



COUNTRY RUGBY LEAGUE OF NEW SOUTH WALES
GROUP NINE INCORPORATED

ABN 70 174 812 449

INCORPORATION NO. Y0917516

CONSTITUTION

COLIN W LOVE & COMPANY LAWYERS
LEVEL 1
135-137 MACQUARIE STREET
SYDNEY NSW 2000

REF: DCK:HE:150005

+61 (0)2 9241 1441 (TELEPHONE)
+61 (0)2 9251 3529 (FACSIMILE)

CONSTITUTION

of

GROUP NINE INCORPORATED

ABN 70 174 812 449

GENERAL

1 Definitions

The following definitions apply in this Constitution unless expressly stated otherwise or unless the context otherwise requires:

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

Associations Incorporation Regulations means regulations promulgated under the Associations Incorporation Act.

Board means the governing body of the Group.

Constitution means this constitution of the Group as altered, amended or replaced from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Country Rugby League or **CRL** means Country Rugby League of New South Wales Incorporated ABN 55 953 246 709; Registration Number Y0717232.

Director means a member of the Board, including the President.

Director-General has the same meaning as given to that term in the Associations Incorporation Act.

Game means the sport of rugby league football.

Group means Group Nine Incorporated ABN 70 174 812 449.

Insolvency Event means and includes:

- (a) a receiver, receiver and manager, administrator, trustee or similar official is appointed over any of the assets or undertaking of that person;
- (b) the person suspends payments of his debts generally;

- (c) the person is or becomes unable to pay his debts when they are due or is unable to pay his debts within the meaning of the Corporations Act;
- (d) the person enters into or resolves to enter into any arrangement, composition or compromise with, or assignment for the benefit of, his creditors or any class of them;
- (e) an application or order is made for the winding up or dissolution of, or the appointment of a provisional liquidator to the person or a resolution is passed or steps are taken to pass a resolution for the winding up or dissolution of the person otherwise than for the purpose of an amalgamation or reconstruction; or
- (f) where that person commits an act of bankruptcy, enters into an assignment for the benefit of creditors, is unable to pay his debts when due, or any application has been made to declare that person bankrupt.

Law means the Associations Incorporation Act and the Associations Incorporation Regulations.

Life Member means a person who is admitted to Membership of the Group in that category in accordance with the provisions of this Constitution.

Member means a Member of the Group in any class admitted in accordance with the provisions of this Constitution and **Membership** is membership of the Group in any class; and the terms **Club Member**; **Recognised Competition Member**; **Junior League Association Member** and **Referees' Association Member** have the same meanings as provided for in clause 10.

Member Present means, in connection with a meeting, the Member present in person in person, by utilisation of any form of technology which is permitted by this Constitution, and by the attendance in person or by any permitted technology of the Member's Representative appointed by that Member.

Member's Representative means, in the case of a Member who is not a natural person, the representative appointed by the Member to attend meetings of the Group and exercise any power or right of the Member which is exercisable at meetings of the Group.

Mentally Incapacitated Person means a person who is an involuntary patient or a forensic patient or a correctional patient within the meaning of the *Mental Health Act 2007* (NSW) or a protected person within the meaning of the *NSW Trustee and Guardian Act 2009* (NSW).

Ordinary Member means a person who is admitted to Membership of the Group in that category in accordance with the provisions of this Constitution.

President means the chairman of the Board who is appointed in accordance with this Constitution.

Public Officer means the public officer for time to time of the Group.

Register means the register of Members of the Group maintained by the Group in accordance with the requirements of the Associations Incorporation Act.

Special Resolution means a resolution passed by at least seventy-five (75) percent of the total number of eligible votes cast in a vote on that question, motion or resolution.

2

Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise:

- (a) A gender includes all genders.
- (b) The singular includes the plural and conversely.
- (c) Where a word or phrase is defined, its other grammatical forms have corresponding meaning.
- (d) A reference to a paragraph or sub paragraph is to a paragraph or sub paragraph, as the case may be, of the clause or paragraph, respectively, in which the reference appears.
- (e) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments promulgated under it.
- (f) Except in so far as a contrary intention appears in this Constitution, an expression has, in a provision of this Constitution which relates to a particular provision of the Law, the same meaning as in that provision of the Law.
- (g) A mention of anything after include, includes or including does not limit what else might be included.
- (h) A reference to a person includes a corporation, organisation, incorporated association, trust, partnership, unincorporated association or other entity, whether or not it comprises a separate legal entity.
- (i) Any reference to “\$” or “dollars” is a reference to the currency of the Commonwealth of Australia.
- (j) Any reference as to time is a reference to Australian Eastern Standard Time or Australian Eastern Daylight Time, as the circumstances require.

3

Model Rules and Registration Requirements

- (a) The rules of the Group specified in the provisions of this Constitution shall apply to the Group and the model rules contained in the Associations Incorporation Act are expressly excluded and therefore do not apply to the Group.
- (b) It is a requirement that all players (regardless as to age), coaches, trainers and officials of the Group as well as all other persons who perform any duties, functions or roles within the Group must be registered with the Group.

4

Powers and Actions Authorised Under the Law

- (a) The Group shall have power under this clause 4 to perform any action in any case where the Law confers that power on any incorporated association if that power is comprised in its constitution documents, despite any other provision of this Constitution.

