



**CONSTITUTION**

**OF**

**NSW PUSH AND POWER**

**RUGBY LEAGUE INCORPORATED**

**2016**

**TABLE OF CONTENTS****Page**

1. NAME OF ASSOCIATION	03
2. DEFINITIONS AND INTERPRETATION	03
3. OBJECTIVES	05
4. POWERS OF THE ASSOCIATION	07
5. MEMBERSHIP	07
6. AFFILIATION AND MEMBERSHIP	09
7. REGISTER OF MEMBERS	10
8. EFFECT OF MEMBERSHIP	10
9. NOMINATION FOR MEMBERSHIP	11
10. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	11
11. DISCONTINUANCE OF MEMBERSHIP	11
12. DISCIPLINE OF MEMBERS	12
13. RIGHT OF APPEAL OF A DISCIPLINED MEMBER	13
14. FEES AND SUBSCRIPTIONS	14
15. EXISTING DIRECTORS	14
16. POWERS OF THE BOARD	14
17. MANAGEMENT OF THE ASSOCIATION	15
18. ELECTED DIRECTORS	17
19. APPOINTED DIRECTORS	18
20. VACANCIES ON THE BOARD	18
21. DIRECTORS INTERESTS	19
22. REMOVAL OF A BOARD MEMBER	20
23. MEETINGS OF THE BOARD	21
24. VOTING AND DECISIONS	22
25. EXECUTIVE OFFICER	22
26. DELEGATIONS	23
27. SEAL	24
28. ANNUAL GENERAL MEETING	24
29. SPECIAL GENERAL MEETING	25
30. GENERAL MEETING	25
31. NOTICES OF MOTION	26
32. PRESIDING MEMBER	26
33. ADJOURNMENT OF MEETINGS	26
34. MAKING OF DECISIONS	27
35. SPECIAL RESOLUTION	27
36. VOTING AT GENERAL / SPECIAL GENERAL / ANNUAL GENERAL MEETINGS	27
37. GRIEVANCE PROCEDURE	28
38. RECORDS AND ACCOUNTS	28
39. AUDITOR	29
40. INCOME	29
41. INCOME MANAGEMENT	29
42. REVOCATION CLAUSE	30
43. WINDING UP	30
44. ALTERATION OF CONSTITUTION	30
45. REGULATIONS	30
46. STATUS AND COMPLIANCE OF BRANCHES AND REGIONAL COMMITTEES	31
47. ASSOCIATIONS CONSTITUTION	32
48. SERVICE OF NOTICES	32
49. COPIES OF THE CONSTITUTION	33
50. CUSTODY OF BOOKS	33
51. INSPECTION OF BOOKS	33
52. PATRONS AND VICE PATRONS	33
53. INSURANCE AND INDEMNITY	33

# ASSOCIATIONS INCORPORATION ACT 2009 (NSW)

## CONSTITUTION

### NSW PUSH AND POWER RUGBY LEAGUE INCORPORATED

#### 1. NAME OF THE ASSOCIATION

The name of the Association is NSW Push And Power Rugby League Incorporated, hereinafter referred to as the "Association".

#### 2. DEFINITIONS AND INTERPRETATION

##### 2.1 Definitions

In this Constitution, unless there are any inconsistencies in the subject or context, the following applies:

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

**“Affiliate rugby league member”** means any national/state and territory bodies recognised by the Australian Sports Commission (ASC) and state/territory sport and recreation departments who are responsible for the administration, control and conduct of rugby league across Australia with whom the Association chooses to affiliate with from time to time in accordance with **clauses 3 and 5**

**“Affiliate member”** means an individual or organisation who is associated with the Association but who is not an Individual Member in accordance with **clauses 3 and 5**.

**“Area”** means the geographical area for which the Association is responsible as recognised by NSW Push And Power Rugby League Incorporated.

**“Association”** means NSW Push And Power Rugby League Incorporated being the state sporting organisation responsible for administration and control of Push and Power Rugby League in New South Wales under **clause 3**.

