northscollective

CONSTIUTUTION

CORPORATIONS ACT

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

CONSTITUTION

of

NORTH SYDNEY LEAGUES' CLUB LTD

ACN 000 147 544

NAME

1. The name of the company is "North Sydney Leagues' Club Limited".

DEFINITIONS

2. In this Constitution, unless there is something in the subject matter or context inconsistent therewith:

"the Act" means the Corporations Act. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears in the Constitution expressions appearing in this Constitution, which are defined in the Act, or any modifications thereof made by any law in force at the date at which this Constitution becomes binding on the Club shall have the meaning so defined.

"the Board" means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

"By-law" means and includes regulations.

"the Club" means North Sydney Leagues' Club Limited (ACN 000 147 544).

“Club Licence” means a licence held by the Club under the Liquor Act.

"the Club Notice Board" means a board or boards designated as such within the Club's premises on which notices authorized by the Secretary are posted for the information of members.

"Constitution" means and includes Rules.

"Director Identification Number" means a number issued to a person pursuant to section 1272 of the Act.

"financial member" means any member who has renewed their membership and paid all money payable by him or her to the Club or in respect of whom there is no such money outstanding for more than one month from the due date for payment thereof.

"the Football Club" means North Sydney District Rugby League Football Club Limited (ACN 003 009 158).

"Full member" means a person who is an Ordinary member or a Life member of the Club.

"General Meeting" includes Annual General Meeting.

"in writing" and "written" include printing, typing, lithography and other modes of representing or reproducing words in visible form in the English language.

“Liquor Act” means the Liquor Act 2007. When any provision of the Liquor Act is referred to the reference is to that provision as modified by any law for the time being in force.

“Liquor or Gaming Policy” means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.

"month" means calendar month.

"the Office" means the registered office for the time being of the Club.

"Officer" includes any member of the Board, but does not include the Auditor.

"Ordinary member" means a member of the Club other than a Life member, Honorary member, Temporary member or Provisional member of the Club.

"premises" means any or all of the Club’s separate premises as the case requires.

"Quarter" means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.

"the Registered Clubs Act" means the Registered Clubs Act 1976 or any Act amending or replacing same. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force.

"Secretary" includes Chief Executive Officer, General Manager, Secretary Manager or Honorary Secretary.

"Special Resolution" has the same meaning as in the Act.

INTERPRETATION

3. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws or regulations of the Club made pursuant to this Constitution or on any matter arising, is conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

4. Words indicating the singular number include the plural and vice versa, and words indicating the masculine gender include the feminine gender and vice versa.

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

5. The "replaceable rules" contained in the Act are hereby excluded and do not apply to the Club except in so far as they are repeated or contained in this Constitution.

6. The Club is established for the objects set out in this Constitution.

7. (a) The Club is a non-proprietary Club.

(b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.

(c) Subject to the provisions of sections 10(1)(j) and 10(7) of the Registered Clubs Act and any other applicable provision of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the licensed premises of the Club.

(d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

8. (a) An employee of the Club must not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.

(b) Any profits or other income of the Club must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.

9. (a) Liquor must not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.

(b) Liquor must not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

(c) A person under the age of 18 years must not use or operate poker machines or any other forms of gaming devices on the premises of the Club.

(d) Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

OBJECTS

10. The objects for which the Club is established are:

(a) To promote, encourage and assist in the playing of sport or athletics by financial assistance or otherwise and in particular the sport of Rugby League and to foster and encourage social intercourse and good fellowship amongst persons interested in sports and athletics.

(b) To foster and encourage social intercourse and good fellowship amongst persons interested in athletics and the playing of sport generally.

(c) To establish a club and other premises and conveniences for the accommodation of members of the Club and their guests and other persons and to furnish and maintain the same and to afford to its members all the usual privileges, advantages and conveniences of a club including, physical and social recreational facilities, and to permit the same to be used by members and their guests and other persons upon such terms as the Club thinks fit and for such purpose to purchase, supply, sell and deal in all kinds of goods and services required or used by members and their guests and other persons entitled to use the premises of the Club.

(d) To maintain and hold a club licence under the Liquor Act and for the purposes of the Registered Clubs Act to appoint a manager or officer to act as the Secretary Manager and Chief Executive Officer of the Club.

(e) To promote all or any games of Rugby League football, bowls, tennis, squash, golf, billiards and other sports, athletics, recreations and pastimes and to acquire, prepare and maintain football fields, gymnasium, tennis and squash courts, bowling greens and any other grounds, buildings, structures or equipment necessary or desirable for any such recreations, athletics, sports or pastimes.

(f) To purchase, hire, lease or otherwise acquire for the purpose of the Club any real or personal property and in particular any lands, buildings, furniture, club and household effects, utensils, books, newspapers, periodicals, musical instruments, fittings, apparatus, appliances, sporting material and equipment, conveniences and accommodation and to acquire by subscription, purchase or otherwise and to hold shares, stock, units or securities in or of any other company or co-operative society owning land suitable for the purposes of the Club.

(g) To procure the delivery of lectures and the reading of papers to its members and to form and maintain a library of sporting, artistic, historical and other literature for the use of its members.

(h) To promote, conduct and carry out any games, sports, tournaments, entertainments and amusements or to co-operate with any other body of persons corporate or incorporate in promoting, conducting or carrying out the same and to provide trophies and prizes in connection therewith.

(i) To render financial aid either by gifts or loans to any organisation concerned in the control of sport or athletics or any social club in the North Sydney Rugby League Football district or elsewhere.