- (b) The rules of the Group specified in this Constitution shall apply subject to and in compliance with any mandatory provision of the Associations Incorporation Act.
- (c) Any mandatory provision of the Associations Incorporation Act shall be incorporated into this Constitution and shall prevail over any provision contained in this Constitution but only to the extent of any inconsistency between the Associations Incorporation Act and this Constitution.
- (d) The Group may derive funds from entrance fees, membership fees and from any other source which is determined by the Board.
- (e) The funds of the Group shall be used in pursuance of the objects of the Group.
- (f) Where this Constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (g) Where this Constitution confers power on a person or body to delegate a function or power:
 - (i) the delegation may be concurrent with, or (except in the case of a delegation by the Board of Directors) to the exclusion of, the performance or exercise of that function or power by the person or body;
 - (ii) the delegation may be either general or limited in any manner provided in the terms of delegation;
 - (iii) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of a specified office or position;
 - (iv) the delegation may include the power to delegate;
 - (v) where the performance or exercise of that function or power is dependent on the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate on the opinion, belief or state of mind of the delegate in relation to that matter; and
 - (vi) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

NAME, HERITAGE MATTERS AND OBJECTS

- 5 (a) The name of the Group is “Group Nine Incorporated”.
- (b) The Group colours are predominantly Royal Blue & Gold.
- (c) The emblem of the Group is set out in **Schedule 1**.
- (d) Any change to the name, playing colours or emblem of the Group must be approved by Special Resolution passed at a general meeting of the Group.

The primary objects of the Group are to:

- (a) maintain membership of the Country Rugby League and any successor body established as the controlling body of the Game within the regional and rural areas of the State of New South Wales.
- (b) liaise and cooperate with the Country Rugby League and other organisations controlling the Game in New South Wales for the purposes of fostering, promoting, promulgating and controlling the Game in the State.
- (c) foster, promote, control, promulgate and organise rugby league matches, tournaments and competitions in regional and rural areas of the State of New South Wales, particularly the areas of the State which the Country Rugby League assigns to the Group.
- (d) provide and maintain grounds, playing fields, training fields and other facilities for the Game.
- (e) foster, develop, extend and promote the Game and generally to act in the best interests of the Game.
- (f) host and stage rugby league matches.
- (g) promote the development, playing and interests of the Game within the Group's local community in co-operation with the Country Rugby League and other controlling bodies.
- (h) foster, develop, extend and promulgate the Game in junior and senior levels within the Group's local community and the geographical areas assigned to the Group by the Country Rugby League.
- (i) promote and encourage either directly or indirectly the physical, cultural and intellectual welfare of young people in the Group's local community and the geographical areas assigned to the Group by the Country Rugby League.
- (j) promote and encourage either directly or indirectly sport and recreation, particularly rugby league football, in the interests of social welfare of young persons.
- (k) foster, develop and promote participation in the Game at all levels by Indigenous Australians.

The Group may undertake other activities not inconsistent with the primary objects set out in this clause 6 to enhance, promote, further or protect the interests of the Group and the Game.

LIABILITY

The Group is an incorporated association registered in New South Wales under the Law. The liability of the Members is limited. Every Member of the Group undertakes to contribute, to the assets of the Group in the event of the Group being wound up while the Member is a Member or within one year after the Member ceases to be a Member, for the payment of the debts and liabilities of the Group contracted before the Member ceases to be a Member and the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst Members, such amount as may be required however not exceeding \$10.00.

WINDING UP

- 8 The income and property of the Group shall be applied solely towards the promotion of the objects of the Group contained in this Constitution and no portion shall be paid or transferred directly or indirectly as a dividend bonus or any other method by way of profit to the Members of the Group provided that nothing shall prevent the payment in good faith of remuneration to any officers or servants of the Group nor to any Member or other person in return for any services actually rendered to the Group nor prevent the payment of interest on money lent nor reasonable and proper rent for premises demised or let by any Member to the Group.
- 9 If upon the winding up or dissolution of the Group there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the Members of the Group but shall be given or transferred to an institution having objects similar to the objects of the Group and whose constitution prohibits 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 Group under clauses 8 and 9, such institution or institutions to be determined by the Members unanimously, and in default thereby the Chief Judge in Equity of the Supreme Court of New South Wales or such other judge of that Court as may have or acquire jurisdiction in the matter.

MEMBERSHIP

10 Membership

- (a) Membership is limited as follows:
- (i) Subject to clause 10(a)(ii), the number of Members for which the Group can be registered is unlimited.
 - (ii) Membership of the Group is divided into the classes specified in clause 10(d). Only those people who satisfy the qualification and admission criteria for Membership in a particular class, and all other requirements set out in this Constitution concerning admission to Membership, shall be eligible to become a Member in that class.
 - (iii) A candidate for Membership shall agree to be bound by:
 - (1) this Constitution;
 - (2) any rules, regulations or by-laws made in accordance with this Constitution; and
 - (3) any rules, regulations or by-laws (including without limitation any code of conduct or code of behaviour) made or adopted by Country Rugby League which are stated to apply in respect of activities in which the Group or its Members are involved;by signing and forwarding an application to the Group to this effect in a form approved by the Board and agreeing to their name being entered on the register of Members.
- (b) No transfer of Membership shall be permitted.

(c) Nothing in this Constitution shall be interpreted to restrict or hinder or declare as invalid a resolution of the Board to suspend or otherwise decide to not accept any application for Membership.

(d) The classes of Membership of the Group and the corresponding qualification and admission criteria for Membership in each class are as follows:

(i) **Club Members:**

(1) those organisations whose names are recorded in the Register and in **Appendix A** to this Constitution as being Club Members at the date of adoption of this Constitution; and

(2) an organisation which has fielded teams in rugby league competitions conducted by the Group for at least the previous rugby league season and which has fulfilled all other requirements set out in this Constitution in order for the organisation to become a Member.

(ii) **Recognised Competition Members**

An organisation which organises, controls and conducts rugby league competitions in the areas of the State that the Country Rugby League assigns to the Group and which has fulfilled all other requirements set out in this Constitution in order for the organisation to become a Member.

