17
23.	Appointment of association members as Committee members to constitute quorum.....	17
24.	Use of technology at Committee meetings	18
25.	Delegation by Committee to sub-Committee	18
26.	Voting and decisions	18
Part 4	General meetings.....	19
27.	Annual general meetings - holding of	19
28.	Annual general meetings - calling of and business at.....	19
29.	Special general meetings - calling of.....	19
30.	Notice.....	20
31.	Quorum for general meetings.....	21
32.	Presiding members	21
33.	Adjournment.....	21
34.	Making of decisions.....	22
35.	Special resolutions	22
36.	Voting and rights of membership.....	22
37.	Proxy votes not permitted.....	23
38.	Postal or electronic ballots	23
39.	Use of technology at general meetings	23
Part 5	Miscellaneous	23
40.	Insurance	23
41.	Funds - source	23
42.	Funds - management	24
43.	Club is non-profit.....	24
44.	Distribution of property on winding up of Club	24
45.	Change of name, objects, and constitution.....	24
46.	Custody of books	24
47.	Inspection of books	24

48.	Obligation of Playing members.....	25
49.	Notices.....	25
50.	Financial year.....	26

Part 1 Preliminary

1. Definitions and Objects

1.1 In this constitution:

Act means the Associations Incorporation Act 2009 and any regulation made under Associations Incorporation Act 2009. Any reference to a provision of the Associations Incorporation Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Associations Incorporations however that provision may be amended in that legislation.

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

Club means Dapto District Rugby League Football Club Inc.

Constitution means this Constitution.

Dapto Leagues Club means Dapto Leagues Club Limited ACN 001 020 480.

Illawarra Rugby League means the Illawarra District Rugby League Football Club Limited or such other body responsible for the conduct and administration of rugby league football in the Illawarra region.

Junior Rugby Football League Club is a sub club of the Club that has been established by the Club pursuant to a resolution of the Committee under Rule 25.

ordinary Committee member means a member of the Committee who is not an office-bearer of the association.

Playing member means a person who has been admitted to membership of the Club as either a Senior Playing member or a Junior Playing member.

Rules means the rules comprising this Constitution.

secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no person holds that office - the public officer of the association.

and includes Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the secretary of the association for the purpose of the Act.

special general meeting means a general meeting of the association other than an annual general meeting.

the Regulation means the *Associations Incorporation Regulation 2016*.

1.2 In this constitution:

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

- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Objects of the association

1.4 The objects of the association are to:

- (a) promote, manage, maintain and provide facilities for Rugby League Football within such boundaries as shall be defined by the Illawarra Rugby Football League (or such other body responsible for the conduct and administration of Rugby League Football in the Illawarra Region); and
- (b) affiliate with the Illawarra Rugby Football League (or such other body responsible for the conduct and administration of Rugby League Football in the Illawarra Region); and
- (c) promote the General Principles of the Rugby League National Code of Conduct for all participants associated with Dapto District Rugby League Football Club, including but not limited to Players, Coaches, Sports Trainers and League Safe Officers, Match Officials, Volunteers, Parents/Carers and Spectators.

1.5 **Name and Logo**

- (a) The name of the Club is Dapto District Rugby League Football Club.
- (b) The logo shall be the Canary Symbol.

1.6 **Representative Colours and Uniform**

- (a) The representative colours of the Club shall be Gold and Royal Blue.
- (b) Subject to Rule 1.6(a), the General Committee shall determine the design of the Club's football uniform from time to time.

Part 2 Membership

2. **Membership generally**

2.1 A person is eligible to be a member of the Club if the person has been approved for membership of the Club by the General Committee in accordance with the procedures set out in Rule 3.

2.2 All persons who at the date of the special resolution adopting this constitution are entered in the Register of members of the association and such other persons as the General Committee shall admit to membership in accordance with this constitution shall be members of the association.

2.3 Subject to Rules 2.7(a) and 2.8, every member of the Club shall be entitled to all privileges of the Club under this Constitution.

2.4 Unless and until otherwise determined by the General Committee, membership of the association shall comprise:

- (a) Life members;
- (b) Senior Playing members;
- (c) Junior members; and
- (d) Non Playing members.

