

I certify that this and the following 41 pages is a true and correct copy of the Constitution of Canterbury League Club Ltd as adopted by a Special Resolution passed at the Club's Annual General Meeting held on 20 March 2024.

Dated: 20 MARCH 2024

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Greg Pickering -Secretary

Corporations Act 2001

Constitution of Canterbury League Club Limited

ACN 000 191 248

Adopted 20 March 2024

Constitution
of
Canterbury League Club Limited
ACN 000 191 248

NAME

1. The name of the Company is Canterbury League Club Limited.

PRELIMINARY

2. The Company shall be a non-proprietary company.
3. The company is established for the purposes set out in this Constitution.
4. Pursuant to Section 135(2) of the Act, all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

DEFINITIONS AND INTERPRETATION

5. (a) In this Constitution unless there be something in the subject or context inconsistent therewith:

“Act” means the Corporations Act 2001 (Cth). Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

“Accountability Code” means the Registered Clubs Accountability Code contained in schedule 2 of Registered Clubs Regulation as may be amended from time to time.

“Annual General Meeting” means an Annual General Meeting of the Club referred to in Rule 82.

“Authority” means the Independent Liquor and Gaming Authority constituted under the *Gaming and Liquor Administration Act 2007* (NSW).

“Biennial General Meeting” means the Annual General Meeting held in the year 1998 and every second Annual General Meeting thereafter being the meeting at which the Board of Directors retire and the members elect a new Board.

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

“By-Laws” means the By-Laws made in accordance with this Constitution.

“Club” means Canterbury League Club Limited ACN 000 191 248.

“Club License” means a club license under the Liquor Act.

“Club’s Notice Board” means a board designated as such and located in a conspicuous place within the Clubs premises on which notices for the information of members are posted and includes an electronic or static notice board.

“Constitution” means this Constitution.

“Financial Year” means the financial year of the Club referred to in Rule 100.

“Financial Full Member” means a Full Member who has paid the annual subscription prescribed by the Board.

“Football Club” means Canterbury Bankstown Bulldogs Rugby League Club Limited (ACN 001 869 405).

“Full Member” means a member referred to in Rule 20.

“General Meeting” means a meeting of the members of the Club other than the Annual General Meeting and Biennial General Meeting of the Club unless the context suggests otherwise.

“Gaming Machines Act” means *Gaming Machines Act 2001* (NSW). Any reference to a provision of the gaming Machine Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

“Honorary Member” means a member referred to in Rule 26.

“in writing” means any print, facsimile, photograph, email or other means of representing or reproducing words in visible form.

“Junior Member” means a member referred to Rule 21.

“Life Member” means a member referred to Rule 22.

“Liquor Act” means the *Liquor Act 2007* (NSW). Any reference to a provision of the Liquor Act includes a reference to the same or similar provisions in legislation replacing, amending, or modifying the Liquor Act however that provision may be amended in that legislation.

“month” except where otherwise provided in this Constitution means calendar month.

“President” means the President appointed pursuant to Rule 52(y).

“Provisional Member” means a member referred to Rule 23.

“Registered Clubs Act” means the *Registered Clubs Act 1976* (NSW). Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

“Registered Clubs Regulation” means the *Registered Clubs Regulation 2015* (NSW) as amended from time to time.

“Rules” means the rules comprising this Constitution.

“Secretary” includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager and Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purposes of the Registered Clubs Act.

“Special Resolution” has the meaning assigned thereto by the Act.

“Temporary Member” means a member referred to in Rule 27.

(b) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

OBJECTS

6. The objects of the Club are:

- (a) to provide a social and sporting club for members and their guest with all the usual facilities and accommodation of a club including bars, restaurants, gaming machine areas, sporting facilities including (without limitation) facilities for lawn bowls, entertainment facilities and residential accommodation;
- (b) to assist financially and otherwise in the promotion, conduct and propagation of the game of rugby league in the cities of Canterbury, Bankstown, Liverpool and elsewhere;
- (c) to render aid, financial and otherwise to junior league associations, schools, clubs and other associations or organisations in the cities of Canterbury, Bankstown, Liverpool and elsewhere which are playing, conducting or involved in the playing of the game of rugby league;
- (d) to purchase, lease or otherwise acquire lands and buildings for the purpose of the club (whether or not such lands and buildings are contiguous to the existing premises of the club);
- (e) to construct, alter, repair and maintain buildings necessary or convenient for the purposes of the club;
- (f) to purchase, lease, licence, hire, exchange or otherwise acquire furniture, fixtures, fittings, goods, easements, patents, trademarks, copyrights, rights, privileges and any other type of personal property;
- (g) to apply for and hold club licenses pursuant to the provisions of the Liquor Act;
- (h) to apply for and hold club licenses and permits to operate gaming machines and to conduct other games permitted by law;
- (i) to apply for and hold all licences and permits necessary to conduct the activities of the Club;
- (j) to acquire sporting teams, including an interest in any company or other entity that owns or promotes any sporting team or teams and to hold such licences and permits as may be necessary for such purpose;

- (k) to provide managers and operators of any sporting arena, stadium or other sporting or entertainment facility;
- (l) to enter into contracts and arrangements with sponsors and players for the purpose of holding and/or promoting any tournament, championship, competition or exhibition;
- (m) to enter into contracts and arrangements with any television, radio or newspaper company or any other company or person or persons which may advertise or promote the game of rugby league or any other sport;
- (n) to make donations or grants for the promotion or conduct of any sport or sporting event or for any community, patriotic or charitable purpose;
- (o) to promulgate by-laws for the proper control, administration and management of the finances, affairs, interests and property of the club and for the convenience, comfort and well-being of members;
- (p) to distribute or publicise information concerning the objects or activities of the Club;
- (q) to buy and sell all kinds of gear, clothing and sporting merchandise;
- (r) to appoint, hire, employ, suspend or remove such managers, clerks, secretaries, servants, workmen and other persons as may be considered necessary or convenient for the purposes of the club;
- (s) to invest and deal with the money of the Club not immediately required in such manner as may from time to time be determined by the Club;
- (t) to borrow or raise and give such security for the money by the issue of debentures, bills of exchange, promissory notes or other obligations or securities of the club or by mortgage or charge upon all or any part of the property or assets of the club or without security and upon such terms and conditions as to the priority or otherwise as the club shall think fit;
- (u) to advance and lend money upon security as may be thought proper and without taking any security;
- (v) to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with any or part of the property or rights of the Club subject to any limitation or procedures contained in the Registered Clubs Act;
- (w) to do all or any of the above things as principal agent, trustee or otherwise and either alone or in conjunction with others;
- (x) to enter into any arrangements with any government, or any city, municipal or shire council or any company, club or association, person or persons, which may be conducive to the objectives of the club or any of them;
- (y) to enter into a guarantee or bond for the benefit of the Club and to indemnify any person or persons whether members of the club or not who may incur or have incurred any personal

liability for the benefit of the club and for that purpose to give such person or persons mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club;

(z) to hold ceremonies and functions associated with Anzac Day, Anzac Sunday and Armistice Day and other similar events which honour and pay tribute to Australian service and ex-service men and women;

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

LIMITED LIABILITY

7. The liability of the members is limited.

MEMBERS GUARANTEE

8. Each member undertakes to contribute an amount not exceeding ten dollars (\$10.00) if the Club is wound up:

(a) while he or she is a member of the Club; or

(b) within one year of the date that he or she ceases to be a member.