**“Australian Sports Commission”** means the statutory authority of the Australian Government as laid out in the *Australian Sports Commission Act 1989*. The ASC is governed by a board of commissioners appointed by the Australian Government. The board determines the ASCs overall direction, decides on actual allocation of resources and policy for delegated decisions, and is accountable to the Minister for Sport and to Parliament.

**“Board”** means the body managing the Association and consisting of the directors elected at the Annual General Meeting of the Association.

**“Constitution”** means this Constitution of the Association.

**“Director”** means a Member of the Board of the Association and includes any person acting in that capacity from time to time appointed in accordance with this Constitution but does not include the Executive Director.

**“Delegate”** means the person(s) appointed from time to time to act for and on behalf of a Branch to represent the Branch at General Meetings.

**“Executive Director”** means the Executive Director of the Association for the time being appointed under this Constitution. Where the Association does not have an Executive Director, the Association secretary or Public Officer will, subject to confirmation by the Board, assume the functions of the Executive Director under this Constitution.

**“Financial year”** means the year ending on the next 31 October following incorporation and thereafter a period of 12 months commencing on 1 November and ending on 31 October each year.

**“General Meeting”** means the annual or any special general meeting of the Association.

**“IF”** means the International Federation for the Sport.

**“Individual Member”** means a registered, financial Member of the Association.

**“Intellectual Property”** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association.

**“Life Member”** means an Individual appointed as a Life Member of the Association under **clause 5.3**.

**“Management Committee”** means the committee elected or appointed by Members and ratified by the Board of the Association charged with managing a Branch and/or Regional Committee as provided within the membership accreditation policy contained in the Regulations.

**“Management Committee Member”** means a Member of the Management Committee of Branch and/or Regional Committee and includes any person acting in that capacity from time to time appointed in accordance with this Constitution and the Regulations but does not include the Executive Director.

**“Member”** means a Member of the Association for the time being under **clause 5**.

**“NSW Association of Disability Sports”** means a collective group of NSW state disability organisations recognised by Sport and Recreation NSW.

**“Objectives”** mean the Objectives of the Association in **clause 3**.

**“President”** means the person appointed to perform the duties of President of the Association and includes any person for the time being acting as President or any person performing those duties in an honorary capacity.

**“Public Officer”** means the person appointed to be the public officer of the Association in accordance with the Act.

**“Regional Committee”** means a Push and Power Rugby League regional committee which is a Member, or is affiliated with the Association, either directly or through a Branch.

**“Register”** means a register of Members kept and maintained in accordance with **clause 6**.

**“Regulations”** means regulations for Branches and Regions in accordance with **clause 45**.

**“Secretary”** means the person appointed to perform the duties of Secretary of the Association and includes any person for the time being acting as Secretary or any person performing those duties in an honorary capacity.

**“Special Resolution”** means a Special Resolution defined in the Act.

**“Sport”** means the sport of Push and Power Rugby League.

**“Branch”** means an affiliated Push and Power Rugby League branch of the Association.

**“Treasurer”** means the person appointed to perform the duties of Treasurer of the Association and includes any person for the time being acting as Treasurer or any person performing those duties in an honorary capacity.

**“Vice President”** means the person appointed to perform the duties of Vice President of the Association and includes any person for the time being acting as Vice President or any person performing those duties in an honorary capacity.

**“Wheelchair”** means a seated device used for mobility by people for whom walking is difficult or impossible due to illness or disability or as time to time determined by the Board of the Association.

## **2.2 Interpretation**

In this Constitution:

- (a) A reference to a function includes a reference to a power, authority and duty;
- (b) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) Words importing the singular include the plural and vice versa;
- (d) Words importing any gender include the other genders;
- (e) References to persons include corporations and bodies politic;
- (f) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) A reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

## **2.3 Severance**

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

## **3. OBJECTIVES:**

The objectives of the Association are to:

- (a) Conduct, encourage, promote, advance and administer Push And Power Rugby League in New South Wales;
- (b) Ensure the maintenance and enhancement of the Association, the Members and the sport, its standards, quality and reputation for the benefit of Members and NSW Push And Power Rugby League Incorporated;
- (c) At all times promote mutual trust and confidence between the Association and Members in pursuit of these Objectives;
- (d) At all times act on behalf of, and in the interest of, the Members and NSW Push And Power Rugby League Incorporated;
- (e) Promote the economic and community service success, strength and stability of the Association and the Members;

- (f) Affiliate and otherwise liaise with recognised rugby league affiliates and adopt rules and policy framework to further these Objectives;
- (g) Use and protect the Intellectual Property;
- (h) Apply the property and capacity of the Association towards the fulfilment and achievement of these Objectives;
- (i) Strive for Government, commercial and public recognition of the Association as the controlling body for the Push And Power style of Wheelchair Rugby League in NSW;
- (j) Abide by, promulgate, enforce and secure uniformity in the application of, the rules of NSW Push And Power Rugby League Incorporated as may be determined from time to time by the Board and as may be necessary for the management and control of NSW Push And Power Rugby League Incorporated and related activities;
- (k) Advance the operations and activities of the Association throughout New South Wales;
- (l) Develop NSW Push And Power Rugby League Incorporated into an organised institution and with these Objectives in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (m) Review and/or determine any matters relating to NSW Push And Power Rugby League Incorporated which may arise, or be referred to it, by any Member;
- (n) Recognise any penalty imposed by any Member;
- (o) Act as arbiter (as required) on all matters pertaining to the conduct of NSW Push And Power Rugby League Incorporated, including disciplinary matters;
- (p) Pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of NSW Push And Power Rugby League Incorporated;
- (q) Adopt and implement such policies as may be developed in conjunction with affiliate rugby league bodies, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in NSW Push And Power Rugby League Incorporated;
- (r) Represent the interests of its Members and of NSW Push And Power Rugby League Incorporated generally in any appropriate forum;
- (s) Have regard to the public interest in its operations;
- (t) Do all that is reasonably necessary to enable these Objectives to be achieved and enable Members to receive the benefits which these Objectives are intended to achieve;
- (u) Promote health and well-being, social interaction and self-development to aid Members and all other participants in NSW Push And Power Rugby League Incorporated games in their rehabilitation and everyday life.
- (v) Seek and obtain improved facilities for the enjoyment of the game of Push And Power Rugby League;

- (w) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objectives;
- (x) Provide opportunities for people with physical disabilities to participate in a form of Rugby League, especially people not generally catered for by other existing disabled sporting associations in the State of New South Wales;
- (y) Assist in the provision of necessary equipment to enable people with physical disabilities to take an active interest in such sports;
- (z) Raise the necessary funds for achieving the objectives of the Association;
- (aa) Co-operate in the organisation of all sporting events impacting on the Association;
- (bb) Invest monies of the Association, not immediately required for any of its objectives, in such a manner as from time to time may be determined; and
- (cc) Do all such other lawful things as are incidental or conducive to the attainment of the objectives of the Association.

#### 4. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

#### 5. MEMBERSHIP:

- (a) The Association will keep a register of all members detailing each member's name, address, telephone number, date of birth, disabilities and any other information relative to the objectives of the Association.
- (b) The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any members of the Association at any reasonable hour.
- (c) An annual membership fee will be charged for all individual members. Such fees will be endorsed by the Board and announced at the Annual General Meeting.
- (d) All applications for membership are to be approved by the Board.

#### 5.2 Categories of membership

The members of the association shall consist of:

- (a) **Individual Member** - shall have the right to receive notice of General/Special General/Annual General Meetings and to be present and to debate and vote at such meetings. There shall be no distinction between players and non-players within Individual Membership.
- (b) **Honorary Member** - shall be open to persons who are rendering such assistance to the Association as, in the opinion of the Board, entitles them to Honorary Membership. Honorary Members shall have no voting rights.
- (c) **Life Member** – At the Annual General Meeting of the Association, a member, on the nomination of the Board, may be elected to Life Membership as set out in **clause 5.3**. The Board at its discretion may decide upon life Members shall be entitled to attend and vote at all general meetings of the Association and shall have other such privileges as from time to time.