2.5 **Eligibility for membership**

- (a) Senior Playing members shall be those persons who are over the age of eighteen (18) years and register with and are accepted by the Illawarra Rugby League as players of the Club in the Illawarra Rugby League competition.
- (b) Junior Playing members shall be those persons who are under the age of eighteen (18) years and register with and are accepted by the Illawarra Rugby League as players of the Club in the Illawarra Rugby League competition
- (c) Life Members shall be those persons who have been elected to Life membership in accordance with Rule 2.6.
- (d) Non Playing members shall be those persons who have been elected to Non Playing membership in accordance with this Constitution.

2.6 **Life members**

- (a) A Life member shall be any member who has been granted Life membership by the approval of members at a general meeting of the Club and in accordance with the following provisions.
- (b) A nomination for Life membership must be in writing and contain the signatures of the proposer and seconder together with the written qualifications of such nominee and be submitted to the Committee.
- (c) The Committee may recommend a maximum of two (2) members of the Club for Life membership each year.
- (d) A member is eligible for election to Life Membership of the association if:
 - (i) the member has served the Club as a Playing member and/or as a member of the Committee for a period of at least ten (10) continuous years or a combined total of fifteen (15) years, however not necessarily continuous; and
 - (ii) they have given exceptional service to the Club.
- (e) If one or more nominations for Life membership are approved by the Committee, the nomination(s) shall be referred to the next general meeting of the Club and not less than twenty-one (21) days' written

notice of the nomination shall be given to all members eligible to vote at that meeting.

- (f) If a nomination for Life membership is approved by a resolution passed by a simple majority of the members present and voting at the general meeting, the person nominated shall thereby be a Life member of the Club.
- (g) Upon election to Life membership, the Life member shall be presented with a suitable memento in recognition of his or her services to the Club.
- (h) Life members shall not be required to pay any annual membership fees.
- (i) Any Life Member of the association shall be eligible to be elected to any position of the association including any position on the Committee.

2.7 Senior Playing members

- (a) Senior Playing members shall not be eligible to nominate for or be elected or appointed to hold office on the Committee.
- (b) A Senior Playing Member who has represented the Club in one hundred (100) or more first grade Premiership Competition matches shall be entitled to be presented with a blazer in the Club's colours with the date of the season inscribed thereon or any other memento the Committee sees fit.
- (c) A Senior Playing Member who has represented the Club in one hundred (100) or more Senior 1st, 2nd, or 3rd Grade Premiership Competition matches shall be entitled to be presented with a memento the Committee sees fit.
- (d) Senior Playing Members shall adhere to any guidelines the Committee may introduce from time to time.
- (e) No Senior Playing Member shall play in any football match (other than any match authorised by the Club or the Illawarra Rugby League) without the prior approval and authority of the Committee.

2.8 Junior Playing members

- (a) Junior Playing members shall not be entitled to:
 - (i) attend or vote at general meetings (including Annual General Meetings) of the Club; and
 - (ii) nominate for or be elected or appointed to hold office on the General Committee;
 - (iii) vote in the election of the General Committee;
 - (iv) vote on any special resolution (including a special resolution to amend this Constitution);
 - (v) propose, second or nominate any eligible member for any office of the Club;

- (vi) propose, second or nominate any eligible member for Life membership.

3. **Application for membership**

3.1 An application by a person for membership of the Club:

- (a) must be made in writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee, and
- (b) must be lodged (including by electronic means if the Committee so determines) with the secretary of the Club.

3.2 As soon as practicable after receiving an application for membership, the secretary must refer the application to the Committee, which is to determine whether to approve or to reject the application.

3.3 As soon as practicable after the Committee makes that determination, the secretary must:

- (a) notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee approved or rejected the application (whichever is applicable), and
- (b) if the Committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this Constitution by a member as entrance fee and annual subscription.

3.4 The secretary must, on payment by the applicant of the amounts referred to in Rule 3.3(b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Club.

4. **Cessation of membership**

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under Rule 8.2 within 3 months after the fee is due.