APPLICATION OF PROPERTY ON DISSOLUTION

9. (a) If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:

i) not be transferred, paid to or distributed among the members;

ii) be given or transferred to the Football Club or to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club by this Constitution.

(b) The institution or institutions referred to in Rule 9 (a)(ii) shall be determined by:

i) the members of the Club in General Meeting (by ordinary resolution) at or before the time of dissolution; or in default of thereof

ii) the Supreme Court of New South Wales.

PROPERTY AND INCOME OF THE CLUB

10. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
11. Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club.
12. Subject to sections 10(1)(j) and 10(7), and any other applicable section of the Registered Clubs Act, only the Club and its members are entitled to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the premises of the Club.
13. A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
14. Subject to Rule 15 nothing in this Constitution shall prevent the payment:
 - (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club; or
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
15. A director shall not receive from the Club remuneration or other benefit in money or monies worth accept by way of:
 - (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act;
 - (b) repayment of out-of-pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
 - (c) interest at the rate referred to in Rule 14(c) above on any money lent by the director of the Club;
 - (d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act; or
 - (e) rent referred to and in accordance with Rule 14(d).

LIQUOR AND GAMING

16. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 16(a) does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- (d) The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (e) Subject to section 73(2) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

MEMBERSHIP

17. No person under the age of 18 years shall be admitted as a member of the Club other than a Junior Member in accordance with this Constitution.
18. The membership of the Club shall be divided into the following categories:
 - (a) Full Members;
 - (b) Junior Members;
 - (c) Life Members;
 - (d) Provisional Members;
 - (e) Honorary Members
 - (f) Temporary Members
19. The number of members having the right to vote in the election of the Board shall be not less than twenty-five (25) percent of the Full Members (as defined in the Registered Clubs Act) of the Club.

ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP

FULL MEMBERS

20. (a) A Full Member is a person who has attained the age of eighteen (18) years and who has been elected to Full Membership of the Club in accordance with these Rules.
- (b) Full Members shall pay such annual subscription as the Board may determine from time to time.
- (c) Full Members are entitled to:
- (i) such social and sporting privileges and advantages of the Club as the Board may determine from time to time;
 - (ii) introduce guests to the Club.
- (d) Members who have been financial Full Members of the Club for the preceding three (3) consecutive years are also entitled to:
- (i) attend and vote at Annual General Meetings, Biennial General Meetings and General meetings of the Club;
 - (ii) vote in the election of the Board;
 - (iii) stand for and be elected or appointed to the Board;
 - (iv) propose or second a member for election to the Board;
 - (v) be nominated for election as a Life Member of the Club;
 - (vi) propose or second a member for Life Membership of the Club.

JUNIOR MEMBERS

21. (a) Junior Members are persons who have not attained the age of eighteen (18) years and have been elected as Junior Members and have paid the entrance fee (if any) and the applicable annual subscription.
- (b) A person shall not be admitted as a Junior Member of the Club unless the Board:
- (i) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or sub club of the Club;
 - (ii) has received from that person's parent or guardian written consent to that person becoming a Junior Member of the Club and taking part in the sporting activities organised by the Club or sub club of the Club;
 - (iii) is satisfied that the person will take part in regular sporting activities organised by the Club or sub club of the Club.

- (c) Subject to the provisions of the Registered Clubs Act, a Junior Member shall be entitled to the use of such of the sporting and social facilities of the Club as the Board may determine from time to time but shall not be entitled to;
- (i) attend and vote at any meeting of the Club;
 - (ii) take part in the management of the Club;
 - (iii) propose, second or nominate any eligible member for any office of the Club; or
 - (iv) introduce guests to the Club.
- (d) Upon attaining the age of eighteen (18) years a Junior Member shall be transferred to Full Membership of the Club.

LIFE MEMBERS

22. (a) A Life Member of the Club is a Full Member who has rendered exceptional, unusual or distinguished service to the Club and has been granted Life Membership of the Club in accordance with this Rule 22.
- (b) Life Membership may only be conferred at an Annual General Meeting or Biennial General Meeting of the Club.
- (c) No member shall be nominated for Life Membership unless the member has been a financial Full Member of the Club for the preceding three (3) consecutive years.
- (d) Candidates for Life Membership shall be proposed by one and seconded by another member who has been a financial Full Member of the Club for the preceding three (3) consecutive years.
- (e) If a nomination for Life Membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at the meeting.
- (f) If a nomination for Life Membership is approved by a resolution passed by not less than a three-quarters majority of the members present and voting at the general meeting the person nominated shall thereby be a Life Member of the Club and shall be presented with a badge and blazer in recognition of his or her election to Life Membership.
- (g) Every Life Member shall be entitled to all the rights and privileges of a Full Member.
- (h) A Life Member is relieved from the payment of any annual subscription.

PROVISIONAL MEMBERS

23. A Provisional Member is a person who has applied for membership as a Full Member of the Club and is awaiting the decision on application by the Board. A Provisional Member shall cease to be a Provisional Member upon being elected as a Full Member of the Club.
24. Should a person who is admitted as a Provisional Member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional Member of the Club and the subscription with the nomination shall be forthwith returned to that person.
25. (a) Provisional Members shall be entitled to:
- (i) such social and sporting privileges and advantages of the Club as the Board may determine from time to time; and
 - (ii) introduce guests to the Club.
- (b) Provisional Members shall not be entitled to:
- (i) attend and voted at Annual General Meetings, Biennial General Meetings and General Meetings of the Club; or
 - (ii) vote in the election of the Board; or
 - (iii) stand for and be elected or appointed to the Board; or
 - (iv) propose or second, a member for election to the Board; or
 - (v) be nominated for Life Membership of the Club; or
 - (vi) propose or second a member for Life Membership of the Club.