- (d) **Regional Committees**, are organisations who the Association may recognise as per clause 3, who subject to this Constitution, shall have the right to receive notice of General Meetings and the right to send one Delegate to be present or debate or vote at General Meetings;
- (e) **Affiliate rugby league members**, are organisations who the Association shall recognise as per clauses 2.1 and 3, who subject to this Constitution , shall have no right to receive notice of General Meetings and no right to be present or debate or vote at General Meetings;
- (f) **Affiliate members**, are organisations who the Association may recognise as per clause 3, who subject to this Constitution, shall have no right to receive notice of General Meetings and no right to be present or debate or vote at General Meetings; and
- (g) Such new or other categories of Members as may be established by the Board. Any new category of Member established by the Board cannot be granted voting rights without the approval of the Association in General Meeting.

### 5.3 Life Members

- (a) The Board may recommend to the Annual General Meeting that any member, who has rendered distinguished service to the Association where such service is deemed to have assisted the advancement of NSW Push And Power Rugby League Incorporated, be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be a Special Resolution.
- (c) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- (d) A member must have a minimum five years continuous membership before being eligible for consideration for Life Membership.

## 6. AFFILIATION AND MEMBERSHIP

### 6.1 Branches and Regional Committees

- (a) The Board shall establish Branches and Regional Committees. To be, or remain, eligible for membership, a Branch and Regional Committee must be in compliance of all membership accreditation processes. This process must be complete within one (1) year of applying for membership under this Constitution.
  - (b) Any dispute or uncertainty as to the application of this Constitution to a Branch or Regional Committee shall be resolved by the Board in its sole discretion.
  - (c) Failure to comply within the period stated in clause 6.1(a) shall result in the expulsion of the Branch or Regional Committee from membership. The expelled Branch or Regional Committee shall not be entitled to re-apply for membership until it becomes compliant with all membership accreditation processes.
- Application for Affiliation



## **6.2 Application for Affiliation**

An application for affiliation must be:

- (a) In writing using the membership accreditation form prescribed from time to time by the Board (if any), from the applicant or its nominated representative and lodged with the Association;
- (b) Accompanied by a copy of the applicant's register of members; and
- (c) Accompanied by the appropriate fee, (if any).

## **6.3 Discretion to Accept or Reject Application**

- (a) The Board of the Association may accept or reject an application for affiliation or membership whether the applicant has complied with the requirements in clauses 4, 6.1 and 6.2 or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Board of the Association accepts an application, the applicant shall, become a Member. Membership shall be deemed to commence upon acceptance of the application by the Association. The Board or the Executive Director shall amend the Register accordingly as soon as practicable.
- (c) Where the Association rejects an application the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

## **6.4 Re-Affiliation**

- (a) Branches and Regional Committees must re-affiliate annually with the Association in accordance with the procedures set down by the Association in this Constitution and Regulations from time to time.
- (b) Upon re-affiliation a Branch and/or Regional Committee must lodge with the Association an updated copy of its membership accreditation documentation and must provide details of any change in its Delegate and any other information reasonably required by the Association. Each Branch and/or Regional Committee must ensure that its policies and procedures it follows are those which are approved by the Association.

## **6.5 Deemed Membership**

- (a) All members which or who are, prior to the approval of this Constitution under the Act, members of the Association, shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) Branches and Regional Committees shall provide the Association with such details as are reasonably required by the Association under this Constitution within two (2) month of the approval of this Constitution under the Act.
- (c) Any members of the Association prior to approval of this Constitution under the Act, who are not deemed Members under clause 5.2, shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

## **7. REGISTER OF MEMBERS**

### **7.1 Association to keep Register**

The Association shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) The full name, address, category of membership and date of entry to membership of each Branch and Regional Committee; and
- (b) The full name, residential address and date of entry to membership of each individual member, Director and Life Member; and
- (c) Where applicable, the date of termination of membership of any Branch or Regional Committee; and
- (d) The date of termination of any individual member.

