

PROPOSED NEWCASTLE CONSTITUTION

CONSTITUTION
of
WESTERN SUBURBS (NEWCASTLE) RUGBY
LEAGUE FOOTBALL CLUB INC

An Incorporated Association registered under the Associations Incorporation Act 2009
(NSW)

Registered Incorporation Number Y0380147

Contents

Part 1 Preliminary	4
1. Definitions and Interpretation.....	4
Part 2 Membership.....	4
2. Membership generally.....	4
3. Application for membership	6
4. Cessation of membership.....	7
5. Membership entitlements not transferable.....	7
6. Resignation of membership.....	7
7. Register of members	7
8. Fees and subscriptions.....	8
9. Members' liabilities	8
10. Resolution of disputes	9
11. Disciplining of members	9
12. Intentionally not used.....	9
Part 3 The Committee	9
13. Powers of the Committee.....	9
14. Composition and membership of Committee.....	10
15. Election of Committee members	10
16. Secretary	11
17. Honorary Treasurer	11
18. Casual vacancies.....	12
19. Removal of Committee members	12
20. Committee meetings and quorum	13
21. Appointment of association members as Committee members to constitute quorum.....	13
22. Use of technology at Committee meetings.....	14
23. Delegation by Committee to sub-Committee.....	14
24. Voting and decisions.....	15
Part 4 General meetings	15
25. Annual general meetings - calling of and business at.....	15
26. Special general meetings - calling of	16
27. Notice	16
28. Quorum for general meetings.....	17
29. Presiding members	17
30. Adjournment	18
31. Making of decisions	18
32. Special resolutions.....	19
33. Voting and rights of membership.....	19

34.	Proxy votes not permitted.....	20
35.	Postal, electronic or combined ballots	20
36.	Use of technology at general meetings	20
Part 5 Miscellaneous		20
37.	Insurance	20
38.	Funds - source.....	20
39.	Funds - management.....	20
40.	Intentionally not used.....	20
41.	Association is non-profit.....	21
42.	Distribution of property on winding up of association	21
43.	Change of name, objects, and constitution	21
44.	Custody of books etc	21
45.	Inspection of books etc.....	21
46.	Name and association Colours.....	22
47.	Objects	22
48.	Headquarters	22
49.	Selection Committee	22
50.	Obligation of Players.....	22
51.	Subsidiary and Junior associations.....	23
52.	Service of notices.....	23
53.	Financial year.....	24

Part 1 Preliminary

1. Definitions and Interpretation

1.1 In this constitution:

association means Western Suburbs (Newcastle) Rugby League Football Club Inc.

Newcastle Rugby League means Newcastle Rugby League Limited.

secretary means:

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

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

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

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*.

1.2 In this constitution:

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

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

Part 2 Membership

2. Membership generally

2.1 A person is eligible to be a member of the association if:

- (a) the person is a natural person, and
- (b) the person has applied and been approved for membership of the association in accordance with clause 3.

2.2 A person is taken to be a member of the association if:

- (a) the person is a natural person, and
- (b) the person was:

- (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
- (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
- (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.

2.3 A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

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

2.5 Unless and until otherwise determined by the Committee, membership of the association shall comprise

- (a) Playing members;
- (b) Invited members;
- (c) Life members; and
- (d) Honorary members.

2.6 **Eligibility for membership**

- (a) Playing members shall be those persons who register with and are accepted by the Newcastle Rugby League as players with the association in the Newcastle Rugby League competition.
- (b) Invited Members shall be those persons who are Patrons and or former vice presidents who shall be become members on acceptance of the written invitation of the Committee.
- (c) Life Members shall be those persons who have been elected to Life membership in accordance with this constitution.
- (d) Honorary members shall be those persons who subject to the approval of the Committee, become a member of the association for the current year on payment of the membership subscription fee due on or before the 30th of June each year. Until such subscription is paid, no person shall be constituted a member of the association.