(j) To build, erect and construct houses, shops, offices, factories, stores, Clubhouses, garages and other buildings or improvements of any nature or kind upon any land of or under the control or management of the Club and to enlarge, maintain, improve or remove the same or any existing building thereon.

(k) To acquire, establish, print and publish a newspaper or periodical.

(l) To give, sell, exchange, hire, lease or otherwise dispose of the property of the Club or any part or parts thereof subject to the requirements of the Liquor Act and Registered Clubs Act. Provided that if the Club takes or holds any property which may be subject to any trusts, the Club must only deal with the same in such manner as allowed by law having regard to such trusts.

(m) To hire and employ and dismiss secretaries, managers, employees and workers and to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratuities and pensions.

(n) To subscribe to funds for charitable, philanthropic or patriotic purposes and to give assistance financial and otherwise to persons or the dependants of such persons who are injured or who die as a result of practising at or playing sport or who are otherwise engaged in activity relating to sport.

(o) To invest and deal with any of the moneys of the Club not immediately required for the purpose thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.

(p) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(q) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other securities over the whole or any part of the property real or personal of the Club.

(r) To amalgamate or affiliate with any other company or association having objects altogether or in part similar to those of the Club, and to take over the assets and liabilities of any such company or association by purchase, gift, amalgamation with or succession thereto or otherwise.

(s) To do all or any of the abovementioned things either alone or in conjunction with any other company, firm, association, club or person and either as principals, agents, contractors, trustees or otherwise.

(t) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object is not restricted by any other object and that each object is to be construed and have effect as an independent power and that this Rule is to be construed so as to widen and not restrict the powers of the Club.

11. The income and property of the Club, howsoever derived, must be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club. Provided that nothing herein prevents the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club. Provided further that no member of the Board or of any committee is to be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that no remuneration is to be given by the Club to any member of the Board or of any committee; except that nothing herein is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered or the repayment of out-of-pocket expenses or payment of interest on money lent, sale or hire of goods or rent for premises demised to the Club.

WINDING UP

12. The liability of the members of the Club is limited.

13. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a member, or within one year

thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding $4.

14. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same must not be paid to or distributed among the members of the Club but must be given up or transferred to some other institution or institutions that is or are carried on predominantly for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution hereof; such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERSHIP

15. A person must not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member or Provisional member.

16. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of members of the Club and such other persons as the Board admits to membership in accordance with this Constitution are the members of the Club.

17. All classes of membership are open to both sexes.

18. Unless and until otherwise determined by the Board, the classes of membership are:

    (a) Life members (including Foundation Life members)

    (b) Club members

    (c) Staff members

    (d) Junior members;

    (e) Lane Cove Club members.

    (f) Beecroft Bowling Club members

    (g) Bangalow Bowling Club members.

ELIGIBILITY FOR ORDINARY MEMBERSHIP

19. The requirements for eligibility of persons for election or transfer to the following class of Ordinary membership are:

    (a) **Club members**

    Any person who has attained the age of 18 years and is elected as a Club member.

    (b) **Staff members**

    (i) Any person who has attained the age of 18 years who is employed by the Club and is elected as a Staff member.

(ii) Staff membership ceases upon termination of the Staff member's employment with the Club (for whatever reason including resignation).

(iii) A former Staff member may apply to become an Ordinary member of the Club in another class of membership by making an application in the form prescribed by the Board.

(iv) A Staff member may not participate in any Club promotion or raffle unless the Board expressly provides that Staff members are permitted to participate.

(c) **Junior members**

(i) Any person who is under the age of 18 years and who satisfies the Board that he or she has an interest in taking an active part in the sporting activities of the Club on a regular basis, and from whose parent or guardian the Board receives written consent to that person becoming a Junior Member of the Club and taking part in the sporting activities of the Club and who, in the opinion of the Board, is suitable to be elected to Junior membership.

(ii) Junior Members shall be ineligible to vote at the election of the Board, attend or vote at General Meetings, hold office, propose or second persons for membership or introduce guests to the Club. Junior Members shall have no part in the management of the Club. Junior members shall use only those areas of the licensed premises of the Club in respect of which an authority has been granted pursuant to Section 22 of the Registered Clubs Act.

(d) **Lane Cove members**

Lane Cove Club members shall be those persons who are full members (as defined in the Registered Clubs Act) of Lane Cove Club Limited and who were admitted to membership of the Club pursuant to Rule 31A for the purposes of the amalgamation between the Club and Lane Cove Club Limited. Lane Cove Club members shall have the same rights and privileges of membership as Club members.

(e) **Beecroft Bowling Club members**

Beecroft Bowling Club members shall be those persons who are full members (as defined in the Registered Clubs Act) of Beecroft Bowling & Recreation Club Limited and who were admitted to membership of the Club pursuant to Rule 31A for the purposes of the amalgamation between the Club and Beecroft Bowling & Recreation Club Limited. Beecroft Bowling Club members shall have the same rights and privileges of membership as Club members.

(f) **Bangalow Bowling Club members**

Bangalow Bowling Club members shall be those persons who are full members (as defined in the Registered Clubs Act) of Bangalow Bowling & Sports Club Limited and who were admitted to membership of the Club pursuant to Rule 31A for the purposes of the amalgamation between the Club and Bangalow Bowling & Sports Club Limited. Bangalow Bowling Club members shall have the same rights and privileges of membership as Club members.

LIFE MEMBERSHIP

20. (a) Any member who has rendered outstanding service to the Club may be elected to Life membership by a resolution carried by a two-thirds majority of those members

present and voting at a General Meeting, following the submission to such meeting of an appropriate recommendation from the Board.

(b) Any person who is listed as a Foundation Life member in the Register of members at the date of the Special Resolution adopting this Constitution is deemed to be a Life member.