Regional Committees, Directors, individual and Life Members shall provide notice of any change and required details to the Association within one month of such change.

### **7.2 Inspection of Register**

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Life Member or Director, shall be available for inspection (but not copying) by Members, upon reasonable request of at least one month notice.

### **7.3 Use of Register**

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objectives, in such manner, as the Board considers appropriate.

## **8. EFFECT OF MEMBERSHIP**

Members acknowledge and agree that:

- (a) This Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations;
- (b) They shall comply with and observe this Constitution and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) By submitting to this Constitution and Regulations they are subject to the jurisdiction of the Association;
- (d) The Constitution and Regulations are necessary and reasonable for promoting the Objectives and particularly the advancement and protection of Push And Power Rugby League-within New South Wales; and
- (e) They are entitled to all benefits, advantages, privileges and services of Association membership.

## **9. NOMINATION FOR MEMBERSHIP:**

- (1) A nomination for membership of the Association must:
  - (a) Be made by the nominee in writing on the required forms;
  - (b) Be lodged with the Secretary of NSW Push And Power Rugby League Incorporated; and
  - (c) Be accompanied by the membership fee for the year, for which a receipt shall be issued.
- (2) At the next Board Meeting following the receipt of a nomination for membership, the Secretary must refer the nomination to the Board, which is to determine whether to approve or to reject the nomination.
- (3) If the Board determines to approve a nomination for membership, the Secretary must, within 14 days after that determination, notify the nominee of that approval.
- (4) The Secretary must, on acceptance by the board of the nomination for membership, in accordance with Clause (3), enter the nominee's name in the register of members and on the name being entered, then the nominee becomes a financial member of NSW Push And Power Rugby League Incorporated.
- (5) If, at the next Board Meeting, the Board determines to reject a nomination for membership, the Secretary must, within 14 days after that determination, notify the nominee in writing of that rejection and fully refund that nominees previously paid membership fee.

## **10. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

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

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

## **11. DISCONTINUANCE OF MEMBERSHIP**

A person ceases to be a member of the Association if the person dies, resigns their membership, is expelled from the Association or has not paid any fees or subscriptions for a period exceeding 12 months.

### **11.2 Notice of Resignation**

- (a) An individual member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving 28 days' notice in writing to the Association of such resignation or withdrawal.
- (b) A non-financial member of the Association must pay all outstanding dues prior to tendering their resignation from the Association. The member, once financial, must provide the Secretary with written notice of at least 28 days of their intention to resign and, on the expiration of the period of notice; the member ceases to be a member.
- (c) Upon the Association receiving notice of resignation of membership given under clauses 10.2 (a) or (b), an entry in the Register shall be made recording the date on which the Member who gave notice ceased to be a Member.

### **11.3 Discontinuance for breach**

- (a) Membership of the Association may be discontinued by the Board upon breach of any clause of this Constitution or the Regulations, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under **clause 11.3 (a)** without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain the breach, that Member's membership shall be discontinued under **clause 11.3 (a)** by the Association giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this clause 5 as soon as practicable.

### **11.4 Member to Re-Apply**

A Member whose membership has been discontinued under clauses 11.3 (a):

- (a) Must seek renewal or re-apply for membership in accordance with this Constitution and Membership Accreditation Regulations; and
- (b) May be re-admitted at the discretion of the Board.

### **11.5 Forfeiture of Rights**

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately. Where a Branch or Regional Committee ceases to be a Member it shall also forfeit all representation rights on the Board and at General Meetings.

### **11.6 Delegate Position Lapses**

The position of Delegate shall lapse immediately on cessation of membership.

### **11.7 Membership may be Reinstated**

Membership which has been discontinued under this clause **11** may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

### **11.8 Refund of Membership Fees**

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance

## **12. DISCIPLINE OF MEMBERS:**

- (1) A complaint may be made by any member of the Association that some other member of the Association:
  - (a) has persistently refused or neglected to comply with any provision of these Rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interest of the Association.