2.7 **Life members**

- (a) Subject to clause 2.7(g) below, a life member shall be any member who has been granted Life membership by the approval of members at a general meeting of the association and in accordance with the following provisions.

- (a) Nominations for Life Membership shall be in writing and submitted to the Committee seven (7) days prior to the election.
- (b) A member is eligible for election to Life Membership of the association if
 - (i) they have given ten (10) years service to the association; or
 - (ii) they have given exceptional service to the association.
- (c) Voting for Life membership is to be way of secret ballot. Three (3) members can be elected Life Members each year, provided the successful nominee receives 3/5 majority of the total votes. Affirmative votes may be recorded for three (3) nominees, but not necessarily by crossing out those names on the ballot paper for whom they do not wish to vote. In the event of no candidate having received the 3/5 majority, a further ballot shall be conducted and one (1) only Life Member elected from the applications received on a majority vote.
- (d) Life members shall not be required to pay membership fees.
- (e) Any Life Member of the association shall be eligible to be elected to any position of the association including any position on the Committee.
- (f) Notwithstanding the provisions above:
 - (i) any male playing member who has played at least 100 First Grade games or 120 Grade games with the association shall automatically become a Life Member of the association; and
 - (ii) any female playing member who has played at least 75 Grade games with the association shall automatically become a Life Member of the association.

3. Application for membership

3.1 An application by a person for Playing membership of the association:

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

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

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

- (a) notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee approved or rejected the application (whichever is applicable), and

- (b) if the Committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.

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

4. Cessation of membership

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

- (a) dies, or
- (b) resigns from membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

5. Membership entitlements not transferable

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

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

6. Resignation of membership

6.1 A member may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or any other period that the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

6.2 If a member of the association ceases to be a member under clause 6.1, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

7.1 The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.

7.2 The register of members must be kept in New South Wales:

- (a) at the main premises of the association, or
- (b) if the association has no premises, at the association's official address.

- 7.3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 7.4 A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 7.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 7.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 7.7 If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
 - (b) the requirements in clauses 7.2 and 7.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8. Fees and subscriptions

- 8.1 A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the Committee, that other amount.
- 8.2 In addition to any amount payable by the member under clause 8.1, a Playing member or an Honorary member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the Committee, that other amount:
- (a) except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.
- 8.3 Life members and Invited members shall not be required to pay an annual subscription.

9. Members' liabilities

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

10. Resolution of disputes

Disputes between members (in their capacity as members of the association) and disputes between members and the association shall be resolved in accordance with the procedures and mechanisms established by the Committee.

11. Disciplining of members

11.1 A complaint may be made to the Committee by any person that a member of the association:

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

11.2 The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

11.3 If the Committee decides to deal with the complaint, the Committee:

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

11.4 The Committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances. Any decision of the Committee is final and it is not required to give any reason for its decision. For the avoidance of doubt, members have no right of appeal in respect of any decisions made by the Committee,

11.5 If the Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken.

12. Intentionally not used.

Part 3 The Committee

13. Powers of the Committee

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

- (a) is to control and manage the affairs of the association, and

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

The Committee may delegate such powers as it deems appropriate from time to time.

14. Composition and membership of Committee

- 14.1 The Committee is to consist of 7 members comprising the president, vice president, secretary, assistant secretary, honorary treasurer, registrar and the Newcastle Rugby League delegate, each of whom is to be elected at the annual general meeting of the association under clause 15. Each of the committee members referred to in clause 14.1 shall be the office bearers of the association. treasurer,
- 14.2 There is no maximum number of consecutive terms for which a Committee member may hold office.
- 14.3 Each member of the Committee is, subject to this constitution, to hold office until immediately before the election of Committee members at the annual general meeting next following the date of the member's election and is eligible for re-election.
- 14.4 A member cannot hold office on the Committee if they have not attained the age of eighteen (18) years.