(iii) **Junior League Member:**

The organisation recorded in **Appendix A** and recognised by the Group as the organisation responsible for the administration of junior rugby league in the areas of the State that the Country Rugby League assigns to the Group.

(iv) **Referees' Association Member:**

The organisation recorded in **Appendix A** and recognised by the Group as the representative association of rugby league referees for the areas of the State that the Country Rugby League assigns to the Group.

(v) **Life Members:**

The Life Members listed in **Appendix A** and those people who satisfy the following qualification criteria for bestowal of Life Membership on that person and who have been admitted to Life Membership in accordance with the provisions of this Constitution:

(1) A person who has provided outstanding service to the Game in any, or any combination, of the following capacities:

- (A) A Director; and / or
- (B) A director, officer or official of a Member; and / or
- (C) A member of a sub-committee of the Board; and / or
- (D) A player of the Game; and / or
- (E) Any combination thereof.

For the avoidance of doubt, Life Membership may be bestowed posthumously; however Life Membership may only be bestowed on a natural person.

11 Form of Application

An application for Membership in all classes other than Life Membership, and a nomination in the case of Life Membership, must:

- (a) be in writing in a form approved by the Directors.
- (b) be signed:
 - (i) (except in the case of a nomination for Life Membership) by the applicant; and
 - (ii) completed in accordance with clauses 13(f) to 13(h) in respect of a nomination for Life Membership.
- (c) specify the class of Membership that the application is made in respect of.
- (d) be accompanied by any other documents, information or evidence as to the qualification for Membership in the particular class.
- (e) be accompanied by the requisite membership application fee and / or annual membership.
- (f) be delivered to the Public Officer.

12 Fees and Subscriptions

- (a) The Board shall determine any fee, subscription or other amount which shall be paid on admission to Membership in any class other than Life Membership; and annually by Members in any class other than Life Membership.
- (b) The Board shall have the power to change any amount which is determined in accordance with clause 12(a).

13 Admission to Membership

Classes other than Life Membership

In respect of all classes of Membership except for Life Membership the process for admission to Membership of the Group is as set out in clauses 13(a) to 13(e) below:

- (a) The Directors must consider an application for Membership at the next meeting of the Board after its receipt by the Public Officer and determine, subject to this Constitution, the admission or rejection of the applicant.
- (b) The Directors may require any applicant for Membership to give such information as they require before admitting the applicant to Membership of the Group.
- (c) If an application for Membership is rejected the:
 - (i) Directors need give no reason for the rejection of an application.
 - (ii) Public Officer must notify the applicant in writing of the rejection of the application.
 - (iii) Public Officer must return to the applicant any amount paid to the Group in accordance with clause 11(e).
- (d) If an application for Membership is accepted the Public Officer must enter the name and details of the Member into the Register.
- (e) The Directors can require a Member to execute additional documents once that Member has been admitted to Membership and remains a Member.

Life Membership

In addition to meeting the requirements of clause 11, the process for admission to Life Membership of the Group is as follows:

- (f) A person who is to be considered for admission to Life Membership must be nominated for Life Membership by a proposer and a seconder. Each of the proposer and seconder must be a Member and who must have been a Member for a continuous period of not less than three (3) years up to and including the date on which the nomination for Life Membership is submitted to the Group.
- (g) The nomination for Life Membership must be signed by the proposer and the seconder.
- (h) The nomination form must be submitted to the Group accompanied by a statement which contains all relevant information and particulars necessary for a determination to be made by the Board as to whether the nominee qualifies to have Life Membership conferred on him.
- (i) A nomination for Life Membership must be received by the Group no later than the last day of the financial year of the Group in any particular financial year in order for that nomination to be considered by the Board before the next annual general meeting of the Group. Any nomination received after the deadline specified in this clause and before the next annual general meeting shall not be considered by the Board until after that next annual general meeting, and shall not be eligible for consideration by the Members until the second annual general meeting after the nomination is received by the Group.
- (j) All nominations for Life Membership shall be referred to the Board for consideration at its first meeting after the deadline for submission of nominations set out in clause 13(i). Despite any other provision of this

Constitution, the Board shall meet to despatch the business of considering nominations for Life Membership within 30 days after the deadline specified in clause 13(i).

- (k) The Board shall consider each nomination for Life Membership submitted by the deadline set out in clause 13(i) and determine, in respect of each such nomination, whether or not the person nominated satisfies the qualification criteria set out in clause 10(d)(v).
- (l) In respect of each nominee who satisfies the qualification criteria in clause 10(d)(v) the Board shall at the meeting referred to in clause 13(i) vote on the question of whether or not to recommend that the nominee be elected by the annual general meeting as a Life Member. The Board shall make a recommendation to the annual general meeting that a nominee should have Life Membership conferred on him if the Board does by ordinary resolution decide to make that recommendation in respect of that person.
- (m) At the next annual general meeting following the Board meeting referred to in clause 13(j) a ballot of the Members Present and entitled to vote shall be conducted in respect of the appointment of Life Members. In order for a nominee to be appointed as a Life Member, at least sixty (60) percent (%) of the Members Present must vote in favour of a resolution appointing that person as a Life Member of the Group.

14 Notification by Members

Each Member must promptly notify the Public Officer in writing of any change in the Member's qualification to be a Member of the Group.