5. **Membership entitlements not transferable**

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

- 6.1 A member may resign from membership of the Club by first giving to the secretary written notice of at least 1 month (or any other period that the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member of the Club.
- 6.2 If a member of the association ceases to be a member under Rule 6.1, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

- 7.1 The secretary must establish and maintain a register of members of the Club (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Club together with the date on which the person became a member.
- 7.2 The register of members must be kept in New South Wales:
- (a) at the main premises of the Club, or
 - (b) at the Dapto League Club's official address.
- 7.3 The register of members must be open for inspection, free of charge, by any member of the Club at any reasonable hour.
- 7.4 A member of the Club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 7.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 7.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 7.7 If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
 - (b) the requirements in Rules 7.2 and 7.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8. Fees and subscriptions

- 8.1 A member of the association must, on admission to membership, pay to the association a fee of \$5 or, if some other amount is determined by the Committee, that other amount.
- 8.2 In addition to any amount payable by the member under Rule 8.1, a member of the Club must pay to the Club an annual membership fee of \$5 or, if some other amount is determined by the Committee, that other amount:
- (a) except as provided by paragraph (b), before the first day of the financial year of the Club in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.
- 8.3 Life members shall not be required to pay any annual subscription.

9. **Members' liabilities**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges, and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by Rule 8.

10. **Resolution of disputes**

- 10.1 A dispute between a member and another member (in their capacity as members) of the Club, or a dispute between a member or members and the Club, are to be referred to a committee of the Board of the Dapto Leagues Club.
- 10.2 All decisions made by the committee of the Board of the Dapto Leagues Club in relation to any dispute shall be final and the parties to the dispute shall have no right of appeal against any decision.

11. **Disciplining of members**

- 11.1 A complaint may be made to the Committee by any person that a member of the Club:
- (a) has refused or neglected to comply with a provision or provisions of this Constitution; or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Club.
- 11.2 The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 11.3 If the Committee decides to deal with the complaint, the Committee may commence disciplinary proceedings in accordance with Rules 11.4 and 11.5.
- 11.4 The Committee shall have the power to expel, suspend or otherwise deal with any member of the Club, if in the reasonable opinion of the Committee that member:

- (a) has refused or neglected to comply with a provision or provisions of this Constitution; or
- (b) has wilfully acted in a manner prejudicial to the interests of the Club.

11.5 The Committee must:

- (a) cause notice of the complaint to be served on the member concerned; and
- (b) give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
- (c) take into consideration any submissions made by the member in connection with the complaint.

11.6 The Committee may, by resolution, expel or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

11.7 If the Committee expels or suspends a member, the secretary must:

- (a) cause written notice to be given to the member of the action taken; and
- (b) if necessary, notify the Illawarra Rugby League of the action taken.

12. **Disciplined members**

12.1 Members shall have no right to appeal against disciplinary decisions made by the Committee under Rule 11.

Part 3 The Committee

13. **Powers of the Committee**

Subject to the Act, the Regulation, this Constitution, and any resolution passed by the association in general meeting, the Committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the association.

The Committee shall form an Executive and delegate such powers to the Executive as it deems appropriate from time to time.

14. **Committee composition and eligibility**

- 14.1 The Committee is to comprise of:
- (a) the office-bearers of the association (as set out in 14.2 below), and
 - (b) at least three (3) ordinary Committee members,
- each of whom is to be elected at the annual general meeting of the Club under Rule 15.
- Note.** Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the Committee.
- 14.2 The office-bearers of the association are as follows:
- (a) the President;
 - (b) the Vice-President;
 - (c) Delegate to the Illawarra Rugby League;
 - (d) the Honorary Treasurer;
 - (e) the Honorary Secretary (who shall undertake the duties of the Delegate to the Illawarra Rugby League if a person is not elected to that position);
 - (f) Assistant Honorary Secretary;
 - (g) Chairman of Selectors;
 - (h) Up to 7 Ordinary Committee Members.
- 14.3 There is no maximum number of consecutive terms for which a Committee member may hold office.
- 14.4 A Committee member may hold up to two offices (other than both the offices of President and Vice-President).
- 14.5 Subject to Rule 14.6, only the following members shall be eligible to nominate for and be elected to appointed to the Committee:
- (a) Non-Playing members who have been a member of the Club and Dapto Leagues Club for the two (2) calendar years immediately preceding the date on which they are elected to the Committee; and
 - (b) Life members.
- 14.6 A member who is:
- (a) currently under suspension from the Club or Dapto Leagues Club; and/or
 - (b) not a financial member of the Club or Dapto Leagues Club,
- shall not be eligible to stand for or be elected or appointed to the Committee.
- 14.7 Each member of the Committee is, subject to this Constitution, to hold office until immediately before the election of Committee members at the annual

general meeting next following the date of the member's election and is eligible for re-election.