- (2) On receiving such a complaint, the Secretary shall table it at the next meeting of the Board, or at an earlier Board Meeting convened because of the seriousness of the complaint, and the Board:
  - (a) must cause notice of the complaint to be served on the member concerned within 7 days of the Board Meeting at which it was tabled;
  - (b) must give the member at least 7 days from time the notice is served within which to make submissions to the Board in connection with the complaint; and
  - (c) not later than the Board Meeting next following the Board Meeting at which the submission was tabled, take into consideration any submissions made by the member in connection with the complaint.
- (3) The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Board expels or suspends a member, the Secretary must, within 7 days after the action is taken, give written notice to the member of the action taken, for the reasons given by the Board for having taken that action and of the member's right to appeal under Rule 13.
- (5) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 13(4), whichever is the later.

### **13. RIGHT OF APPEAL OF A DISCIPLINED MEMBER:**

- (1) A member who is expelled or suspended from NSW Push And Power Rugby League Inc. may appeal to the Association under the provisions of Rule 29 Special General Meeting, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under Clause (12), the Secretary must notify the Board, which is to convene a **Special General Meeting (Rule 29)**.
- (4) At the Special General Meeting convened under Clause **13 (3)**:
  - (a) no business other than the question of the appeal is to be transacted;
  - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present at the Special General Meeting will vote on the question of whether the resolution in Clause 12 (3) should be confirmed or revoked.
- (5) At the conclusion of the vote, the Board will pass a resolution affirming the outcome of the vote.

**14. FEES AND SUBSCRIPTIONS:**

The annual membership subscription (if any) and any fees or other levies payable by Members to the Association, the due date, amount and manner of payment, shall be determined by the Board.

**15. EXISTING DIRECTORS**

- (a) The members of the administrative or governing body (by whatever name called) of the Association in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution. After this General Meeting the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (b) The person known and appointed to the position of Executive Director (or similar title) immediately prior to approval of this Constitution under the Act shall continue in that position following such approval, subject to any contractual arrangements.

**16. POWERS OF THE BOARD**

- (1) The Board is to be called the Board of Management of the Association and, subject to the Act, the Regulations, and these Rules, and to any resolution passed by the Association in general meeting:
  - (a) is to control and manage the affairs of the Association; and
  - (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these Rules to be exercised by a general meeting of members of the Association; and
  - (c) has power to perform all such acts and do all such things as appear to the Board to be necessary and desirable for the proper management of the affairs of the Association.
  - (d) The Board shall ensure that a person is appointed as Public Officer, and the Board may, at any time, remove and replace the Public Officer, provided that the person appointed is eighteen (18) years of age or older and is a resident of New South Wales. The Board, upon replacement of the Public Officer, shall notify the Department Of Fair Trading, by prescribed form, within fourteen (14) days of the appointment in the following circumstances:
    - (i) Appointment;
    - (ii) Change of Address;
    - (iii) Change in the Rules or Objects of the Association;
    - (iv) Change of the membership of the Board;
    - (v) Change in the name of the Association;
    - (vi) Of the Association's financial affairs within one (1) month after the Annual General Meeting.
- (2) Subject to this Constitution, the business of the Association shall be managed, and the Board shall exercise the powers of the Association. In particular, the Board as the governing body for the Push And Power style of Rugby League, shall be responsible for acting on State and local issues in accordance with the Objectives and shall operate for the benefit of the Members and the community and shall govern Push and Power Rugby League in NSW in accordance with this Constitution and, in particular, the Objectives.