(c) A Life member is relieved from payment of any subscription or levies but has all the rights and privileges of a Club member.

RIGHTS OF MEMBERS

21. Only Life members and financial Club members are entitled (subject to any further restrictions in this Constitution):

(a) to attend and to vote at all General Meetings;

(b) to vote at the election of the Board; and

(c) to be nominated for, elected to and hold office on the Board.

22. Each member who is entitled to vote has one vote, but cannot vote by proxy.

23. (a) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.

(b) Without derogating from the general powers of the Board conferred in paragraph (a) of this Rule, all members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:

(i) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or

(ii) the Club's responsible service of gaming policy (as adopted and amended by the Board from time to time).

HONORARY MEMBERS

24. The following persons may be admitted as Honorary members of the Club in accordance with procedures established by the Board from time to time:

(a) the Patron or Patrons for the time being of the Club;

(b) any prominent citizen or local dignitary visiting the Club.

25. (a) Honorary members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.

(b) Honorary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

(c) The Board has power to cancel the membership of any Honorary member without notice and without being required to give reason.

(d) When Honorary membership is conferred on any person, the following particulars must be entered in the Club's Register of Honorary members:

(i) the name in full, or the surname and initials, of the Honorary member;

(ii) the residential address of the Honorary member;

(iii) the date on which Honorary membership is conferred;

(iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERS

26. The following persons may be admitted as Temporary members of the Club in accordance with procedures established by the Board from time to time:

(a) Any person whose permanent place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be determined from time to time by the Board by By-law pursuant to this Constitution;

(b) A full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;

(c) A full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;

(d) An interstate or overseas visitor.

27. (a) Temporary members are not required to pay an entrance fee or subscription.

(b) Temporary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

(c) Other than as permitted under the Registered Clubs Act, Temporary members are not permitted to introduce guests into the Club.

(d) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty may, refuse a person admission to the Club as a Temporary member and/or may terminate the membership of any Temporary member at any time without notice and without being required to give reason.

(e) A person under the age of 18 years must not be admitted as a Temporary member of the Club unless that person is a member of another registered club and satisfies with the requirements of Rule 26(c).

(f) Temporary members must be admitted to the Club in accordance with the procedures and requirements established by the Board and of the Registered Clubs Act (or any Act amending or replacing same). The Board may pass by-laws which allow temporary members to be admitted for a period of up to, but not exceeding, 7 consecutive days (or for such longer period not exceeding 30 consecutive days as

the Independent Liquor and Gaming Authority may approve in writing). The by-laws may provide that persons may be admitted for different periods up to the maximum periods permitted under this Rule.

ELECTION OF MEMBERS

28. A person applying for membership of the Club (**the applicant**) must complete a membership application form and submit it to the Club.

29. Without limiting the powers of the Board, the Board will determine:

(a) the form and particulars of the application form; and

(b) how the application form is to be submitted (that is, in person, or by post and/or electronically);

(c) if the initial joining fee and subscription must be paid when submitting their application form;

(d) in the case of electronic applications, if the applicant must attend the Club's premises to have their identity verified before their membership application can be considered by the Board or election committee.

30. After the membership application form has been submitted, the full name of the applicant must be displayed on the Club's noticeboard for at least seven (7) days.

30A. All membership applications will be considered by the Board or an election committee and they may accept or reject a membership application without giving any reason.

30B. An applicant can only be admitted to membership if:

(a) they satisfy the eligibility requirements for the relevant category of membership; and

(b) at least fourteen (14) days have passed since the applicant applied for membership;

(c) Rule 30 has been complied with;

(d) the Board or election committee resolves to admit the applicant to membership.

30C. If an applicant is elected to membership, the Club is not required to notify the applicant of that fact. However, if an applicant is not elected to membership, the Club must notify the applicant of that fact and return any payments which the applicant has made to the Club and the person shall return the provisional membership card to the Club without delay.

31. Notwithstanding anything contained in this Constitution, a person who has been admitted to membership will immediately cease to be a member of the Club if they have not paid their initial entrance fee and/or annual subscription to the Club within seven (7) days of being admitted to membership of the Club.

ADMISSION OF MEMBERS PURSUANT TO AMALGAMATION

31A. (a) Rules 28 to 31 inclusive shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation with another registered club and this Rule 31A.

(b) A person shall be admitted as a member of the Club pursuant to an amalgamation if that person is a full member (as defined in the Registered Clubs Act) of a registered

club which has amalgamated with the Club and has agreed to be a member of the Club pursuant to the amalgamation.

(c) The agreement referred to in Rule 31A(b) must be in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Constitution and By-laws of the Club and in such form as approved by the Board from time to time.

(d) Any person who completes and signs the agreement referred to in Rule 31A(c) and returns that agreement to the Club shall, (subject to the name of that person being displayed on the noticeboard of the Club for not less than seven (7) days and a period of not less than fourteen (14) days elapsing after the receipt of the acceptance by the Club) be elected by a resolution of the Board to membership of the Club with effect from the date of completion of the amalgamation.

PROVISIONAL MEMBERSHIP

32. (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of Ordinary membership referred to in the application form may be granted Provisional membership of the Club while awaiting the decision of the Board or the election committee in relation to that person's application for membership of the Club.

(b) Should a person who is admitted as a Provisional member not be elected to membership of the Club, that person will cease to be a Provisional member of the Club and the entrance fee and subscription submitted with the application form must be immediately returned to that person.

(c) Provisional members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

(d) Nothing in this Constitution will prevent an applicant for membership of the Club submitting with his or her application the appropriate membership subscription for the purpose of seeking Provisional membership pursuant to this Rule.