14.8 The Committee shall form an Executive which shall consist of the office-bearers.

15. Election of Committee members

15.1 Nominations of candidates for election as office-bearers of the Club or as ordinary Committee members:

(a) must be made in writing, signed by two members of the Club, and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

(b) must be delivered to the Secretary at least seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.

15.2 Candidates are responsible for ensuring that they have correctly completed their nomination form and the association is not required to notify candidates of an incorrectly completed nomination form.

15.3 The receipt of a nomination form by the association does not constitute an acknowledgement by the association that the nomination form has been completed correctly.

15.4 The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Committee.

15.5 A nomination can be withdrawn:

(a) by the nominee at any time prior to the commencement of voting; and

(b) by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Committee.

15.6 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

15.7 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.

15.8 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

15.9 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

15.10 The ballot for the election of office-bearers and ordinary Committee members of the Committee is to be conducted at the annual general meeting in any usual and proper manner that the Committee directs.

15.11 A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of the association must be a member of the Club.

16. **Sub Committees**

16.1 There shall be the following sub-committees:

- (a) Executive Committee;
- (b) Finance Committee;
- (c) Management Committee;
- (d) Selection Committee;
- (e) Junior Rugby League Committee.

Executive Committee

16.2 The Executive Committee shall consist of the President, Honorary Secretary and Honorary Treasurer.

16.3 The Executive Committee shall have such powers as delegated by the Committee from time to time.

Finance Committee

16.4 The Finance Committee shall consist of the President, Honorary Secretary and Honorary Treasurer.

16.5 The Finance Committee shall have such powers as delegated by the Committee from time to time.

Management Committee

16.6 The Management Committee shall consist of the President, Vice President, Honorary Secretary, Assistant Honorary Secretary and Honorary Treasurer.

16.7 The Management Committee shall have such powers as delegated by the Committee from time to time.

Selection Committee

16.8 The Selection Committee shall consist of:

- (a) the Chairman of Selectors;
- (b) the coach of each team of Senior Playing members; and
- (c) at least two (2) Selectors appointed by the General Committee from time to time.

16.9 The Selection Committee shall have such powers as delegated by the General Committee from time to time.

Junior Rugby League Committee

16.10 The Junior Rugby League Committee shall consist of such persons as required by the by-laws of the Dapto Junior Rugby League Football Club (as amended from time to time).

16.11 The Junior Rugby League Committee shall be elected in accordance with the by-laws of the Dapto Junior Rugby League Football Club (as amended from time to time).

16.12 The Junior Rugby League Committee shall have such powers as delegated by the Committee from time to time.

17. **Secretary**

17.1 The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address.

17.2 It is the duty of the Secretary to:

- (a) keep minutes (whether in written or electronic form) of:
 - (i) all appointments of office-bearers and members of the Committee, and
 - (ii) the names of members of the Committee present at a Committee meeting or a general meeting, and
 - (iii) all proceedings at Committee meetings and general meetings.
- (b) ensure that the minutes referred to in Rule 17.2(a) are signed by the person who chaired the meeting or the chairperson of the next succeeding meeting;
- (c) present an annual report regarding the Club at an Annual General Meeting of the Club;
- (d) perform the duties of the Delegate to the Illawarra Rugby Football League if a person is not elected to that position;
- (e) keep a record of matches played, players taking part, scores for and against and individual scores; NRL data base to keep a record of matches played, players taking part, scores sheets uploads;
- (f) conduct all correspondence and file all documents connected with the conduct of the Club, manage or delegate social media and web page platforms;
- (g) manage player contracts and upload to relevant data bases;
- (h) manage contracts associated with Dapto Showground;
- (i) exercise control over the property of the Club in conjunction with the Honorary Treasurer.