HONORARY MEMBERS

26. (a) The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club;
 - (ii) any prominent citizen or local dignitary visiting the Club; or
 - (iii) any member of the Australian Defence Force who attends the premises of the Club and provides evidence that he or she is a member of the Australian Defence Force.
- (b) Honorary Members shall only be entitled to the sporting and social privileges and advantages of the Club as the Board may determine from time to time.

- (c) Honorary Members shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board of any office in the Club or participate in the management, business and affairs of the Club in any way.
- (d) When Honorary Membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
 - (i) the name in full of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary Membership is conferred; and
 - (iv) the date on which Honorary Membership is to cease.

TEMPORARY MEMBERS

27. The following persons may be made Temporary members of the Club:

- (a) any person whose permanent place of residence in New South Wales is not less than a distance of five (5) kilometres radius from the Club's premises or such other distance as the Board may from time to time determine;
- (b) a Full Member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
- (c) a Full Member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day;
- (d) any interstate or overseas visitor.

28. (a) Temporary Members shall not be required to pay an annual subscription.

- (b) Temporary Members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business, and affairs of the Club in any way.
- (c) Temporary Members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 46.
- (d) The Secretary or senior employee then on duty may terminate the membership of any Temporary Member at any time without notice and without having to provide any reason therefore.
- (e) No person under the age of 18 years shall be admitted as a Temporary Member of the Club unless that person is a Junior Member of another registered club and satisfies the

requirements of Rule 27(c).

- (f) When a Temporary Member (other than a Temporary Member admitted pursuant to Rule 27(c) first enters the Club premises on any day, the following particulars shall be entered in the Club's register of Temporary Members.
- (i) the name in full or the surname and initials of the Temporary Member;
 - (ii) the residential address of the Temporary Member;
 - (iii) the date on which Temporary Membership is granted; and
 - (iv) the signature of the Temporary member.
- (g) Notwithstanding Rule 28(f), in accordance with the Registered Clubs Act an eligible person may be admitted as a Temporary Member for a period of up to 7 consecutive days (or for such longer period as the Independent Liquor and Gaming Authority may approve). A person admitted under this Rule 28(g) is only required to sign the register on the first day when they enter the Club's premises during that period.

MEETING AND VOTING

29. (a) The Club, the Board or a committee of the Club may:
- (i) distribute a notice or information about a meeting or election of the Club, Board or committee by electronic means; and
 - (ii) hold a meeting at which all or some members attend by electronic means, but only if a member who speaks at the meeting can be heard by other members.
- (b) Only financial Full Members of the Club for the preceding three (3) consecutive years and Life Members shall be entitled to attend and vote at any Annual General Meeting, Biennial General Meeting or General Meeting of the Club.
- (c) Every member who is eligible to vote shall be entitled to vote both on a show of hands and on taking of a poll and shall have one vote.
- (d) No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.

ELECTION OF MEMBERS

30. (a) A person shall not be admitted to any of the categories of membership set out in Rule 18 unless that person is elected to membership by the Board of the Club or by a duly appointed election committee of the Club.
- (b) The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary.

- (c) The Board may reject any application for membership without assigning any reason for such rejection.
31. (a) Every application for membership of the Club shall be in such form as the Board may prescribe and shall contain the following particulars:
- (i) the full name of the applicant;
 - (ii) the residential address of the applicant;
 - (iii) the date of birth of the applicant;
 - (iv) the occupation of the applicant;
 - (v) a statement to the effect that applicant agrees to be bound by the Constitution and By-Laws of the Club; and
 - (vi) such other particulars as may be prescribed by the Board from time to time.
- (b) Every form of application for membership shall be submitted to an authorised officer of the Club together with:
- (i) the appropriate annual subscription; and
 - (ii) identification such as a current driver's licence or current passport held by that applicant.
- (c) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall endorse the application and shall cause the application to be sent to the Secretary.
- (d) A person whose application has been sent to the secretary and has paid the club the first annual subscription for the class of membership applied for shall thereby become a Provisional Member.
- (e) The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
- (f) An interval of at least fourteen (14) days shall elapse between the deposit of the nomination form of a person for election and the election of that person to membership of the Club.
32. A copy of the Constitution of the Club shall appear on the Club website and shall be emailed to a member if requested in writing.

ANNUAL SUBSCRIPTIONS

33. (a) Annual subscriptions payable by members of the Club shall be such as the Board may prescribe from time to time.
- (b) The membership card of a member, which may be a digital card, shall indicate the members joining date.
- (c) The Board shall be entitled in special circumstances to reduce or waive the payment of the annual subscription by any member of the Club.
34. Without limiting Rule 33(a), the Board may determine from time to time that subscriptions may be paid by members annually or quarterly or in half yearly instalments in advance or for more than one (1) year in advance and:
- (a) all subscriptions shall be due and payable on the date in each year which is the anniversary of the date when that member was admitted to membership of the Club.
- (b) any person who has not paid his or her subscription within two (2) months of the due date shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club. The provisions of Rule 37 and Rule 38 shall not apply to such resolution.
- (c) the Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription.
- (d) any person who has been removed from membership of the Club pursuant to Rule 37 (b) may re-apply for membership in accordance with this Constitution.

REGISTERS OF MEMBERS AND GUESTS

35. The Club shall keep the following registers:
- (a) A register of all members which shall set forth in respect of each member:
- (i) the name in full;
- (ii) the occupation;
- (iii) the address;
- (iv) the date on which the entry of the member's name in the register is made; and
- (v) the date on which that member last paid the annual fee for membership of the Club.
- (b) A register of persons who are Honorary Members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act.
- (c) A register of persons who are Temporary Members other than Temporary Members referred to in Rule 27(c) which shall be kept in accordance with Section 31(1)(d) of the Registered

Clubs Act.

- (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.

ADDRESSES OF MEMBERS

- 36. Members must advise the Secretary of the Club of any change in their address within seven days of changing their address as recorded in the register referred to in Rule 35(a).