(e) The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

TRANSFER OF MEMBERSHIP

33. The Board or the election committee, at its discretion, may on the written application of a member who has the qualifications for and wishes to become a member of a different class (should the Board create any additional class of Ordinary membership), transfer that member from any class of Ordinary membership to another class of Ordinary membership and may, if thought appropriate, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the membership year in which the transfer takes place.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

34. Members subscriptions must be paid annually in advance or, if the Board so directs and approves, by quarterly or half-yearly instalments in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution are as prescribed by the Board from time to time.

35. For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall by By-law determine the amount of joining fees, subscriptions (if any), levies and other payments payable by members of the Club

36. If the entrance fee, subscription, other sum of money or any part thereof of any member is not paid within a period of one month from the date upon which it falls due for payment, the defaulting member will be debarred from all privileges of membership and will cease to be a member of the Club, and the Secretary must cause a notation to this effect to be made against that person's name in the Register of members. The provisions of Rule 41 will not apply to any procedure taken pursuant to this Rule.

37. The Board has power to make charges and levies on Ordinary members for general or special purposes.

PATRON

38. The members in General Meeting may appoint one or more Patrons from time to time upon a recommendation being made by the Board to the meeting and any Patron will (if not a member of the Club) thereby be deemed to be an Honorary member of the Club and subject to this Constitution will remain an Honorary member while he or she remains a Patron.

ADDRESSES OF MEMBERS

39. A member must advise the Secretary of any change in his or her address and other contact details, including email addresses and mobile phone numbers.

REGISTERS OF MEMBERS AND GUESTS

40. The Club must keep the following registers:

    (a) A register of persons who are Full members of the Club. This register must set forth the name in full and address of each Full member and, if the member is an Ordinary member, the date on which that member last paid the fee for membership of the Club.

    (b) A register of persons who are Honorary members.

    (c) A register of persons who are Temporary members.

    (d) A register of persons of or above the age of 18 years who enter the premises of the Club as guests of members.

DISCIPLINARY PROCEEDINGS

41. If a member refuses or neglects to comply with any of the provisions of this Constitution or the By-laws thereof or be in the opinion of the Board or the Board's duly constituted disciplinary committee (as referred to in paragraph (i) below), guilty of any conduct prejudicial to the interests of the Club or be in the opinion of the Board or the disciplinary committee, guilty of conduct which is unbecoming of a member or which renders the

member unfit for membership, the Board or the disciplinary committee has the power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept the resignation of such member and to remove the person's name from the Register of members, provided that:

(a) Such member must be notified of any charge against the member pursuant to this Rule by notice in writing to the member at least 7 clear days before the meeting of the Board or disciplinary committee at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.

(b) The member charged is entitled at his or her own expense to attend the hearing 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.

(c) No decision by the Board or disciplinary committee to reprimand, suspend or expel a member is deemed to be effective unless at least a majority of the members of the Board or disciplinary committee present are in favour of such decision.

(d) If the member fails to attend such meeting the charge may be heard and dealt with and the Board or disciplinary committee may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.

(e) After the Board or disciplinary committee has considered all the evidence put against the member it must come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Board or disciplinary committee must inform the member prior to considering any penalty.

(f) The member charged must be given a further opportunity at the hearing to address the Board or disciplinary committee in relation to the penalty appropriate to the charge of which the member has been found guilty.

(g) Any decision of the Board at such hearing or any adjournment thereof is final and the Board or disciplinary committee is not required to assign any reason for its decision.

(h) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board, the Secretary (independently of the Board) or disciplinary committee has the power to immediately suspend that member from all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board, the Secretary (independently of the Board) or disciplinary committee on a member must be notified in writing to that member.

(i) The powers of the Board under this Rule may be exercised by a disciplinary committee which consists of not less than 2 persons appointed by the Board. A quorum of the disciplinary committee is 2 persons.

42. (a) The Secretary, or in the Secretary’s absence the senior employee of the Club then on duty (‘the senior employee’) has the power to suspend any person’s membership and remove that member from the premises of the Club if:

(i) in the opinion of the Secretary or the senior employee, the member is intoxicated, violent, quarrelsome, indecent or disorderly;

(ii) the member’s presence on the Club’s premises, in the opinion of the Secretary or the senior employee, may render the Club or the Secretary liable to a penalty under any applicable law;

(iii) the member has engaged or used any part of the Club's premises for an unlawful purpose;

(iv) the member smokes, within the meaning of the Smoke-Free Environment Act 2000, while on any part of the Club's premises that is a smoke-free area within the meaning of that Act;

(v) the member uses, or has in his or her possession, while on the Club's premises, any substance that the Secretary or senior employee suspects of being a prohibited plant or a prohibited drug;

(vi) the member is a person whom the Secretary or senior employee, under the conditions of the Club Licence or by law or according to a term (of the kind referred to in section 134 of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Club's premises; or

(vii) the member has engaged in conduct which may be prejudicial to the interests of the Club or which may be conduct unbecoming of a member.

(b) If pursuant to Rule 42(a), a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

(c) Without limiting Rule 43(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 42(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.

(d) Without limiting Rule 43(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 42(a)(i), the person must not remain in the vicinity of the Club or re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

(e) The Secretary or the senior employee of the Club who has exercised the power referred to in paragraph (a) of this Rule must make a written report to the Board or the Board's duly constituted disciplinary committee within 7 days of the date of the suspension and removal of the member. The report must set out facts, matters and circumstances giving rise to the suspension and removal.

(f) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (a) of this Rule is to continue until further notice is given to the member by the Board or the Board's duly constituted disciplinary committee in accordance with Rule 41.