15. Election of Committee members

- 15.1 Nominations of candidates for election as office-bearers of the association or as ordinary Committee members:
 - (a) must be made in writing, signed by 2 members of the association, and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 15.2 Candidates are responsible for ensuring that they have correctly completed their nomination form and the association is not required to notify candidates of an incorrectly completed nomination form.
- 15.3 The receipt of a nomination form by the association does not constitute an acknowledgement by the association that the nomination form has been completed correctly.
- 15.4 The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Committee.
- 15.5 A nomination can be withdrawn:

- (a) by the nominee at any time prior to the commencement of voting; and
 - (b) by the association at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Committee. An eligible member may be nominated for more than one office.
- 15.6 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 15.7 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- 15.8 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 15.9 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 15.10 The ballot for the election of office-bearers and ordinary Committee members of the Committee is to be conducted at the annual general meeting in any usual and proper manner that the Committee directs.
- 15.11 A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of the association must be a member of the association.

16. Secretary

- 16.1 The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- 16.2 It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
- (a) all elections and appointments of office-bearers and members of the Committee, and
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting, and
 - (c) all proceedings at Committee meetings and general meetings.
- 16.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 16.4 The signature of the chairperson may be transmitted by electronic means for the purposes of clause 16.3.

17. Honorary Treasurer

It is the duty of the honorary treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and

- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

18. Casual vacancies

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

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

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19. Removal of Committee members

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

19.2 If a member of the Committee to whom a proposed resolution referred to in clause 19.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Committee meetings and quorum

- 20.1 The Committee may meet together the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Committee must meet at least once every three (3) months for the transaction of business. Additional meetings of the Committee may be convened by the president or by any member of the Committee.
- 20.2 Oral or written notice of a meeting of the Committee must be given by the secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- 20.3 Notice of a meeting given under clause 20.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- 20.4 A majority of the members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 20.5 No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 20.6 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 20.7 At a meeting of the Committee:
- (a) the president or, in the president's absence, the vice president is to preside, or
 - (b) if the president and the vice president are absent or unwilling to act, the secretary is to preside;
 - (c) if the secretary is also absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

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

- 21.1 If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of members of the association as Committee members to enable the quorum to be constituted.
- 21.2 A member of the Committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- 21.3 This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

22. Use of technology at Committee meetings

- 22.1 A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- 22.2 A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 22.3 The Committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- 22.4 If the Committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Committee members, is taken to be a decision of the Committee made at a meeting of the Committee.
- 22.5 The Committee may transact its business at a meeting at which 1 or more Committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- 22.6 The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Committee for the purposes of:
- (a) the approval of a resolution under clause 22.4; or
 - (b) a meeting held in accordance with clause 24.5.
- 22.7 A resolution approved under clause 22.4 must be recorded in the minutes of the meetings of the Committee.

23. Delegation by Committee to sub-Committee

- 23.1 The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of the member or members of the association that the Committee thinks fit) the exercise of any of the functions of the Committee that are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- 23.2 A function the exercise of which has been delegated to a sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.
- 23.3 A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- 23.4 Despite any delegation under this clause, the Committee may continue to exercise any function delegated.

23.5 Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.

23.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

23.7 A sub-Committee may meet and adjourn as it thinks proper.

24. Voting and decisions

24.1 Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.

24.2 Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

24.3 Subject to clause 20 (5), the Committee may act despite any vacancy on the Committee.

24.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

Part 4 General meetings

24.5 Annual general meetings - holding of

24.6 The association must hold its first annual general meeting within 18 months after its registration under the Act.

24.7 The association must hold its annual general meetings:

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

25. Annual general meetings - calling of and business at

25.1 The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the Committee thinks fit.

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

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- (b) to receive from the Committee reports on the activities of the association during the last preceding financial year,

- (c) to elect office-bearers of the association and ordinary Committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 25.3 An annual general meeting must be specified as that type of meeting in the notice convening it.