DISCIPLINARY PROCEEDINGS

- 37. Subject to Rule 38 the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:
 - (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
 - (b) is, in the reasonable opinion of the Board;
 - (i) guilty of any conduct prejudicial to the interests of the Club;
 - (ii) guilty of conduct which is unbecoming of a member; or
 - (iii) guilty of conduct prejudicial to the game of rugby league.
- 38. (a) A member shall be notified of:
 - (i) any charge against the member pursuant to Rule 37; and
 - (ii) the date, time and place of the hearing of the charge.
- (b) The member charged shall be notified of the matters in Rule 37(b) by a notice in writing by a letter posted to the member's last known address, or electronically, at least seven (7) days before the meeting of the Board at which the charge is to be heard.
- (c) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representation for the purpose of answering the charge.
- (d) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (e) After the Board has considered the evidence put before it, the Board shall come to a decision as to whether the member is guilty or not of the charge.

- (f) When the Board has determined the issue of guilt, if the member charged is at the meeting, the Board shall inform the member whether or not the member has been found guilty.
 - (g) If the member charged has been found guilty and is at the meeting, the member shall be given a further opportunity at the meeting to address the Board in relation to the appropriate penalty for the charge of which the member has been found guilty.
 - (h) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion.
 - (i) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
39. The notice of charge may advise that the member is suspended from all rights and privileges as a member of the Club until the charge is heard and determined or five (5) weeks, whichever is the sooner.
40. (a) Subject to Rule 40 (b), a member who:
- (i) incurs a debt to the Club; and
 - (ii) fails to discharge such debt within fourteen (14) days from service on that member of a notice from the Club in writing requiring payment thereof may, by resolution of the Board, be suspended or expelled from membership.
- (b) The provisions of Rules 37 and 38 shall not apply to any member suspended or expelled pursuant to this Rule 40.

DISCIPLINARY COMMITTEE

41. (a) The Board may by resolution delegate all of the powers and functions given to the Board by Rules 37 to 40 (inclusive) to a Disciplinary Committee comprising not less than three (3) members of the Club (who need not be directors) as selected by the Board. The Board may, pursuant to this Rule 41, establish a Disciplinary Committee at each or some of the separate premises of the Club.
- (b) The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rules 37 to 40 (inclusive) save that:
- (i) a quorum of the Disciplinary Committee shall be three (3) members present in person; and
 - (ii) all references to the Board, except in Rule 38(i) shall be read as being references to the Disciplinary Committee.
- (c) The Board shall have power by resolution to revoke any delegation to a Disciplinary Committee pursuant to Rule 41(a) and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

APPEALS FROM DISCIPLINARY COMMITTEE

- (a) Any member whose membership has been suspended for more than six (6) months or who has been expelled by a decision of a Disciplinary Committee shall have the right to have the charge upon which the decision was made, heard and determined again by the Board provided that notice in writing is given by such member to the Secretary requesting that the charge be heard and determined by the Board and such notice is received by the Club within thirty (30) days of the member being notified by the Secretary of the decision of the Disciplinary Committee.
- (b) Within twenty-one (21) days after a notice is received by the Club pursuant to Rule 41(d) a fresh Notice of Charge specifying the date, time and place of hearing will be posted to the member's last known address, or electronically, at least seven (7) clear days before the meeting of the Board at which such charge is to be heard.
- (c) If the members of a Disciplinary Committee who heard and determine the charge on which the appeal has been taken are directors, they shall not be present and shall not participate in or vote at that part of a Board meeting which hears and determines the charge pursuant to Rule 41(d). The hearing of the charge of the Board shall be in accordance with Rules 37 and 38 and shall be at such time and place as the Board may determine.
- (d) If the charge is found proved the Board shall have the power to impose any penalty on the member permitted by Rule 37 in substitution for that imposed by the Disciplinary Committee.
- (e) Notwithstanding that a notice has been given by a member in accordance with Rule 41(d) the decision of a Disciplinary Committee to suspend or expel that member shall continue in full force and effect until that decision has been substituted by a decision of the Board.

SUSPENSION

42. Any member suspended pursuant to Rules 37 to 41 (inclusive) shall during the period of such suspension not be entitled to:
- (a) attend at the premises of the Club for any purpose without the permission of the Board;
 - (b) participate in any of the social or sporting activities of the Club or any sub club without the permission of the Board;
 - (c) attend or vote at any Annual General Meeting, Biennial General Meeting or general meeting of the Club;
 - (d) stand for or be elected or appointed to the Board; or
 - (e) propose or second a member for Life Membership of the Club.

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

43. (a) In addition to any powers under section 77 of the Liquor Act, the Secretary or, subject to rule 43(c), an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly;
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, the Liquor Act, the Gaming Machines Act or any other laws;
 - (iv) who, within the meaning of the *Smoke – free Environment Act 2000*, smokes while on any part of the premise that is smoke-free;
 - (v) who uses, or has in his or her possession, while on the premises of the Club any substances that the Secretary suspects of being a prohibited drug or prohibited plant; or
 - (vi) whom the Club, under the conditions of its Club License, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to Rule 43 a person (including a member) has been refused admission to, or has been turned out of the premises of the Club, the Secretary or an employee of the Club may at any subsequent time refuse to admit that person into the premises of the Club or may turn the person out or cause the person to be turned out of the premises of the Club.
- (c) Without limiting the provisions of section 77 of the Liquor Act, the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (ii) any employee authorised in writing by the Secretary to exercise such power.
- (d) The Board, the Secretary or the senior employee may at any time organise and enforce the exclusion from the Club's licensed premises of any member or other person (either with or without the member's or person's consent) in accordance with the Club's Responsible Service of Alcohol policy or Responsible Conduct of Gambling policy.

RESIGNATION AND CESSATION OF MEMBERSHIP

44. (a) A member may at any time by giving in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- (b) Any member who has resigned pursuant to this Rule 44 will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex-gratia payment of the unexpired portion of his or her membership fees from

the date of resignation.

GUESTS

45. (a) All members except Honorary Members shall have the privilege of introducing guests to the Club. However, a Temporary Member may only introduce a guest in accordance with Rule 46.
- (b) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by the By-Laws nor shall a member introduce any person as a guest who has been expelled or suspended from the Club or who has currently been refused admission to or been turned out of the Club pursuant to Rule 37 and 43.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) The Board shall have power to make By-Laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guest may be admitted to the Club.
- (f) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (g) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (h) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (i) The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
46. A Temporary Member may bring into the non-restricted areas of the Club premises as the guest of that Temporary Member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary Member; and
- (b) who does not remain on the Club premises any longer than that Temporary Member;
- (c) in relation to whom the member is a responsible adult.
47. For the purposes of Rule 46(c), "responsible adult" means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor; or

- (b) the minor's spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor's spouse on a permanent and domestic basis; or
- (c) a person who for the time being has parental responsibility for the minor.