15 Register of Members and Payments by Members

- (a) The Register of the Group must be kept in accordance with the Associations Incorporation Act and this Constitution.
- (b) The following must be entered in the Register in respect of each Member:
 - (i) the full name of the Member;
 - (ii) the address, facsimile number and electronic mail address, if any, of the Member;
 - (iii) the date of admission to, and cessation of Membership; and
 - (iv) such other information as either the Directors require or which is required by the Law to be kept.
- (c) Each Member must within a reasonable time notify the Public Officer in writing of any change in that Member's name, address, facsimile number or electronic mail address.
- (d) Application, subscription and annual fees in respect of Membership in any class may be determined by the Board; however the Board shall not determine that any such amount is payable by Life Members.
- (e) In the event that the Board determines to apply subscription fees or annual fees to Membership generally or Membership in a particular

class then each Member who is affected by that determination shall pay that fee within thirty (30) days after the commencement of the financial year of the Group to which the imposition of fees apply.

16

Cessation of Membership and Suspension of Membership Rights

- (a) A resignation of any Member shall be addressed to and forwarded to the Public Officer.
- (b) The Board has the power by Special Resolution to expel, suspend, censure, fine, reprimand or otherwise sanction a Member, in the event of a Member:
 - (i) wilfully refusing or neglecting to comply with the provisions of the Constitution;
 - (ii) engaging in conduct which is or which would have the tendency to be detrimental to the interests of the CRL, the Group or the Game;
 - (iii) engaging in conduct which has brought, brings or which would have the tendency to bring the CRL, the Group, the Game or the Member into disrepute; or
 - (iv) acting in a manner which is materially inconsistent with, contrary to or prejudicial to the best interests of the CRL, the Group or the Game.
- (c) However, the Board shall not exercise this power unless at least one week before the meeting of the Board at which such resolution is passed, the Member:
 - (i) had notice of the meeting and the allegations against him;
 - (ii) had notice of the intended resolution;
 - (iii) had an opportunity of giving orally or in writing any explanation or defence he may think fit;
 - (iv) had the opportunity to present evidence and witnesses; and
 - (v) had the opportunity to examine and cross-examine witnesses.
- (d) Membership shall cease and the Public Officer may remove the Member's name from the Register upon being satisfied that any one of the following has occurred (where relevant, noting that some classes of Membership comprise natural persons, where other classes of Membership comprise legal persons):
 - (i) if the Member dies;
 - (ii) if the Member is convicted of an indictable offence that is punishable by imprisonment for one (1) year;
 - (iii) if the Member is or has become a Mentally Incapacitated Person;

- (iv) an Insolvency Event occurring in relation to a Member;
 - (v) a written resignation from the Member has been received by the Public Officer;
 - (vi) if a resolution expelling the Member from Membership of the Group has been passed in accordance with clause 16(b);
 - (vii) if the Member's name is, or is entered on, a child sex offenders' register maintained in any part of Australia or any other country; or
 - (viii) if clause 16(f) applies.
- (e) In the event that a Member has not paid any subscription, fee or other amount owing by the Member to the Group within thirty (30) days after the due date for the payment of that sum, the Member's rights, including without limitation the right to attend and vote at general meetings of the Group, shall automatically be suspended.
- (f) In the event that Member has not paid any subscription, fee or other amount owing by the Member to the Group within sixty (60) days after the due date for the payment of that sum, the Public Officer shall serve notice on the Member that if all outstanding amounts are not paid to the Group within a period of fourteen (14) days from the date of the notice, that Member's Membership shall cease, and that his name and all other details will thereafter be removed from the Register.

MEETINGS OF THE GROUP

17 Power to convene

- (a) An annual general meeting of the Group shall be held after the end of each financial year of the Group within the time limit prescribed by the Law. Any reference in this Constitution to a general meeting includes a reference to any annual general meeting.
- (b) The Board:
 - (i) may, whenever they think fit, convene a general meeting; and
 - (ii) must, on the requisition in writing of three (3) Members, convene a general meeting to be held as soon as practicable but, in any case, not later than one (1) month after the date of the submission of the requisition.
- (c) If the Directors do not, within twenty-one (21) days after the date of the submission of a requisition pursuant to clause 17(b)(ii), proceed to convene a general meeting, the requisitioning Members may convene a general meeting to be held not later than two (2) months after the date of submission of the requisition.
- (d) The Board may postpone or cancel by notice in writing to all Members a general meeting convened by the Board, except that a meeting convened on the requisition of a Member or Members shall not be postponed or cancelled without their consent.

18 Notice of general meetings

- (a) Subject to provisions of the Associations Incorporation Act relating to special and other resolutions, at least twenty-one (21) days written notice must be given to Members of any general meeting, provided that, subject to the Associations Incorporation Act, a general meeting may be called by shorter notice.
- (b) Each notice convening a general meeting shall contain the information required by the Law.
- (c) The non-receipt of a notice convening a general meeting by or the accidental omission to give notice to any person entitled to receive notice shall not invalidate the proceedings at or any resolution passed at the general meeting.

19 Quorum

- (a) No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum for a general meeting shall be five (5) Members Present and entitled to vote on any item of business included in the notice of that general meeting.
- (b) If a quorum for a general meeting is not present fifteen (15) minutes after the time appointed for that meeting to start, the meeting shall be adjourned for a period of seven (7) days, so that the adjourned meeting shall commence at the same time and place the following week.
- (c) If less than five (5) Members Present attend the adjourned meeting at the time and place specified in clause 19(b) then the number of Members Present shall be deemed to constitute a quorum, provided that at least two (2) Members Present attend the meeting.

20 President of meetings

- (a) Subject to clause 20(b), the President shall preside as the chairman of at every general meeting.
- (b) Where a general meeting is held and:
 - (i) there is no President; or
 - (ii) the President is not present within fifteen (15) minutes after the time appointed for the meeting or does not wish to act as chairman of the meeting,the Members Present shall elect as chairman of the meeting another Director who is present and willing to act, or if no other Director willing to act is present at the meeting, a Member Present who is willing to act.
- (c) Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the President of the meeting, whose decision is final.