## 17 MANAGEMENT OF THE ASSOCIATION:

The Management of the Association shall be vested in a Board of Management consisting of seven (7) members elected at the Annual General Meeting. Board Members must attend a minimum two-thirds of all Board Meetings

### 17.1 Composition of the Board

- (1) The Board shall comprise:
  - (a) **Four (4)** elected Directors as set out in clause 17.2(2) who must be Financial Members and who shall be elected under clause 18.3.
  - (b) **Three (3)** Appointed Directors who must be Financial Members and who shall be appointed by the Directors elected under clause 18.3.
  - (c) **One (1)** Director appointed by the affiliate State Sporting Organisation (SSO) if a state based administrator is chosen or National Sporting Organisation (NSO) if a National based administrator is chosen responsible for the administration and conduct of Rugby League in New South Wales.
- (2) Each member of the Board is, subject to these Rules, to hold office until the start of the Annual General Meeting following the date of the member's election.
- (5) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold the office, subject to these Rules, until the start of the Annual General Meeting following the date of the appointment.
- (6) The Board shall have the power to co-opt up to 3 members to its number. Such co-opted members shall have no voting rights.
- (7) For the purposes of maintaining fairness and equitability, the Elected Directors of the Association do not necessarily have to be disabled persons.

### 17.2 Portfolios

- (1) The Board shall appoint a Director to carry out the duties of Secretary/Public Officer and Treasurer of the Association and shall administer and manage the Association in accordance with the Act and this Constitution under **clause 18**. The Board will allocate portfolios and/or titles to Directors to suit the internal and external operating environment and according to the skills, expertise, experience and qualifications of Directors at any given time.
- (2) The Elected Directors of the Association are to be known as:
  - (a) The President;
  - (b) The Vice-President;
  - (c) The Secretary; and
  - (d) The Treasurer.

### **17.3 President**

- (1) The President of the Association must, as soon as practicable after being, lodge notice with the Association of his or her address.
- (2) It is the duty of the President to:
  - (a) Convene and chair Board, General and Special Meetings;
  - (b) Have the casting vote on resolutions in the event of a tied vote

### **17.4 Vice President**

- (1) The Vice President of the Association must, as soon as practicable after being appointed, lodge notice with the Association of his or her address.
- (2) It is the duty of the Vice President to:
  - (a) Convene and chair Board, General and Special Meetings in the absence of the President;
  - (b) Have the casting vote on resolutions in the event of a tied vote in the absence of the President.

### **17.5 Secretary:**

- (1) The Secretary of the Association must, as soon as practicable after being appointed, lodge notice with the Association of his or her address.
- (2) The Secretary will keep and maintain the Register of Members and provide it for inspection upon request as per Rule 5.
- (3) It is the duty of the Secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the Board;
  - (b) the names of members of the Board present at a Board meeting or a general meeting; and
  - (c) all proceedings at Board meetings and general meetings, unless a Minutes Secretary has been appointed for that purpose. Such person shall have no voting rights.
- (4) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

### **17.6 Treasurer:**

- (1) The Treasurer of the Association must, as soon as practicable after being appointed, lodge notice with the Association of his or her address.
- (2) It is the duty of the Treasurer to ensure:
  - (a) that all money due to the Association is collected, received and banked, and that all payments authorised by the Association are made; and
  - (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.



## **18.1 ELECTED DIRECTORS**

- (a) Nomination for elected Director Positions shall be called for **twenty one days (21)** prior to the Annual General Meeting. When calling for nominations details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be as determined by the Board from time to time.
- (b) Nominees for elected Director Positions must declare any position they hold in a Branch or Regional Committee including as an officer (howsoever described including as a Delegate) or as a full time employee.
- (c) No more than one nominee per Branch or Regional Committee is permitted to nominate for election or appointment as a Director.

## **18.2 Form of Nomination**

Nominations must be:

- (a) In writing;
- (b) On the prescribed form provided for that purpose;
- (c) Signed by an authorised representative from either one (1) Branch, or one (1) Regional Committee or a Director of the Association;
- (d) Certified by the nominee (who must be an Individual Member) expressing his willingness to accept the position for which he/she is nominated; and
- (e) Delivered to the Association not less than seven (7) days before the date fixed for the Annual General Meeting.

## **18.3 Elections**

- (a) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under clause 18.3(c), the positions will be deemed casual vacancies under clause 20.1
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.
- (d) Voting shall be conducted in such manner and by such method as may be determined by the Board from time to time.