17.3 The signature of the chairperson may be transmitted by electronic means for the purposes of Rule 17.2(b).

18. **Assistant Honorary Secretary**

18.1 The Assistant Honorary Secretary shall assist the Secretary with the performance of his or her duties.

19. **Honorary Treasurer**

19.1 It is the duty of the Honorary Treasurer to:

- (a) ensure that all money due to the Club is collected and received and that all payments authorised by the Club are made; and
- (b) ensure that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club;
- (c) present a financial report in respect of the Club's financial affairs at each Annual General Meeting of the Club;
- (d) submit a financial statement when required to do so by the Committee;
- (e) if required, submit the Club's accounts for audit to the auditors appointed by the Club;
- (f) exercise control over the property of the Club in conjunction with the Honorary Secretary.

20. **Casual vacancies**

20.1 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the next annual general meeting following the date of the appointment.

20.2 A casual vacancy in the office of a member of the Committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the Club, or
- (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under Rule 21; or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.
- (j)

21. Removal of Committee members

21.1 The Club in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

21.2 If a member of the Committee to whom a proposed resolution referred to in Rule 21.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22. Committee meetings and quorum

22.1 The Committee shall meet at least three times in each period of 12 months at such place and times as the Committee may determine.

22.2 Additional meetings of the Committee may be convened by the President or by any member of the Committee.

22.3 Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

22.4 Notice of a meeting given under 22.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

22.5 Any three members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

22.6 No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

22.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

22.8 At a meeting of the Committee:

(a) the President or, in the President's absence, the Secretary is to preside, or

(b) if the President and the Secretary are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

23. Appointment of association members as Committee members to constitute quorum

- 23.1 If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of members of the association as Committee members to enable the quorum to be constituted.
- 23.2 A member of the Committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- 23.3 This Rule does not apply to the filling of a casual vacancy to which Rule 20 applies.

24. Use of technology at Committee meetings

- 24.1 A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- 24.2 A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

25. Delegation by Committee to sub-Committee

- 25.1 The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of the member or members of the association that the Committee thinks fit) the exercise of any of the functions of the Committee that are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- 25.2 A function the exercise of which has been delegated to a sub-Committee under this Rule 25 may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.
- 25.3 A delegation under this Rule 25 may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- 25.4 Despite any delegation under this Rule, the Committee may continue to exercise any function delegated.
- 25.5 Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- 25.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- 25.7 A sub-Committee may meet and adjourn as it thinks proper.

26. Voting and decisions

- 26.1 Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.
- 26.2 Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 26.3 Subject to Rule 23, the Committee may act despite any vacancy on the Committee.
- 26.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

Part 4 General meetings

27. Annual general meetings - holding of

27.1 The Club must hold its annual general meetings:

- (a) within 6 months after the close of the Club's financial year, or
- (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

28. Annual general meetings - calling of and business at

28.1 The annual general meeting of the Club is, subject to the Act and to Rule 27, to be convened on the date and at the place and time that the Committee thinks fit.

28.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- (b) to receive from the Committee reports on the activities of the Club during the last preceding financial year,
- (c) to elect office-bearers of the Club and ordinary Committee members,
- (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

28.3 An annual general meeting must be specified as that type of meeting in the notice convening it.

29. Special general meetings - calling of

29.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Club.

- 29.2 The Committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Club.
- 29.3 A requisition of members for a special general meeting:
- (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the Secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 29.4 If the Committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 29.5 A special general meeting convened by a member or members as referred to in Rule 29.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- 29.6 For the purposes of Rule 29.3:
- (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.
30. **Notice**
- 30.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 30.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Rule 30.1, the intention to propose the resolution as a special resolution.
- Note.** A special resolution must be passed in accordance with section 39 of the Act.
- 30.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Rule 28.2.
- 30.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31. Quorum for general meetings

- 31.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 31.2 At a general meeting convened by the Committee, five (5) members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum.
- 31.3 At a general meeting convened on the requisition of members pursuant to Rule 29.3, forty per cent (40%) of members present and eligible to vote shall be a quorum.
- 31.4 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 31.5 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

32. Presiding members

- 32.1 The President or, in the president's absence, the Vice-President, is to preside as chairperson at each general meeting of the Club.
- 32.2 If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.
- 32.3 The chairperson:
- (a) is responsible for the conduct of the general meeting; and
 - (b) shall determine the procedures to be adopted and followed at the meeting;
 - (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

33. Adjournment

- 33.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

33.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

33.3 Except as provided in Rules 33.1 and 33.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. **Making of decisions**

34.1 A question arising at a general meeting of the Club is to be determined by:

- (a) a show of hands or, if the meeting is one to which Rule 39 applies, any appropriate corresponding method that the Committee may determine, or
- (b) if on the motion of the chairperson or if five (5) or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

34.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

34.3 Rule 34.2 applies to a method determined by the Committee under Rule 34.1(a) in the same way as it applies to a show of hands.