26. Special general meetings - calling of

- 26.1 The Committee may, whenever it thinks fit, convene a special general meeting of the association.
- 26.2 The Committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the association.
- 26.3 A requisition of members for a special general meeting:
- (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 26.4 If the Committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 26.5 A special general meeting convened by a member or members as referred to in clause 27.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- 26.6 For the purposes of clause 27.3:
- (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

27. Notice

- 27.1 The secretary must give each member notice of a general meeting:
- (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
 - (b) otherwise - at least 14 days before the meeting.
- 27.2 The notice must specify:

- (a) the place and time at which the meeting will be held, and
- (b) the nature of the business to be transacted at the meeting, and
- (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
- (d) for an annual general meeting - that the meeting to be held is an annual general meeting.

27.3 The only business that may be transacted at the meeting is:

- (a) the business specified in the notice, and
- (b) for an annual general meeting - business referred to in clause 28.4.

27.4 A member may give written notice to the secretary of business the member wishes to raise at a general meeting.

27.5 If the secretary receives a notice under clause 28.4, the secretary must specify the nature of the business in the next notice calling a general meeting.

28. Quorum for general meetings

28.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

28.2 Ten (10) members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

28.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members—is to be dissolved, and
- (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

28.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

29. Presiding members

29.1 The president or, in the president's absence, the vice president, is to preside as chairperson at each general meeting of the association.

29.2 If the president and the vice president are absent or unwilling to act, the members present must elect another committee member to preside as chairperson at the meeting.

29.3 If all of the committee members are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29.4 The chairperson:

- (a) is responsible for the conduct of the general meeting; and
- (b) shall determine the procedures to be adopted and followed at the meeting;
- (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

30. Adjournment

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

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

30.3 Except as provided in clauses 31.1 and 31.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. Making of decisions

31.1 A question arising at a general meeting of the association is to be determined by:

- (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the Committee may determine, or
- (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

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

31.3 Clause 32.3 applies to a method determined by the Committee under clause 32.1(a) in the same way as it applies to a show of hands.

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

32. Special resolutions

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

33. Voting and rights of membership

- 33.1 Subject to any restrictions contained in this Constitution, Life members and all financial members shall be entitled to:

- (a) such social privileges and advantages of the association as may be determined by the Committee from time to time by way of By-law.
- (b) attend, participate and vote at general meetings (including Annual General Meetings) of the association;
- (c) nominate for and be elected to hold office on the Committee;
- (d) vote in the election of the Committee;
- (e) vote on any Special Resolution (including a resolution to amend this Constitution
- (f) propose, second or nominate any eligible member for any office of the association
- (g) propose, second or nominate any eligible member for Life membership;

- 33.2 A member of the association who has not attained the age of eighteen (18) years shall be entitled to such social privileges and advantages of the association as may be determined by the Committee from time to time by way of By-law but shall not be entitled to:

- (a) attend, participate and vote at general meetings (including Annual General Meetings) of the association;
- (b) nominate for and be elected to hold office on the Committee;
- (c) vote in the election of the Committee;
- (d) vote on any Special Resolution (including a resolution to amend this Constitution;
- (e) propose, second or nominate any eligible member for any office of the association;
- (f) propose, second or nominate any eligible member for Life membership.

- 33.3 On any question arising at a general meeting of the association a member has one vote only.

- 33.4 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

33.5 A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

34. Proxy votes not permitted

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

35. Postal, electronic or combined ballots

35.1 The association may hold a postal, electronic or combined ballot (as the Committee determines) to determine any issue or proposal

35.2 The ballot referred to in clause 36.1 is to be conducted in accordance with Schedule 2 to the Regulation.

36. Use of technology at general meetings

36.1 A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the association's members a reasonable opportunity to participate.

36.2 A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

37. Insurance

The association may affect and maintain insurance.