RESIGNATION AND CESSATION OF MEMBERSHIP

43. (a) A member may, at any time and with immediate effect, resign from his or her membership of the Club by giving notice in writing to the Secretary or by returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership

(b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance fee or subscription or otherwise) upon and by reason of such cessation of membership forfeits all rights as a member of the Club, provided that such person remains liable for any subscription and all arrears thereof due and unpaid at the

date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.

GUESTS

44. (a) All members (other than Junior members) have the privilege of introducing guests to the Club but Temporary members may only introduce guests to the Club in accordance with the requirements of the Registered Clubs Act.

(b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law, and must not introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any entrance fee or subscription or who is currently under suspension or who has been turned out of or refused admission to the Club.

(c) Members are responsible for the conduct of any guest they may introduce to the Club.

(d) The Board has power to make By-laws from time to time, not inconsistent with this Constitution or the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.

(e) A guest must at all times remain in the reasonable company of the member who countersigned the entry in the Register of guests in respect of that guest.

(f) A guest must not remain on the Club's premises any longer than the member who countersigned the entry in the Register of guests in respect of that guest.

(g) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice or require a guest of a member to leave the premises of the Club (or any part thereof) at any time and without being required to give reason.

(h) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of guests:

(i) the name in full, or the surname and initials of the given names, of the guest;

(ii) the residential address of the guest;

(iii) the date of that day;

(iv) the signature of that member,

provided that if any entry in the Register of guests is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in that Register in respect of that guest if he or she subsequently enters the Club's premises on that day as the guest of that member.

THE BOARD

45. On and from the first election of the Board that takes place after the 2006 election, the business and affairs of the Club and the custody and control of its funds and property is to be managed by a Board of eight Directors consisting of a President, Vice President and six Ordinary Directors.

46. (a) In order to be eligible to be nominated for, elected to and remain in office on the Board:

(i) four Directors must each have the qualification of:

(1) being a Life member or a financial Club member whose ordinary place of residence is not more than a 200 kilometre radius from the Club's premises at Cammeray;

(ii) two Directors must each have the qualification of:

(1) being a Life member or a financial Club member whose ordinary place of residence is outside the radius referred to in sub-paragraph (i);

(iii) two Directors must each have the qualifications of:

(1) being a Life member or a financial Club member; and

(2) being a current Director of the Football Club.

(b) In addition to paragraph (a), a person is not qualified to be a Director unless that person has held membership of the Club for a continuous period of 3 years immediately prior to nomination.

47. (a) At the first meeting of the Board held after each Annual General Meeting and from time to time as the occasion may require, the Board must elect the President and the Vice-President from among the Directors.

(b) Intentionally Deleted.

(c) A member who, pursuant to this Constitution, is not a financial member or is currently under suspension is ineligible to be nominated for or elected to the Board or to any office or committee or to perform duties as holder of an office or member of any committee, while the member remains not financial or during the period of such suspension, other than the role as an elected Director of the Club.

(d) A member shall not be entitled to be declared elected or appointed to the Board if he or she does not have a Director Identification Number by the date of his or her proposed election or appointment to the Board.

ELECTION OF THE BOARD

48. For the purposes of the election of Directors in respect of the Annual General Meeting in 2020 and thereafter, Directors shall hold office in accordance with Schedule 4 to the Registered Clubs Act 1976, which is set out in the Schedule below:

SCHEDULE 4

Definitions

1. In this Schedule -

***"general meeting"** means a meeting of the members of the club at which members of the governing body are to be elected;*

***"triennial rule"** means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;*

"year" *means the period between successive general meetings.*

2. Repealed.

First general meeting under triennial rule

3. (1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.

(2) The groups -

(a) shall be determined by drawing lots; and

(b) shall be as nearly as practicable equal in number; and

(c) shall be designated as group 1, group 2 and group 3.

(3) Unless otherwise disqualified, the members of the governing body -

(a) in group 1 shall hold office for 1 year; and

(b) in group 2 shall hold office for 2 years; and

(c) in group 3 shall hold office for 3 years.

Subsequent general meetings

4. At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

Casual vacancies

5. (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.

(2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

Re-election

6. A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

Revocation of triennial rule

7. If the triennial rule is revoked -

(a) at a general meeting - all the members of the governing body cease to hold office; or

(b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,

and an election shall be held at the meeting to elect the members of the governing body.

48A. The election of Directors will be conducted in the following manner

(a) The nomination must be in writing, signed by a proposer and seconder, and signed by the nominee. The proposer and seconder must be Life members or financial Club members at the time of signing the nomination form. The nominee must meet the eligibility requirements set out in this Constitution at the time of signing the nomination form.

(b) The nominee must signify on the nomination form that he or she has signed the declaration in the Code of Conduct for Directors (as in force from time to time) to the effect that he or she understands the Code and agrees to comply with the Code if elected to the Board.

(c) The nominee must provide in writing an undertaking to the Club that if elected to office as a director, the nominee will undertake training in accordance with Regulation 26 of the Registered Clubs Regulation 2015 (or any regulation replacing Regulation 26) unless exempted under the terms of Regulation 26.

(d) Nominations must be received by the Secretary before the date and time as provided by By-law or otherwise determined by the Board for the closing of nominations.

(e) The Secretary must cause notification of each nomination to be posted on the Club Notice Board within 24 hours of the closing of nominations, but failure to post up any nomination within this time limit will not invalidate that nomination or the ballot.

(f) (i) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated must be declared elected at the Annual General Meeting.