21 Adjournments

- (a) The President may adjourn any general meeting from time to time and from place to place.

- (b) No business shall be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a general meeting is adjourned for twenty-one (21) days or more, notice of the adjourned general meeting shall be given as in the case of an original general meeting.
- (d) Except as provided by clause 21(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned general meeting.

22 Voting at general meetings

- (a) Any resolution to be considered at a general meeting shall be decided on a show of hands unless a poll is demanded.
- (b) A declaration by the President that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the general meeting shall be taken as conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.
- (c) A poll for a resolution may be requested by the President or by at least two (2) Members Present and entitled to vote on the resolution. A request for a poll may be withdrawn.
- (d) No voting on any resolution to be considered at a general meeting shall be conducted by way of a postal ballot and any votes which are cast by post in respect of any such resolution shall be disregarded.

23 Procedure for polls

- (a) Subject to this clause, a poll when requested shall be taken in the manner and at the time the President directs.
- (b) The result of the poll shall be a resolution of the general meeting at which the poll was requested.
- (c) The request for a poll shall not prevent a general meeting from continuing with the transaction of any business other than that on which a poll has been requested.

24 No casting vote for President

In the event of an equality of votes on a show of hands or on a poll the President of the general meeting shall not have a casting vote.

25 Representation and voting of Members

- (a) Subject to this Constitution:
 - (i) Members in each category other than Life Members shall have the right to attend and vote at general meetings of the Group provided that the Member seeking to exercise a vote at a general meeting has attended at least half of the general meetings of the Group that were held in the immediately preceding twelve (12) month period; otherwise that Member shall not be entitled to vote on

any resolution at that general meeting. For the avoidance of any doubt:

- (1) Each Club Member is entitled to, and entitled to exercise, one (1) vote.
 - (2) Any Recognised Competition Member is entitled to, and entitled to exercise, one (1) vote.
 - (3) The Junior League Member is entitled to, and entitled to exercise, one (1) vote.
 - (4) The Referees' Association Member is entitled to, and entitled to exercise, one (1) vote.
 - (5) The Members referred to in clauses 25(a)(i)(2) – 25(a)(i)(4) are entitled to one (1) vote each, and not one vote for each of the members of that Member (in each instance).
- (ii) Life Members have the right to attend but not vote on any motion, resolution or question put at general meetings.
- (iii) for all purposes under this Constitution and the Law, each Member in any class other than Life Membership shall attend and exercise the powers of that Member through the appointment of a Member's Representative.
- (iv) any Member who is entitled by this Constitution to appoint a Member's Representative may do so by serving written notice on the Group by delivering that notice to the Public Officer. A Member may change the appointment of its Member's Representative at any time, by written notice delivered to the Group.
- (v) A Member may only appoint a person as its Member's Representative if the appointee is a director, officer or board member of the appointing Member.
- (b) Subject to this Constitution:
- (i) at meetings of the Group each Member entitled to attend and vote may attend and vote in person;
 - (ii) on a show of hands, every Member Present having the right to vote at a general meeting has one (1) vote; and
 - (iii) on a poll, every Member Present having the right to vote at a general meeting has one (1) vote.
- (c) An objection to the qualification of a person to vote at a general meeting:
- (i) Must be raised before or at the general meeting of which the vote objected is given or tendered;
 - (ii) Must be referred to the chairperson of the meeting, his decision is final.

- (d) A vote not disallowed pursuant to clause 25(c) is valid for all purposes.

26 No Proxies and No Postal Voting

- (a) A Member may not appoint the Member's Representative of another Member, or any other person, as a proxy to exercise any voting rights which that Member has under this Constitution or otherwise. A Member must be present at a meeting through a Member's Representative in order to exercise his vote.
- (b) No vote on any resolution which is required to be put to a vote of Members under this Constitution or by operation of the Law shall be conducted by postal ballot.
- (c) Any vote cast by postal ballot shall be disregarded in determining any resolution which is required to be put to a vote of Members under this Constitution or by operation of the Law.

27 Right of officers and advisers to attend general meeting

- (a) The Public Officer, the chief executive officer and any Director or other officer of the Group who is not a Member or Member's Representative shall be entitled to be present and, at the request or permission of the President, to speak at any general meeting.
- (b) Any other person (whether a Member, Member's Representative or not) requested by the Directors or the President to attend any general meeting shall be entitled to be present and, at the request of the President, to speak at that general meeting.

28 Circulating resolutions

Nothing in this Constitution limits the Group's power to pass a resolution as a circulating resolution of Members entitled to vote at a general meeting of the Group.

29 Amendment to Constitution

Despite the Law or any other provision of this Constitution, this Constitution shall not be amended, modified, repealed or replaced without the prior written consent of the Country Rugby League.

DIRECTORS

30 The Board

- (a) The Board of the Group shall consist of a minimum of three (3) and a maximum of eight (8) Directors.
- (b) No person shall be eligible for appointment as a Director unless that person:
 - (i) has attained the age of eighteen (18) years; and
 - (ii) is a member of a Member in any class, or unless that person is a Life Member of the Group.
- (c) Each Director shall be elected and appointed in accordance with the relevant provisions of this Constitution.

- (d) Without limiting any other provision of this Constitution, the Board may make rules which define the specific roles, and functions and responsibilities of each Director.