PATRONS

48. (a) The Board may, by resolution, appoint and remove a patron or patrons from time to time.
- (b) A patron who is not a member of the Club shall be deemed to be an Honorary Member of the Club and subject to this Constitution shall remain an Honorary Member while they remain as a patron.

BOARD OF DIRECTORS

49. (a) The Board shall consist of seven (7) directors of whom:
- (i) four (4) shall have been endorsed for office pursuant to a resolution of the Board of the Football Club; and
 - (ii) three (3) shall be members who have not been endorsed for office pursuant to a resolution of the Board of the Football Club and are not directors of the Football Club.
- (b) The Board shall be elected biennially at each Biennial General Meeting of the Club in accordance with this Constitution.
- (c) The Board may, subject to Rule 53, appoint two (2) additional directors of the Club.
50. Only those members who have been financial Full Members of the Club for the preceding three (3) consecutive years and Life Members shall be entitled to stand for and be elected or appointed to the Board.
51. A member shall not be eligible to stand for or be elected or appointed to the Board if:
- (a) the member is an employee of the Club; or
 - (b) the member is currently under suspension pursuant to Rules 37 to 40.
52. The election of the Board shall be conducted in the following manner:
- (a) The Board shall appoint a Returning Officer to take charge of the ballot. The Returning Officer may appoint an Assistant Returning Officer to assist with the ballot. Each candidate shall have the right to appoint one scrutineer by notice in writing to the Returning Officer if he or she desires to scrutinise the counting of the ballot. A candidate or a proposer or seconder of a candidate shall not be appointed as the Returning Officer or Assistant Returning Officer or as a scrutineer.

- (b) (i) Nominations for election to the Board shall be in writing in accordance with this Rule 52 and shall be delivered to the Returning Officer by the close of nominations.
 - (ii) The date and time of the close of nominations shall be 7:00pm on the day which is the fourteenth day prior to the date of the Biennial General Meeting, and which shall be calculated exclusive of the day of that meeting.
 - (iii) On or before 31 January in a year in which the club is holding a Biennial General Meeting, the Secretary shall cause a written notice specifying the closing date for nominations consistent with Rule 52(b)(ii) to be displayed on the Club Notice Board in each premises of the Club and to be separately and prominently displayed in the entrance foyer of each premises of the Club. This notice shall remain on display until the closing date for nominations.
- (c) (i) Nominations shall be signed by two (2) members eligible under this Constitution to propose, second or nominate any eligible member as a Director of the Club.
 - (ii) Nominations shall also be signed by the nominee. By that signature the nominee shall signify his or her consent to the nomination and if elected his or her consent for the purposes of the Act to be a director of the Club.
 - (iii) Nominations must be delivered to the Returning Officer in accordance with Rule 52(b).
- (d) A nomination can be withdrawn provided notice of the withdrawal is given to the Returning Officer at least forty-eight (48) hours prior to commencement of the ballot.
 - (e) The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board on the day following the day upon which nominations close.
 - (f) If the full number of candidates is not nominated then, subject to Rule 49(a), the candidates who are nominated shall be declared elected and the Board shall fill the remaining positions by appointment at the first meeting of the Board held after the holding of the Biennial General Meeting.
 - (g) If there be only the requisite number nominated then, subject to Rule 49(a), those candidates shall be declared duly elected.
 - (h) If there be more than the required number nominated then, subject to Rule 49(a), an election by secret ballot shall take place.
 - (i) The Returning Officer shall supervise the preparation of ballot papers.
 - (j) The order in which names appear on the ballot paper shall be determined by lot conducted by the Returning Officer at the meeting of the Board held at the time at which nominations close. All candidates shall be entitled to be present in the boardroom when the lot for the positions on the ballot paper takes place.

- (k) The ballot shall be conducted between the hours of 11:00am and 8:00pm on any two (2) days during the seven (7) days preceding the date fixed for the Biennial General Meeting as determined by the Board.
- (l) The Returning Officer shall supervise the issue of ballot papers.
- (m) Members shall record their votes in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (n) Members shall place their ballot papers in the ballot box provided at the Club by the Returning Officer or by electronic voting in the manner stipulated by the Returning Officer.
- (o) The Returning Officer shall supervise the safe custody of ballot papers returned.
- (p) The Returning Officer shall supervise the examination of ballot papers.
- (q) The decision of the Returning Officer as to the validity of any nomination or vote shall be final.
- (r) The Returning Officer shall supervise the counting of votes.
- (s) The ballot shall be counted on a 'first-past-the-post' system with the seven (7) candidates receiving the highest number of votes being declared, subject to Rule 49(a), duly elected.
- (t) A scrutineer appointed by a candidate shall be entitled to be present and scrutinise the counting of the ballot.
- (u) In the event of an equality of votes between two or more candidates, the Returning Officer shall determine who is the successful candidate or candidates by drawing their names out of a hat.
- (v) The Returning Officer shall report the result of the ballot to the meeting.
- (w) If the Returning Officer is not present, the Assistant Returning Officer shall perform the duties of the Returning Officer set out in Rule 52.
- (x) The Board may, at any time, engage the services of the Electoral Commissioner for NSW or a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or Assistant Returning Officer set out in this Rule 52.
- (y) The Board must meet within five (5) days after a Biennial General Meeting and elect from among them a President and a Vice President and shall post the results of the election on the Club Notice Board immediately after that meeting. The Board may replace the President and Vice President at any time.
- (z) The Board shall have the power to make By-Laws regulating all matters in connection with the election of the Board that are not inconsistent with this Rule 52.

BOARD APPOINTED DIRECTORS

53. The elected directors of the Board may appoint up to two (2) additional directors of the Club in accordance with the provisions of this Rule 53.

- (a) A director appointed pursuant to this Rule:
 - (i) may be appointed for a term of not more than three (3) years;
 - (ii) must be a Full Member of the Club at the time of and for the duration of the appointment; and
 - (iii) may be appointed for only one (1) additional term.
- (b) At least one (1) of the directors pursuant to this rule must have been endorsed for office pursuant to a resolution of the Board of the Football Club which has been notified in writing to the Secretary of the Club by the Secretary of the Football Club.
- (c) Within twenty-one (21) days of an appointment being made, a notice shall be clearly displayed on the Club Notice Board and on the Club website which states:
 - (i) the reasons for the persons appointment;
 - (ii) the persons relevant skills and qualifications; and
 - (iii) any payment proposed to be made to such person in connection with the appointment.