(ii) If no or insufficient nominations are received for the number required to be elected, the candidate or candidates, if any, nominated must be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining. If more than one candidate is nominated for such vacancies, an election by ballot for the vacancies remaining must be held at the Annual General Meeting.

(iii) If the number of candidates nominated exceeds the number required to be elected, a ballot must be conducted as provided by By-law and until so provided may be determined by the Board. A ballot paper will include an asterisk or similar identifying mark alongside the name of any candidate who is a current Director. The ballot must be counted by a Returning Officer and Scrutineers appointed by the Board. A candidate for any position must not be appointed as a Returning Officer or as a Scrutineer. In the event of an equality of votes in favour of 2 or more candidates, the Returning Officer must draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.

(g) If required, separate ballots must be held in respect of the election of:

(i) Directors to which Rule 46(a)(i) applies;

(ii) Directors to which Rule 46(a)(ii) applies; and

(iii) Directors to which Rule 46(a)(iii) applies.

49. The Board may from time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith.

POWERS OF THE BOARD

50. (a) The Board is responsible for the management of the business and affairs of the Club.

(b) Nothing in this constitution or otherwise shall compel the Board to conduct the business of the Club in any manner which shall be contrary to good corporate governance or financial viability.

51. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Club in General Meeting, provided that no such regulation will invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board has power from time to time:

(a) To delegate any of its powers (other than this power of delegation) to committees consisting of such member or members of the Board or such Full members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed must in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President or his or her nominee, who must be a member of the Board, has the right to be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee must be determined by a majority of votes of the members present and in the case of an equality of votes the chairman will have a second or casting vote. The meetings and proceedings of any committee consisting of 2 or more members are to be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule or by any regulation made by the Board pursuant to this Rule.

(b) To make such By-laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:

(i) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;

(ii) the general management and control of the trading activities of the Club;

(iii) the management and control of the Club's premises;

(iv) the management and control of play and dress on the Club's premises;

(v) the upkeep and control of the Club's property;

(vi) the management and control of all competitions;

(vii) the conduct of members and guests of members;

(viii) the privileges to be enjoyed by members;

(ix) the relationship between members and the Club's employees;

(x) and generally all such matters as are commonly the subject matter of Club Rules or By-laws or which are not reserved either under the Act, the Registered Clubs Act, this Constitution or the By-laws for decision by the Club in General Meeting.

(c) To enforce the observance of all By-laws by suspension from enjoyment of any or all privileges of membership or otherwise as it thinks fit.

(d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it thinks fit.

(e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as it thinks fit.

(f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its Officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.

(g) To determine who will be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.

(h) To invest and deal with any of the money of the Club not immediately required for the objects of the Club upon such securities and in such manner as it thinks fit and from time to time to vary or realise such investments.

(i) To borrow or secure the payment of any sum or sums of money for the objects of the Club and raise or secure the payment of such sum or sums from time to time and in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon or over all or any part of the Club's property both present and future or not so charged, or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

(j) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and subject to section 41E of the Registered Clubs Act, to dispose of any land or buildings belonging to the Club or other property or rights to which the Club may be entitled from time to time and subject to the Registered Clubs Act and the Liquor Act to lease any property of the Club.

(k) (i) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.

(ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract of service or for service or otherwise.

(l) To fix the maximum number of persons who may be admitted to each class of membership of the Club.

(m) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons eligible for membership of all or any such sections and committees, and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections and committees or any of them, and from time to time to prepare or approve and amend By-laws for the control and regulation of such sections and committees and the conduct and activities thereof and also to terminate and dissolve any such sections or committees or to reconstitute the same on a similar or different basis.

(n) To set the entrance fees, subscriptions and other fees, charges and levies payable by members.

(o) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.

(p) To recommend the amount of honorarium payable to any member of the Board or to any other person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.

(q) To repay out-of-pocket expenses incurred by any member of the Board or any other person in the course of carrying out his or her duties for the Club.

REGISTERED CLUBS ACCOUNTABILITY CODE

51A. The Club will comply with the Registered Clubs Accountability Code as provided by Schedule 2 to the Registered Clubs Regulation 2015 and the Board will create By Laws to reflect the requirements of the Code.

RESPONSIBLE GAMBLING PRACTICES

51B. The Club will adopt best practice requirements for responsible gambling and the Board will create By-Laws to give effect to this.

BY-LAWS

52. Any By-law made under this Constitution will come into force and has the full authority of a By-law of the Club on being posted upon the Club Notice Board or the Club's web site.

SECTIONS AND COMMITTEES

53. The Board may permit any section created under this Constitution to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club, capitation fees to any such controlling body or as required by such body.

54. A person is ineligible to be a member of any section created under this Constitution unless he or she is a financial member of the Club.

55. The Board may empower any section or committee created under this Constitution to open and operate an account in the name of the section in such bank or financial institution as the Board may from time to time approve, provided that the persons eligible to operate upon any such account must be approved by the Board which from time to time may remove and replace such persons or any of them.

56. Subject to the absolute control and supervision of the Board, each such section or committee created under this Constitution may manage its own affairs but must make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.

57. Subject to this Rule, the constitutions and rules or by-laws of each such section created under this Constitution may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose, provided that no amendment proposed to and approved by the meeting of the members of the section will have effect unless and until it has been approved by resolution of the Board.

58. Any disciplinary action which is taken by a section or committee created under this Constitution in respect of any member of such section or committee must at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.

PROCEEDINGS OF THE BOARD

59. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least once per Quarter for the transaction of business, and a record of all members of the Board present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose.

60. The President will preside as Chairman at every meeting of the Board. If the President is not present or is unwilling or unable to act, then the Vice-President will act as Chairman. If the Vice-President is not present or is unwilling or unable to act, then the members of the Board present may elect their own Chairman.