31 How Directors are appointed

The Directors of the Group shall be appointed as follows:

- (a) Nominations of an eligible person for election as a Director must be made in writing in a form prescribed by the Board. That nomination document must be signed by:
 - (i) the person nominated; and
 - (ii) a Member.
- (b) Nominations made pursuant to clause 31(a) must be received by the Public Officer no later than 4:00pm on the day which is fourteen (14) days prior to the annual general meeting of the Group at which the subject election shall take place.
- (c) The Public Officer shall not less than seven (7) days prior to the commencement of any election of Directors cause to be sent to all Members entitled to vote at that election, via email at the last email address provided by the Member to the Group for the purposes of such communications, or by such other means nominated by the Member, a list of the nominated candidates for each election.
- (d) Elections of Directors shall be conducted at the annual general meeting.
- (e) The election referred to in clause 30(d) shall be a simple, “first past the post” election conducted by the person chairing the meeting in accordance with the following requirements:
 - (i) Each election shall be conducted by way of a poll.
 - (ii) The person chairing the meeting shall be responsible for establishing the processes to be followed in the meeting for:
 - (1) Announcing the nominated candidates for election to the particular position(s) for which the election is conducted;
 - (2) Polling the voting Members by way of a poll;
 - (3) Counting and tallying the votes; and
 - (4) All other related matters.

Directors Generally

- (f) Prior to appointment as a Director a prospective appointee shall provide to the Group a schedule of potential conflicting interests with the Group. If a prospective appointee has a material conflicting interest with the interests of the Group then that person must not be appointed as a Director.

- (g) The Group may at any time remove any Director from office by ordinary resolution of Members passed in general meeting, or by any other means prescribed by the Law.
- (h) A Director who is removed from office under clause 31(g) may not stand for or be re-appointed to the office of Director for a period of three (3) years from the date of removal from office.

32 Retirement of Directors

- (a) Directors are elected at the annual general meeting. Directors elected by operation of this Constitution shall remain in office until the conclusion of the next annual general meeting after the annual general meeting at which they are elected.
- (b) Persons elected to the Board at an annual general take office immediately after the conclusion of the annual general meeting at which they are elected.

33 Vacation of office

- (a) The office of a Director becomes vacant, and a casual vacancy in that office is created, in any of the following circumstances:
 - (i) in the circumstances prescribed by the Law;
 - (ii) if an Insolvency Event occurs in relation to a Director;
 - (iii) if the Director becomes a Mentally Incapacitated Person;
 - (iv) if the Director is removed from office pursuant to this Constitution;
 - (v) if the Director is removed from office by the Members under the procedure prescribed in the Law;
 - (vi) if the Director's name is, or is entered on, a child sex offenders' register maintained in any part of Australia or any other country;
 - (vii) if the Director resigns by notice in writing to the Public Officer or refuses to act;
 - (viii) is absent without the consent of the Board from three (3) consecutive meetings of the Board; or
 - (ix) dies.
- (b) In circumstances of a casual vacancy in the office of any Director:
 - (i) The remaining Directors may appoint a person as a Director, and a person appointed to fill a casual vacancy shall be deemed to fill a vacancy, until the time that the person vacating the appointment would have remained as a Director but for the vacancy occurring; and
 - (ii) A person can be appointed as a Director under this clause in order to make up a quorum for a directors'

meeting even if the total number of directors of the Group is not enough to make up that quorum.

- (c) Any appointment made pursuant to clause 33(b) shall be on terms determined by the remaining Directors subject to the requirements of this Constitution.
- (d) Any person appointed to fill a casual vacancy shall only be appointed if that person meets the requirements set out at clause 30(b).

34 Public Officer and Officers

- (a) The Directors must appoint a Public Officer in accordance with the requirements of the Law.
- (b) Nothing in this clause 34 shall be interpreted as restricting the Group's powers to employ any other person in any other position in accordance with the other provisions of this Constitution.

POWERS AND DUTIES OF DIRECTORS

35 Powers of Directors

- (a) Subject to the Law and this Constitution, the business of the Group shall be managed by the Directors who may exercise all powers of the Group, including but not limited to the making of rules, regulations, by-laws and all other decisions consistent with fulfilling the objects of the Group, which are not, by the Law or this Constitution, required to be exercised by the Group in general meeting.
- (b) No clauses, regulations or other decisions so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
- (c) The Directors shall not sell, dispose of or otherwise encumber the main assets and undertakings of the Group, or any land holdings of the Group, without the prior approval of the Group in general meeting.
- (d) Without limiting the generality of clause 35 the Directors may exercise all the powers of the Group to borrow money and to charge any property or business of the Group.
- (e) The Group must adopt and implement any rules, regulations, policies or by-laws that the Country Rugby League directs the Group to adopt and implement, unless it would be unreasonable for the Group to do so.

36 Appointment of Attorneys

The Directors may, by power of attorney, appoint any person to be the attorney of the Group for the purposes, with the powers, authorities and discretions vested in or exercisable by the Board as may be specified by them and for such period and subject to such conditions as they think fit.

37 Negotiable instruments

All negotiable instruments of the Group shall be executed by the persons and in the manner that the Directors decide from time to time, subject to the requirements of the Associations Incorporation Act.

MEETINGS OF THE BOARD

38 Meetings

- (a) The Directors shall meet together as often as is necessary for the despatch of business of the Group and may adjourn and otherwise regulate their meetings as they think fit.
- (b) Any one (1) Director may, at any time, by written notice to the President request that a meeting of the Directors be convened. The President shall forthwith convene a meeting in accordance with such a request.
- (c) Reasonable notice must be given to every Director and the Public Officer of the place, date and time of every meeting of the Directors.
- (d) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting; and
 - (iii) may be given in person or by post or by telephone, facsimile or other electronic means.
- (e) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) the Director attended the meeting.
- (f) A person who attends a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting.