POWER OF THE BOARD

54. The Board shall be responsible for the management of the business and affairs of the Club.

GENERAL POWERS

55. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment has not been made.

SPECIFIC POWERS

56. Without derogating from the general powers conferred by Rule 55, the Board shall have power from time to time:

- (a) to make, alter and repeal By-Laws pursuant to Rule 59;

- (b) to enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit;
- (c) to purchase or otherwise acquire for the Club any property, rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit;
- (d) to secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit;
- (e) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club to arbitration and to observe and perform the award;
- (f) to determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments;
- (g) to invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments;
- (h) from time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future;
- (i) to sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Club or to which the Club may be entitled from time to time subject to the requirements of Section 41E of the Registered Clubs Act and clause 29B of the Registered Clubs Regulation;
- (j) to appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary;
- (k) to engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary from time to time;
- (l) to set the entrance fees and annual or other subscriptions and fees payable by all members;
- (m) to fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution; or

- (n) to affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

COMMITTEES

57. (a) Without derogating from the general powers conferred by Rule 55, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:
- (i) directors;
 - (ii) members; or
 - (iii) persons who are not members of the Club but have particular skills or expertise which they will apply to the committee.
- (b) The Board shall also have the power from time to time to revoke any such delegation.
- (c) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.
- (d) The president shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.
- (e) Any committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote.
- (f) The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 57 or by any By-Law made by the Board pursuant to Rule 57.
- (g) Any committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

SUB CLUBS

58. (a) Without derogating from the general powers conferred by Rule 55, the Board shall have power from time to time to:
- (i) establish sub clubs with such objects, powers and membership qualifications as the Board may determine from time to time;
 - (ii) allow each of the sub clubs established pursuant to this Rule 58 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established within the Club;

- (iii) allow the sub club to create rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs; and
 - (iv) permit any sub club to adopt a name distinctive of such sub club (provided it be described as a sub club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies;
- (b) The members of the Club who were members of the Lakemba Services Memorial Club Limited may carry on a sub club to be operated out of the premises of the Club at Lakemba in accordance with the amalgamation agreement made between the Club and the Lakemba Services Memorial Club Limited but subject to this Rule 58.
 - (c) Any of the sub clubs established pursuant to Rule 58(a) or those already in existence must conform to any By-Law made by the Board pursuant to Rule 59 including those referred to in Rule 58(b).
 - (d) The president shall be ex officio a member of all the committees of sub clubs and may nominate a director to represent him or her on the committees of such sub clubs.
 - (e) Subject to the general control and supervision of the Board, each such sub club may manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of each sub club and its governing body shall also be produced promptly tot the Board which shall review and preserve such minutes and records.
 - (f) The Board may empower each sub club to open and operate a bank account in the name of the section in such bank as the Board may from time to time approve provided that the persons eligible to operate any such account shall be approved by the Board which from time to time may remove and replace any such persons.
 - (g) Subject to Rule 58(h), the constitutions of each sub club may be amended from time to time by a majority of the members for the time being of such sub club at a general meeting of such members either annually or at a meeting convened specifically for such purpose.
 - (h) No amendment to the constitution of a sub-club passed by a resolution of a meeting of members of the sub club shall have effect unless and until the amendment has been approved by resolution of the Board. Such approval shall not be unreasonably withheld.
 - (i) Any disciplinary action by a sub club in respect of any member of such sub club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

BY-LAWS

- 59. (a) The Board may make such By-Laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-Laws.

- (b) Without limiting the generality of Rule 59(a) the Board regulate:
- (i) such matters as the Board are specifically by this Constitution empowered to regulate by By-Laws;
 - (ii) the general management, control and trading activities of the Club;
 - (iii) the control and management of the Club premises;
 - (iv) the conduct of members and guest of members;
 - (v) the privileges to be enjoyed by each category of members; and
 - (vi) all matters which by the Constitution are not reserved for decision by the Club in general meeting.
- (c) Any By-Law made under this Rule 59 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-Law on the Club Notice Board.
- (d) The Board shall cause a copy of all By-Laws to be made available to any member on request and without charge to that matter.

PROCEEDINGS OF THE BOARD

60. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.
61. A record of all members of the Board present at each Board Meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
62. The President shall preside as chairperson at every meeting of the Board. If the President is not present within fifteen (15) minutes of the time appointed for holding such meeting or is unwilling or unable to act, then the Vice President shall preside as chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act, then the directors present shall elect one of their number as chairperson for that meeting.
63. The quorum for meetings of the Board shall be four (4) directors present in person or by electronic means.
64. The President may at any time or the Secretary, upon the request of not less than two (2) Directors, shall convene a meeting of the Board.
65. The continuing Directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of Directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

66. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person has been duly appointed and was qualified to be a member of the Board.
67. (a) Subject to this Constitution every question submitted to a Board meeting shall be decided by a simple majority of votes from those directors present and voting and counted on a show of hands (unless a poll is demanded by two (2) directors or by the chairperson) and, in the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall have a second or casting vote.
- (b) If a poll is demanded, it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs.
- (c) A demand for a poll may be withdrawn.
- (d) A determination by a majority of the Board shall for all purposes be deemed a determination of the Board.
- (e) At any Board meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Board shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
68. A resolution in writing, signed by all the directors or supported in writing by the vote by electronic means of a majority of the directors, shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. The resolution shall be passed when:
- (a) the last director signs the document containing the resolution,
- (b) the last director casts an electronic vote for or against the resolution, or
- (c) at the nominated time for the close of voting a majority of votes have been cast in favour of the resolution.
69. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one and may only be withdrawn within a reasonable period before the meeting.

DECLARATION OF INTERESTS BY DIRECTORS

70. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with clause 8 of the Accountability Code:
- (i) declare the nature of the interest at a meeting of the Board; and
- (ii) comply with Rule 72.

- (b) Any director who has or acquires a financial interest in respect of a hotel must, in accordance with clause 8 of the Accountability Code, give a written declaration of that interest to the Secretary of the Club within twenty-one (21) days.
- (c) A director must, in accordance with clause 8 of the Accountability Code, declare any gift or remuneration received from an affiliated body (as defined in the Accountability Code) if the value of the gift or remuneration exceeds such amount as may be prescribed by the Accountability Code.
- (d) The provisions of the Registered Clubs Act referred to in this Rule 70 are not limited by this Rule 70.

REGISTER OF INTEREST

71. In accordance with clause 9(2) of the Accountability Code, the Club must, for each of its financial years, maintain a register of disclosures required under that clause.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

72. In accordance with Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

- (a) must not vote on the matter: and
- (b) must not be present while the matter is being considered at the meeting.