61. The quorum for meetings of the Board is 4 members of the Board. 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 or her consent within a reasonable period before the meeting.

62. The President at any time may convene a meeting of the Board and the Secretary upon the request of not less than 3 members of the Board must convene a meeting of the Board.

63. Subject to this Constitution, questions arising at any meeting of the Board must be decided by a majority of votes and a determination by a majority of the members of the Board will

for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the Chairman of the meeting will have a second or casting vote.

64. All acts done by any meeting of the Board or by any person acting as a member of the Board will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

(a) A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in identical wording each signed by one or more members of the Board. In addition to this, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by each director sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.

(b) A member of the Board is not disqualified by reason of his or her office from contracting with the Club either as vendor or purchaser or otherwise, nor will any such contract or arrangement entered into, by or on behalf of the Club in which any member of the Board is in any way interested be avoided, nor will any member of the Board so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such member of the Board holding that office or of the fiduciary relationship thereby established, but in accordance with the provisions of sections 191 or 192 of the Act it is the duty of the member of the Board to declare the nature of his or her interest at a meeting of the Board and it is the duty of the Secretary to record such declaration in the Minutes of the meeting.

(c) A Director must as soon as is practicable in accordance with sections 191 or 192 of the Act disclose at a meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "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 Club.

(d) 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 Club. The disclosure must be recorded in the minutes of that meeting of the Board.

(e) Without limiting the application of section 191(2) of the Act, paragraph (c) does not apply to an interest:

(i) which the Director has as a member of the Club and which is held in common with the other members of the Club; or

(ii) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).

(f) 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; and

(ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.

VACANCIES ON THE BOARD

65. Subject to the provisions of this Constitution, the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution or ordinary resolutions appoint another person or persons in his or her or their place. Any person so appointed will hold office during such time only as the person in whose place he or she is appointed would have held the same if he or she had not been so removed.

66. The office of a member of the Board is immediately vacated if that person:

(a) becomes insolvent under administration or becomes disqualified from managing any company under the Act and is not given permission to manage the Club under the Act;

(b) is convicted of an offence on indictment;

(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 a continuous period of 3 months without leave of absence from the Board;

(e) by notice in writing given to the Secretary resigns from office;

(f) becomes prohibited from being a member of the Board by reason of any order made under the Act, the Liquor Act or the Registered Clubs Act;

(g) becomes an employee of the Club;

(h) if elected or appointed to the Board by virtue of holding the qualification of being a Director of the Football Club, ceases to hold that qualification;

(i) ceases to be a member entitled to hold office on the Board;

(j) fails to declare the nature of any interest in a contract or proposed contract with the Club in accordance with the Act; or

(k) fails to declare the nature of any material personal interest in a matter referred to in the Act.

(l) fails to obtain or continue to hold the qualifications referred to in Rule 48(a)(iii).

(m) was not entitled to stand for or be elected or appointed to the Board.

(n) does not hold or ceases to hold a Director Identification Number.

67. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office only until the conclusion of the next Annual General Meeting.

68. The continuing members of the Board may act notwithstanding any vacancy in the Board, 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 Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.

GENERAL MEETINGS

69. A General Meeting called the Annual General Meeting must 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 Club's financial year. All general meetings other than Annual General Meetings are called General Meetings.

The Board may whenever it thinks fit convene a General Meeting and it must, on the valid request of the members entitled to request a meeting under the Act as amended also call a meeting.

70. Subject to the provisions of the Act relating to Special Resolutions, at least 21 days notice specifying the place, day and hour of a General Meeting and in the case of special business the general nature of that business must be given in the manner provided by this Constitution to all members entitled to attend and vote at General Meetings of the Club, but the 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 application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

70A. The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

70B, The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

70C. The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.

70D If permitted by the Act, the Club may hold hybrid or virtual only general meetings (including Annual General Meetings). The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

70E (a) In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):

(i) distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and/or

(ii) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;

(iii) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.

(b) If there is any inconsistency between Rule 70E and any other provision of this Constitution, Rule 70E shall prevail to the extent of that inconsistency.

QUORUM FOR GENERAL MEETINGS

71. 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. A quorum at a General Meeting convened on the request of members is not less than 100 members present and entitled to vote (or such lesser amount prescribed by the Act), and at all other General Meetings and at all Annual General Meetings is not less than 20 members present and entitled to vote.

72. If within 15 minutes from the time appointed for any General Meeting a quorum is not present, the meeting if convened upon the request of members will be dissolved. In any other case it will stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but such period must be less than one month. If at such adjourned General 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

73. The ordinary business of any Annual General Meeting is to receive and consider the reports prescribed by Section 317 of the Act and to elect, as required and in the manner provided in this Constitution, the members of the Board, and subject to the Act, to appoint an Auditor or Auditors.

74. The President is entitled to take the Chair at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then the Vice-President will act as Chairman. If the Vice-President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the members of the Club present will elect a member of the Board or one of their number to be Chairman of the meeting.

75. Every question submitted to a General Meeting will be decided by a show of hands (unless a poll is demanded by the Chairman or by not less than 5 members) and in the case of an equality of votes whether on show of hands or on a poll the Chairman of the meeting will have a second or casting vote.

76. Voting by proxy is not allowed:

(a) at any election of the Board;

(b) at any meeting of the Board or of a committee of the Club; or

(c) at any General Meeting.

77. At any General Meeting (unless a poll is demanded), 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 Club, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

78. (a) If a poll is demanded it must be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll will be the resolution of the meeting at which the poll was demanded, but 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.