39 Meetings by technology

- (a) Each Director, on becoming a Director (or on the adoption of this Constitution), consents to the use of the following technology for calling or holding a Board meeting:
 - (i) video;
 - (ii) telephone;
 - (iii) electronic mail;
 - (iv) any other technology which permits each Director to communicate with every other Director; or
 - (v) any combination of the technologies described in the above paragraphs.
- (b) A Director may withdraw the consent given under this clause only if the Law allows such consent to be withdrawn.
- (c) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:

- (i) the participating Directors shall, for the purpose of every provision of this Constitution concerning meetings of the Directors, be taken to be assembled together at a meeting and to be present at that meeting; and
- (ii) all proceedings of those directors conducted in that manner shall be as valid and effective as if conducted at a meeting at which all of them were present.

40 Quorum at meetings

A quorum for a meeting of Directors is the presence or, subject to clause 39, participation of at least three (3) Directors.

41 President

- (a) At the first Board meeting after each annual general meeting the Directors shall elect one of them as President of the Group. That person shall preside as President of the Group until the conclusion of the next annual general meeting unless that person ceases to be a Director or unless that person is removed as President by a resolution of the Board. The chairman of all meetings of the Board and the Group shall be the President appointed in accordance with this clause 41.
- (b) Where a meeting of Directors is held and:
 - (i) a chairman has not been appointed as provided for in clause 41(a); or
 - (ii) the President is not present at the time appointed for the holding of the meeting, or does not wish to chair the meeting,
the Directors present shall elect another member of the Board to be the chairman of that meeting.
- (c) The President does not have a casting vote in addition to any vote to which the President may be entitled as a Director.

42 Proceedings at meetings

Subject to this Constitution, questions arising at a meeting of Directors shall be decided by a majority vote of Directors present and voting and any such decision shall for all purposes be taken to be a decision of the Board.

DIRECTORS' OWN INTERESTS

43 Disclosure of interests

- (a) A Director is not disqualified from being a Director by contracting with the Group in any capacity.
- (b) A contract or arrangement made by the Group with a Director or in which a Director is in any way directly or indirectly interested shall not be avoided merely because the Director is a party to or interested in it.
- (c) A Director is not liable to account to the Group for any profit derived in respect of a matter in which the Director has a material personal

interest, merely because of the Director's office or the fiduciary relationship it entails, if the Director has:

- (i) declared the Director's interest in the matter as soon as practicable after the relevant facts have come to the Director's knowledge; and
- (ii) not contravened this Constitution or the Law in relation to the matter.

A general notice that the Director is an officer or member of a specified entity or organisation stating the nature and extent of the Director's interest in the entity or organisation shall, in relation to a matter involving the Group and that entity or organisation, be a sufficient declaration of the Director's interest, provided the extent of that interest is not materially greater at the time of first consideration of the relevant matter by the Directors than was stated in the notice.

- (d) Subject to the Law, a Director may not vote in respect of a matter in which that Director has a material personal interest.
- (e) If the provisions of clause 43 and the Law have been observed by any Director with regard to any contract or arrangement in which the Director is in any way interested, the fact that the Director signed the document evidencing the contract or arrangement shall not in any way affect its validity.
- (f) Each Director must provide the Group with notification from time to time of that Director's interests for the purposes of this clause 43.
- (g) The Group shall maintain register of those interests of Directors notified to the Group from time to time.
- (h) Nothing in this clause 43 shall operate to limit the operation of the Associations Incorporation Act as it applies to the interests of members of the Board.

44 Disputes Between Members

Disputes between Members (arising in the capacity and context of the parties being Members) shall be resolved in accordance with the rules and regulations (including the member protection rules and other policies) established by the Board.

45 Board Committees

- (a) The Directors may delegate any of their powers to a committee or committees consisting of such number of them and / or other persons as the Directors may determine. A committee may consist of one or more persons. The President shall be an ex officio member of every committee established by the Directors.
- (b) A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors. A power so exercised shall be taken to have been exercised by the Directors.
- (c) The number of members whose presence at a meeting of a committee is necessary to constitute a quorum is the number determined by the Directors and, if not so determined, is two (2). Unless the Directors

determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.

- (d) Minutes of all the proceedings and decisions of every committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Law to be made, entered and signed.

46

Written resolutions

- (a) If a document:
 - (i) is sent to all Directors at which a resolution could be put;
 - (ii) contains a statement that the signatories to it are in favour of that resolution;
 - (iii) the terms of the resolution are set out or identified in the document; and
 - (iv) has been signed by all of the Directors entitled to vote on that resolution,

a resolution in those terms is passed on the day on which and at the time at which the document was signed by such Directors and the document has effect as a minute of the resolution.

- (b) For the purposes of clause 46(a):
 - (i) Two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be taken to constitute a document containing a statement in those terms signed by those Directors at the time at which the last of those documents to be signed was signed by a Director; and
 - (ii) a facsimile or electronic mail which is received by the Group or an agent of the Group and is sent for or on behalf of a Director shall be taken to be signed by that Director not later than the time of receipt of the facsimile or electronic mail by the Group or its agent in legible form.

47

Defects in appointments

- (a) All acts done by any meeting of the Directors, committees of Directors and other committees appointed in accordance with clause 45, or any person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of the committee.
- (b) Clause 47(a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a committee or to act as a Director or that a person so appointed was disqualified.

MINUTES OF MEETINGS

48. The Directors shall cause minutes to be duly entered in books provided for the purpose of:
- (a) all appointments of officers;
 - (b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors or other committee;
 - (c) all orders made by the Directors and of any committee of the Directors;
 - (d) all resolutions of the Group and the Board; and
 - (e) all resolutions and proceedings of meetings of the Group, of all meetings of the Directors of the Group, and of all meetings of any committee of the Directors,
- and such minutes, if purporting to be signed by the President of such meeting or by the President of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.
49. Copies of all minutes shall be forwarded to the Public Officer as soon as possible.