38. Funds - source

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

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

38.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

39. Funds - management

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

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

40. Intentionally not used.

41. Association is non-profit

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

42. Distribution of property on winding up of association

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

42.2 In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges, and expenses of the winding up of the association.

43. Change of name, objects, and constitution

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

44. Custody of books etc

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

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the Committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

45. Inspection of books etc

45.1 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- (a) records, books, and other financial documents of the association,
- (b) this constitution,
- (c) minutes of all Committee meetings and general meetings of the association.

45.2 A member of the association may obtain a copy of any of the documents referred to in clause 46.1 on payment of a fee of not more than \$1 for each page copied.

45.3 Despite clauses 46.1 and 46.2, the Committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

46. Name and association Colours

46.1 The name of the association shall be the Western Suburbs (Newcastle) Rugby League Football Club Incorporated and it shall play under the jurisdiction of the Newcastle Rugby League.

46.2 The association's colours shall be red, green and white.

47. Objects

The objects of the association shall be the promotion, management and fostering of Rugby League football in the district allotted to the association by the Newcastle Rugby Football League.

48. Headquarters

The headquarters of the association shall be at Alfred Harker Oval, New Lambton.

49. Selection Committee

- 49.1 (a) The Committee shall elect two (2) Selectors as and when required.
- (b) Where a playing or non-playing coach is elected for a Grade team, they shall automatically become a member of the Selection Committee. They shall only act as a Selector for his appointed Grade.
- (c) If no coach is appointed, the captain of the team shall automatically become a Selector in accordance with clause (b).
- (d) Any person, other than active players, shall be eligible for appointment as a Selector.
- (e) The Selection Committee shall have the power to alter the personnel of any team at any time.

50. Obligation of Players

50.1 All players must be prepared to play in any position or team controlled by the association, decided upon by the Selection Committee, whose decision shall be final.

50.2 All players must attend training as directed by the Committee otherwise they shall not be considered for selection unless a satisfactory explanation is given to and accepted by the Selection Committee.

50.3 Any player who, after being called upon to play where selected by the Selection Committee, refuses and fails to do so, shall be dealt with at the discretion of the Committee.

50.4 All players must be financial members of the association.

50.5 All players must be a financial member of a recognised medical and hospital fund in addition to Medicare.

50.6 No active player shall hold an office bearer position with the association.

51. Subsidiary and Junior associations

- 51.1 All affiliated associations shall have the power to elect their own officials but the association retains the right to nominate two (2) members of the Committee to a Subsidiary or Junior association.
- 51.2 All books and records shall be at the disposal of the Committee and must be produced when requested.
- 51.3 Affiliated association Secretaries must notify the Secretary of the association when their meetings will be held.
- 51.4 Each month the treasurer of each affiliated association shall be required to furnish a statement to the association regarding the financial details of his/her association.
- 51.5 Each affiliated association Secretary, after their association's Annual General Meeting must notify the Secretary of the association within fourteen (14) days of the respective association's Committee.

52. Service of notices

- 52.1 A notice may be given by the association to any member either:
- (a) personally; or
 - (b) by sending it to the residential, postal or email address of the member;
 - (c) 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;
 - (d) by displaying it in a local newspaper;
 - (e) by displaying it on the association's website.
- 52.2 Where a notice is:
- (a) personally given to a member in accordance with Rule 53.1(a), it is deemed to be received on the day the member is given the notice; and
 - (b) sent to a member in accordance with Rule 53.1(b), it is deemed to be received by the members on the day that the notice was sent.
 - (c) sent to a member in accordance with Rule 53.1(c), it is deemed to be received by the member on the day that the association provided the member with the relevant information to access the notice;
 - (d) displayed in a local newspaper in accordance with Rule 53.1(d), it is deemed to be received by the member on the day that it is published in the newspaper;
 - (e) displayed on the association's website in accordance with Rule 53.1(e), it is deemed to be received by the member on the day that it is posted on the association's website.

53. Financial year

The financial year of the association shall commence on the first day of November each year and end of the last day of October in the following year.

PROPOSED NEW CONSTITUTION