73. The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Rule 72.

CONTRACTS WITH DIRECTORS

74. (a) In accordance with clause 4 of the Accountability Code, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

- (b) A “pecuniary interest” in a company for the purposes of Rule 74(a) does not include any interest exempted by the Accountability Code.

- (c) Provided that the provisions of Rules 70(a), 72 and 74(a) have been satisfied with respect to a commercial arrangement or a contract:

- (i) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract;
- (ii) the commercial arrangement or contract shall not, by reason of that director’s interest, be avoided; and
- (iii) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

CONTRACT WITH SECRETARY

75. (a) Subject to Rule 75(b), the Club must not enter into a commercial arrangement or contract for the provision of goods and services with:

- (i) the Secretary;
- (ii) any close relative (as defined in the Accountability Code) of the Secretary; or
- (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Accountability Code).

(b) Rule 75(a) does not prevent the Club entering into a contract with any of the above persons which is:

- (i) a contract of employment; or
- (ii) otherwise permitted by the Registered Clubs Act or the Registered Club Regulation.

REMOVAL FROM OFFICE OF DIRECTORS

76. (a) The members in General Meeting may by ordinary resolution:

- (i) remove from office any director or directors or the whole of the Board before the expiration of his or her or their period of office; and
- (ii) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.

(b) Any person appointed pursuant to Rule 76(a)(ii) shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she has not been so removed.

(c) Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

VACANCIES ON THE BOARD

77. The office of a member of the Board shall automatically be vacated if the person holding that office:

- (a) dies; or
- (b) becomes insolvent under administration;
- (c) is convicted of any offence referred to in Section 206B of the Act;

- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board;
 - (f) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that related to the affairs of the Club;
 - (g) by notice in writing given to the Secretary resigns from office as a director; or
 - (h) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act;
 - (i) ceases to be a member of the Club;
 - (j) becomes an employee of the Club; or
 - (k) is a director who was a person endorsed for office by the Board of the Football Club and the Secretary of the Football Club notifies the Secretary of the Club in writing that the Board of the Football Club no longer endorses that person for office as a director of the Club .
78. (a) The Board shall have the power at any time and from time to time to appoint any eligible person to the Board to fill a casual vacancy.
- (b) If the person who ceased to hold office (and thereby creating a casual vacancy) was endorsed by the Board of the Football Club, the Board shall fill the casual vacancy with another person who is endorsed for office by the Board of the Football Club. A letter confirming such endorsement must be delivered by the Secretary of the Football Club to the Secretary of the Club before the Board appoints that person to fill the casual vacancy. If such endorsement is not received from the Football Club within seven (7) days of being requested to do so by the Secretary of the Club, the Board of the Club may appoint a member who has not been endorsed, notwithstanding Rule 49(a).
- (c) A person appointed to fill a casual vacancy shall hold office until the conclusion of the following Biennial General Meeting.

GENERAL MEETINGS

79. A General Meeting called the Annual General Meeting shall be held in March in each calendar year on a date, time and place which may be determined by the Board, provided that in respect of a Biennial General Meeting, if the Annual General Meeting of the Football Club is held within sufficient time, the Biennial General Meeting of the Club will be held not less than twenty-one (21) days after the Annual General Meeting of the Football Club. All meetings other than Annual General Meetings shall be called General Meetings.
80. (a) The Board may whenever it considers fit, call and arrange to hold a General Meeting of the Club.

- (b) The Board must call and arrange to hold a General Meeting of the Club on the request of:
- (i) members with at least five percent (5%) of the votes that may be cast at the general meeting; or
 - (ii) at least one hundred (100) members who are entitled to vote at the general meeting.
- (c) The Request must:
- (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the Request; and
 - (iv) be given to the Secretary.
- (d) Separate copies of a document setting out the Request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within twenty-one (21) days after the request is given to the Secretary. The meeting is to be held no later than two (2) months after the request is given to the Secretary.
- (f) Members with no more than fifty percent (50%) of the votes of all the members who make the Request may call and arrange to hold a General Meeting if the Board do not do so within twenty-one (21) days after the Request is given to the Secretary.
- (g) The meeting referred to in Rule 80(f) must be called in the same way, so far as is possible, in which General Meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.
- (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary shall give the members the copy of the Register without charge.
- (i) The Club shall pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 80(a). The Directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
- (j) A General Meeting called by the Board under Rule 80(a) may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.
- (k) A General Meeting called by the members under the Act, may be cancelled by those members so notifying the Club in writing at least fourteen (14) days prior to the date for which the General Meeting has been called. Those members must pay the expenses of the

cancellation unless the Board determines otherwise.

81. (a) At least twenty-one (21) days notice in writing of the Annual General Meeting and of any General Meeting of the members of the Club must be given to all members who are entitled to attend and vote at that meeting and to the auditor.
- (b) A notice of General Meeting of the Club's members must:
- (i) set out the place, date and time of the meeting;
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution.
- (c) A copy of a notice of General Meeting of the members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than twenty-one (21) days prior to the date of the meeting.
- (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Club Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

ANNUAL GENERAL MEETING

82. The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting;
 - (b) to receive and consider the reports referred to in Rule 99;
 - (c) in the case of a Biennial General Meeting, to declare the results of the election of the Board and conduct any further election of Directors that may be necessary;
 - (d) to appoint an Auditor in the event that there be a vacancy in the office of Auditor;
 - (e) to approve the reimbursement of directors' expenses and the payment of honorariums (if any); and
 - (f) to deal with any other business of which due notice has been given to the members.
83. (a) The Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as whole at the meeting to ask questions about or make comments on the management of the Club.
- (b) If the Club's Auditor or a representative of the Club's Auditor is at the meeting, the Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the Auditor or the Auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the

Auditor's report.

MEMBERS RESOLUTION

84. (a) Notwithstanding Rules 85, 86 and 87, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least sixty (60) days prior to the date fixed for such Annual General Meeting.
- (b) The Secretary shall cause all items of business and notices of motion referred to in Rule 84(a) to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of the motion in the Notice of the Annual General Meeting that is sent to members.
85. (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- i) members with at least five present (5%) of the votes that may be cast on the resolution; or
 - ii) at least one hundred (100) members who are entitled to vote at a general meeting.
- (b) The notice must:
- i) be in writing;
 - ii) set out the wording of the proposed resolution; and
 - iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
86. (a) If the Secretary has been given notice of a resolution under Rule 85, the resolution is to be considered at the next General Meeting that occurs more than two (2) months after the notice is given.
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a General Meeting, the members present and entitled to vote may resolve that the Club meet

the expenses itself.