PUBLIC OFFICER AND OTHER OFFICERS

50 Chief Executive Officer and other employees

- (a) Subject to this clause, any chief executive officer or other officer of the Group holds office on the terms and conditions, as to remuneration and otherwise, as the Directors decide.
- (b) The Directors may at any time terminate the appointment of any person appointed in accordance with clause 50(a).

51 Other officers

- (a) The Directors may from time to time:
 - (i) create any other position or positions in the Group with such powers and responsibilities as the Directors from time to time confer; and
 - (ii) appoint any person, whether or not a Director to a position or positions created under clause 51(a)(i).
- (b) The Directors may at any time terminate the appointment of a person holding a position created under clause 51(a)(i) and may abolish the position.

EXECUTING DOCUMENTS

52 Execution of documents

- (a) Subject to clause 37 in relation to negotiable instruments, the Group may execute documents in any way that an incorporated association registered in New South Wales is permitted to execute documents, including any way permitted by the Law.

INSPECTION OF RECORDS, ACCOUNTS AND AUDIT

53 Inspection of records

- (a) The books and records of the Group shall be kept in the custody and control of the Public Officer or such other Directors as resolved by the Board.
- (b) The Directors have the power to authorise a Member to inspect the books and records of the Group (to the extent, at the time and places and under the conditions the Directors consider appropriate).
- (c) A Member does not have the right to inspect any document of the Group except as provided by the Law or authorised by the Directors.

54 Accounts and Reporting to Members

The Directors shall:

- (a) cause proper accounts, statements and other records to be kept in accordance with the requirements of the Associations Incorporation Act;
- (b) send copies of the financial report, Directors' reports and auditor's report to the Members in accordance with the requirements set out in the Associations Incorporation Act.
- (c) cause to be laid before each annual general meeting the financial report, the Directors' reports and the auditor's report for the last financial year that ended before the annual general meeting.

55 Audit and financial year

- (a) The financial year of the Group shall end on the date each year as determined by the Group or on 31 October in each year if no other determination is made.
- (b) After the end of each financial year the Board shall cause the accounts, statements and other records of the Group to be prepared and audited in accordance with any requirements of the Associations Incorporation Act and the Country Rugby League.
- (c) The Group shall cause to be filed with the Director General the financial statements, documents and reports which the Associations Incorporation Act requires the Group to lodge.

NOTICES

56 Notices generally

- (a) Any Member who has not notified the Group of an address, facsimile number or an electronic mail address (for registration in the Register) to which all notices and documents of the Group shall not be entitled to receive any notice except by any means of communication that the Member has notified the Group the particulars of.
- (b) A notice may be given by the Group to any Member by:
 - (i) serving it on the Member personally;

- (ii) sending it by post to the Member or leaving it at the Member's address as shown in the register or the address supplied by the Member to the Group for the giving of notices;
 - (iii) facsimile to the facsimile number supplied by the Member to the Group for the giving of notices; or
 - (iv) transmitting it electronically to the electronic mail address given by the Member to the Group for the giving of notices.
- (c) Where a notice is sent by post, service of the notice shall, subject to the Law, be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected:
- (i) in the case of a notice of a meeting, on the day next after the date of its posting; and
 - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (d) Where a notice is sent by facsimile or electronic transmission, service of the notice shall be taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the business day after it is sent.

57 Notices of general meeting

- (a) Notice of every general meeting shall be given in any manner authorised by clause 56:
- (i) to every Member and to each Director;
 - (ii) any auditor to the Group;
 - (iii) the Public Officer;
 - (iv) the Country Rugby League; and
 - (v) any other person entitled to receive such notice under this Constitution or by operation of the Law.
- (b) Except as required by the Law, no other person is entitled to receive notice of general meetings.

INDEMNITY

58 Indemnity and insurance

- (a) To the extent permitted by law and without limiting the powers of the Group, the Group must indemnify each person who is, or has been, a Director or Public Officer or officer of the Group against any liability which results from facts or circumstances relating to the person serving or having served in that capacity in relation to the Group:
- (i) to any person (other than the Group or a related body corporate), which does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and

- (ii) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to such proceedings in which the court grants relief to the person under the Law.
- (b) The Group need not indemnify a person as provided for in clause 58(a) in respect of a liability to the extent that the person is entitled to the benefit of an indemnity in respect of that liability under a contract of insurance.
- (c) To the extent permitted by law and without limiting the powers of the Group, the Directors may authorise the Group to, and the Group may enter into any:
 - (i) documentary indemnity in favour of; or
 - (ii) insurance policy for the benefit of,a person who is, or has been, a Director, Public Officer, employee or other officer of the Group.
- (d) The benefit of each indemnity given in clause 58(a) continues, even after its terms or the terms of this paragraph are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

Schedule 1

Colours and Emblem

Blue: Pantone Dark Blue C

Gold: Pantone Yellow C



Appendix A

Members (as at the date of the adoption of this constitution)

**Albury Thunder Rugby League
Cootamundra Bulldogs Rugby League
Gundagai Tigers Rugby League
Junee Diesels Rugby League
Southcity Bulls Rugby League
Temora Dragons Rugby League
Tumut Blues Rugby League
Tumbarumba Greens Rugby League
Wagga Brothers Rugby League
Wagga Kangaroos Rugby League
Young Cherrypickers Rugby League
Group Nine Referees Association
Group Nine Junior Rugby League**