34.4 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

35. **Special resolutions**

A special resolution may only be passed by the Club in accordance with section 39 of the Act.

36. **Voting and rights of membership**

36.1 Subject to any restrictions contained in this Constitution, Life members and all financial Non-Playing members and Senior Playing members shall be entitled to:

- (a) such social privileges and advantages of the association as may be determined by the Committee from time to time by way of By-law.
- (b) attend, participate and vote at general meetings (including Annual General Meetings) of the association;
- (c) vote in the election of the Committee;
- (d) vote on any Special Resolution (including a resolution to amend this Constitution)

- (e) propose, second or nominate any eligible member for any office of the Club;
 - (f) propose, second or nominate any eligible member for Life membership.
- 36.2 On any question arising at a general meeting of the association a member has one vote only.
- 36.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 36.4 A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- 36.5 A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

37. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

38. Postal or electronic ballots

- 38.1 The Club may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal.
- 38.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

39. Use of technology at general meetings

- 39.1 A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Club's members a reasonable opportunity to participate.
- 39.2 A member of the Club who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

40. Insurance

The association may affect and maintain insurance.

41. Funds - source

- 41.1 The funds of the Club are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting, any other sources that the Committee determines.

41.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

41.3 The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

42. **Funds - management**

42.1 Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used solely in pursuance of the objects of the association in the manner that the Committee determines.

42.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

43. **Club is non-profit**

Subject to the Act and the Regulation, the Club must apply its funds and assets solely in pursuance of the objects of the Club and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

44. **Distribution of property on winding up of Club**

44.1 Subject to the Act and the Regulations, in a winding up of the Club, any surplus property of the Club is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

44.2 In this Rule 44, a reference to the surplus property of the Club is a reference to that property of the Club remaining after satisfaction of the debts and liabilities of the Club and the costs, charges, and expenses of the winding up of the association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

45. **Change of name, objects, and constitution**

An application for registration of a change in the Club's name, objects, or Constitution in accordance with section 10 of the Act is to be made by the Secretary or a Committee member.

46. **Custody of books**

Except as otherwise provided by this Constitution, all records, books, and other documents relating to the Club must be kept in New South Wales:

(a) at the main premises of the Club, in the custody of the public officer or a member of the Club (as the Committee determines), or

(b) if the Club has no premises, at the Club's official address, in the custody of the public officer.

47. **Inspection of books**

- 47.1 The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:
- (a) records, books, and other financial documents of the association,
 - (b) this Constitution,
 - (c) minutes of all Committee meetings and general meetings of the association.
- 47.2 A member of the Club may obtain a copy of any of the documents referred to in Rule 47.1 on payment of a fee of not more than \$1 for each page copied.
- 47.3 Despite Rules 47.1 and 47.2, the Committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

48. Obligation of Playing members

- 48.1 Any Playing member who is suspended by the Illawarra Rugby League shall not appeal against such suspension without the prior written approval of the Committee.
- 48.2 All Playing members must be prepared to play in any position or team controlled by the Club, decided upon by the Selection Committee, whose decision shall be final.
- 48.3 All players must attend training as directed by the Committee otherwise they shall not be considered for selection unless a satisfactory explanation is given to and accepted by the Selection Committee.
- 48.4 Any player who, after being called upon to play where selected by the Selection Committee, refuses and fails to do so, shall be dealt with at the discretion of the Committee.
- 48.5 All players must be financial members of the Club.
- 48.6 No active player shall hold an office bearer position with the association.

49. Notices

- 49.1 For the purpose of this constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or
 - (b) by sending it by post to the address of the person, or
 - (c) by sending it by electronic transmission to an address specified by the person for giving or serving the notice.
- 49.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

- (b) in the case of a notice sent by post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

50. **Financial year**

The financial year of the Club is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 October, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 November and ending on the following 31 October.

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.
2. Clause 19 of the Regulation contains a substitute Rule for certain associations incorporated under the *Associations Incorporation Act 1984*.