(e) The Club need not give notice of the resolution:

- (i) if it is more than one thousand (1000) words long or defamatory; or
- (ii) if the members making the request are to bear the expenses of sending the notice out – unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

87. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:

- (i) a resolution that is proposed to be moved at a General Meeting; or
- (ii) any other matter that may be properly considered at a General Meeting.

(b) The request must be made by:

- (i) members with at least five percent (5%) of the votes that may be cast on the resolution; or
- (ii) at least one hundred (100) members who are entitled to vote at the meeting.

(c) The request must be:

- (i) in writing;
- (ii) signed by the members making the request; and
- (iii) given to the Secretary.

(d) Separate copies of a document setting out the request may be used for signing by members if the wording of the requests is identical in each copy.

(e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.

(f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notices of a General Meeting.

(g) The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.

(h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a General Meeting, the Club may resolve to meet the expenses itself.

- (i) The Club need not comply with the request:
 - (i) if the statement is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are responsible for the expenses of the distribution – unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

88. A General Meeting of the members of the Club must be held for a proper purpose.

AUDITOR'S RIGHTS TO BE HEARD AT GENERAL MEETINGS

89. (a) The Club's Auditor shall be given notice of all General Meetings at the same time as such notice is given to the members and is entitled to attend any General Meetings of the Club.
- (b) The Auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (c) The Auditor is entitled to be heard even if:
- (i) the Auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The Auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

90. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act, then the Vice President shall preside as chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act, then the members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.
91. (a) No business shall be transacted at any General Meeting of members unless a quorum of members is present. A quorum shall be:
- (i) thirty (30) members present and entitled to vote in the case of a General Meeting (including and Annual General Meeting) convened by the Board;
 - (ii) fifty (50) members present and entitled to vote in the case of a General Meeting convened at the request of members pursuant to Rule 80(b);
 - (iii) fifty (50) members present and entitled to vote in the case of a general meeting convened by members pursuant to Rule 80(f) or pursuant to a Court Order.
- (b) If a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the meeting shall:

- (i) be dissolved if it was convened at the request of members pursuant to Rule 80; or
 - (ii) if the meeting was called by the Board, adjourned to such other day, time and place as the Board may determine or may by resolution of the Board be dissolved.
92. (a) Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members or by the chairperson) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.
- (b) If a poll is demanded, it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.
- (c) A demand for a poll may be withdrawn.
- (d) At any General Meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lot or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

PROXY VOTING PROHIBITED

93. A person shall not:

- (a) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- (b) vote at any election including an election of a member or of the Board, as the proxy of another person.

ADJOURNMENT OF GENERAL MEETINGS

94. (a) The Chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- (d) It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

MINUTES

95. (a) The Club shall keep minute books in which it records
- (i) proceedings and resolutions of General Meetings of the Club;
 - (ii) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors); and
 - (iii) resolutions passed by directors without a meeting.
- (b) The Club shall ensure that:
- (i) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
 - (ii) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- (c) A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it related, unless the contrary is proved.

ACCOUNTS

96. The Board shall:
- (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act;
 - (b) prepare, on a quarterly basis, financial statements that incorporate:
 - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
 - (ii) a balance sheet as at the end of the quarter.
 - (c) cause the financial statements referred to in Rule 96(b) to be submitted to a meeting of the Board;
 - (d) make the financial statements referred to in Rule 96(b) available to members of the Club within seven (7) days of the statements being adopted by the Board;
 - (e) indicate, by displaying a notice on the Club's premises and on the Club website, how the members of the Club can access the financial statements referred to in Rule 96(b); and
 - (f) provide a copy of the financial statements referred to in Rule 96(b) to any member on the written request of the member.
97. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

98. The Board shall, not less than twenty-one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Part 2M.3 Division 4 of the Act.
99. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of October immediately prior to the Annual General Meeting:
- (a) the Financial Report of the Club;
 - (b) the Directors' Report; and
 - (c) the Auditors' Report on the Financial Report.

FINANCIAL YEAR

100. The financial year of the Club and any sub club or other entity created under this Constitution shall commence on the first day of November in each year and end on the last day of October in the following year or such other period as having regard to the Act, the Board may determine.

AUDITORS

101. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

102. At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

EXECUTION OF DOCUMENTS

103. (a) The Club shall have a Seal.
- (b) The Board must provide for the safe custody of the Seal.
 - (c) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
 - (i) two members of the Board; or
 - (ii) one member of the Board and the Secretary.
 - (d) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
 - (i) two members of the Board; or
 - (ii) one member of the Board and the Secretary.

NOTICES

104. A notice may be given by the Club to any member either:
- (a) personally,
 - (b) by sending the notice by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
 - (c) by sending the notice to the electronic address recorded by the Club for the member;
 - (d) by sending the notice to the member by other electronic means; or
 - (e) by notifying the member that the notice is available and how it may be accessed, if the member nominates electronic means by which the member may be notified that a notice is available and an electronic means by which the member may access the notices.
105. (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
 - (c) Where a notice is sent under Rule 104(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.
 - (d) If a member has an address outside the State of New South Wales and has not supplied the Club with an address within New South Wales for the giving of notices to him or her, a notice posted up on the Club Notice Board shall be deemed to be notice to such member at the expiration of twenty-four (24) hours after it is so posted up. For the purpose of this Rule, the Australian Capital Territory shall be deemed to be within New South Wales.

INDEMNITY TO OFFICERS

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

against any legal cost incurred as such an officer except:

- (i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under section 199A(2) of the Act;
- (ii) in defending or resisting criminal proceedings in which the person is found guilty;
- (iii) in defending or resisting proceeding brought by the Australian Securities and Investments Commission or a liquidator for a Court Order if the grounds for making the Order are found by the Court to have been established; or
- (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

107. The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except:

- (a) in relation to conduct involving a wilful breach of duty in relation to the Club; or
- (b) in relation to a contravention of sections 182 and 183 of the Act.

INTERPRETATION

108. A decision of the Board on the construction or interpretation of the Constitution or any Rule or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

AMENDMENTS TO CONSTITUTION

109. This Constitution can only be amended by way of Special Resolution passed at a General Meeting of the members of the Club. A Special Resolution to amend or replace this Constitution shall not have any effect unless the Special Resolution has first been approved in writing by the Football Club.