79. 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 save 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.

80. 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 prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

81. The Board must cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

82. The books of account must be kept at the Office or at such other place as the Board thinks fit. The Club must at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.

83. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.

83A. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General Meeting:

(a) the financial report of the Club; and

(b) the directors' report;

(c) the auditors' report on the financial report.

84. The financial year of the Club commences on the first day of January and ends on the last day of December in each year or, subject to the Act, is for such other period as the Board may determine.

85. Auditors must be appointed and their duties regulated in accordance with the Act and their remuneration is to be fixed by the Board.

SECRETARY

86. (a) There will only be one (1) Secretary of the Club at any time who will be appointed by the Board. The Secretary is the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

(b) Subject to paragraph (c) of this Rule 86 and the provisions of the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:

(i) the Secretary; or

(ii) any close relative (as defined in the Registered Clubs Accountability Code referred to in Rule 51A of this Constitution) of the Secretary;

(iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Accountability Code referred to in Rule 51A of this Constitution).

(c) Paragraph (b) of this Rule 86 does not prevent the Club entering into a contract with any of the above persons which is:

(i) a contract of employment; or

(ii) otherwise permitted by the Registered Clubs Act.

EXECUTION OF DOCUMENTS

87. The Board must provide for the safe custody of the Seal.

88. (a) The Club 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 members of the Board; or

(ii) one member of the Board and the Secretary.

(b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:

(i) 2 members of the Board; or

(ii) one member of the Board and the Secretary.

89. The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

NOTICES

90. Without limiting the provisions of the Corporations Act, a notice may be given by the Club to any member either:

(a) personally; or

(b) by sending it by post to the address of the member;

(c) by sending it to the electronic address of the member;

(d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.

91. Where a notice is sent to a member:

(a) in accordance with Rule 90(a), the notice is deemed to be received on the day it is given to the member; and

(b) in accordance with Rules 90(b) and (c)), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.

(c) in accordance with Rule 90(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

92. Intentionally deleted.

INDEMNITY TO OFFICERS

93. (a) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club 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 Club 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 Club 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 Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club 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 Club may pay a premium for a contract insuring a person who is or was an officer of the Club 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 Club; or

(ii) a contravention of sections 182 or 183 of the Act.

AUTHORISATION OF BENEFITS TO MEMBERS

94. In accordance with the Registered Clubs Act, the Club is entitled to budget, allocate and disburse such reasonable expenditure for, to or on behalf of the members of the Board for their professional development, education and the enhancement of their services to the Club. Without limiting the generality of this expenditure and by way of guidance only, such expenditure may be directed to the following areas:

(a) the reasonable costs of members of the Board attending industry-related meetings;

(b) the reasonable costs of members of the Board attending seminars, lectures, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time, provided that such expenditure shall not reflect the reimbursement of any expenses incurred by members of the Board during free time or extraneous activities at such events;

(c) the reasonable costs of directors attending other clubs for the purpose of observing their facilities and methods of operation;

(d) the attendance of members of the Board at functions with spouses or partners where such attendances are required by the Club and such members of the Board and their spouses or partners are representing the Club;

(e) the provision of Club uniforms as decided by the Board from time to time;

(f) the provision of car parking spaces for members of the Board, the Secretary and other management staff whilst engaged on Club-related activities.

The members acknowledge that the benefits set out in this Rule are not available to members generally, but only to those who are elected as members of the Board, the Secretary and such other nominated persons as may be co-opted to be involved in such activities from time to time.

95. In accordance with the Registered Clubs Act, the Club is further entitled to budget, allocate and disburse such reasonable expenditure for, to or on behalf of the Board. Without limiting the generality of this expenditure and by way of guidance only, such expenditure may include the following:

(a) expenses involved in sponsorship of sections of the Club, annual picnic expenses, presentations to members or other persons acknowledging services deemed by the Board to be of benefit to the Club or the community;

(b) the provision of reasonable meals or the price thereof for attendance at meetings of the Board, sub-committee meetings of the Board and sub-committee meetings of members;

(c) the reimbursement of reasonable expenses incurred by members of the Board travelling by private or public transport to and from meetings of the Board or other duly constituted committee meetings, either within the Club or elsewhere as approved by the Board, on production of documentary evidence of such expenditure;

(d) the reasonable expenses incurred by members of the Board either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board, on production of documentary evidence of such expenditure.

The details of these expenses will be itemised and authorised at each meeting of the Board and included in the financial reports of the Club. The members acknowledge that the benefits set out in this Rule are not available to members generally, but only to those who are elected as members of the Board, the Secretary and such other nominated members as may be co-opted to be involved in such activities from time to time.

COPY OF CONSTITUTION

96. A copy of this Constitution must be supplied to a member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or such lesser fee as determined by the Board.

READING OF CONSTITUTION

97. This Constitution must be read and construed subject to the provisions of the Act and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club being registered under the said Acts, those provisions will be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

98. Subject to any other provision of this Constitution, this Constitution may be amended only by a resolution passed by at least a three-quarters majority of Life members and financial Club members who are present and voting at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with the Act.

FIRST SUBSCRIBERS

99. The Club's first subscribers came together for the common purpose of promoting rugby league football both on and off the field. The Club's involvement in 'grass roots' rugby league football forms an important part of the Club's history and tradition. In times of adversity and success, the Club will remember its humble origins and its founders. The first subscribers to the Club's original Memorandum of Association dated 22nd February 1955 were: ***R.H. McKinnon, H. Forbes, B. Davoren, F. Hazell, D. Duffy, J. McLachlan.***

NORTH SYDNEY LEAGUES' CLUB LIMITED

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