## **18.4 Term of Appointment for Elected Directors**

- (a) Directors elected under this clause shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to earlier retirement or removal of Directors, elected Directors shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following;
- (b) Two (2) elected Directors shall retire in each odd year and two (2) elected Directors shall retire in each even year until, after two (2) years the four (4) original elected

Directors have retired after which those elected Directors (or their replacements) who first retired, shall retire and so on.

- (c) The sequence of retirements under clause 18.4(a) to ensure rotational terms shall be determined by the Board. If the Board cannot agree it will be determined by lot.
- (d) Following the adoption of this Constitution, no person who has served as an elected Director for a period of three (3) consecutive full terms shall be eligible for election as an elected Director until the next Annual General Meeting following the date of conclusion of his last term as an elected Director. The person may be appointed for a further term only in the case where no other nominations are received.

## **19 APPOINTED DIRECTORS**

### **19.1 Appointment of Directors**

The elected Directors may appoint up to three (3) appointed Directors. In addition, the National Sporting Organisation responsible for the administration and conduct of rugby league shall be entitled to nominate a Director.

### **19.2 Qualifications for Appointed Directors**

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be Individual Members but must be natural persons. Appointed Directors cannot also be a Delegate.

### **19.3 Term of Appointment for Appointed Directors**

- (a) Appointed Directors may be appointed by the elected Directors under this Constitution for a term of two (2) years, which shall commence from the first Board meeting after the Annual General Meeting until after the conclusion of the second Annual General Meeting following.
- (b) Appointed Directors may be appointed to ensure rotational terms that coincide with the elected Directors' rotational terms.
- (c) Any adjustment to the term of appointed Directors appointed under this Constitution necessary to ensure rotational terms under this Constitution shall be determined by the Board.
- (d) Following the adoption of this Constitution, no person who has served as an appointed Director for a period of three (3) consecutive full terms shall be eligible for appointment as an appointed Director until the next Annual General Meeting following the date of conclusion of his last term as an appointed Director.

## **20. VACANCIES ON THE BOARD**

### **20.1 Casual Vacancies**

Any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

### **20.2 Grounds for Termination of a Director**

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) Dies;
- (b) Becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) 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;
- (d) Resigns office in writing to the Association'
- (e) Is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
- (f) Holds any office of employment with the Association;
- (g) Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their business;
- (h) In the opinion of the Board (but subject always to this constitution:
  - (i) Has acted in a manner unbecoming or prejudicial to the Objectives and interests of the Association; or
  - (ii) Has brought the Association into disrepute;
- (i) Is removed by Special Resolution; or
- (j) Would otherwise be prohibited from being a director of a corporation under the Corporations Act 2001 (Cth).

### **20.3 Board May Act**

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Director to a number sufficient to constitute such a quorum.

## **21. DIRECTORS INTERESTS**

Director is disqualified by holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be void unless approved by the Board.

### **21.1 Conflict of Interest**

A Director shall declare their interest in any:

- (a) Contractual matter;
- (b) Selection matter;
- (c) Disciplinary matter; or
- (d) Financial matter;

In which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Office Bearer votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for an Office Bearer to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

## **21.2 Disclosure of Interests**

- (a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If an Office Bearer becomes interested in a matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.
- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

## **21.3 General Disclosure**

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **clause 21** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

## **21.4 Recording Disclosures**

Any declaration made, any disclosure or any general notice given by a Director in accordance with **clauses 21.1, 21.2** and/or **21.3** must be recorded in the minutes of the relevant meeting.

## **22. REMOVAL OF A BOARD MEMBER**

- (1) The Association in general meeting may by resolution remove any member of the Board from the office before the expiration of the members' term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) A member of the Board to whom a proposed resolution referred to in Clause (1) relates, may make representations in writing of not more than 500 words to the Secretary or President, and may request that the representations be notified to the members of the Association. If the Secretary or President elects not to so advise members by post, the member is entitled to require that the representations be read at the meeting at which the resolution is considered.

## **23. MEETINGS OF THE BOARD**

### **23.1. Board to Meet**

- (1) The Board shall meet as often as is deemed necessary in every financial year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board within a reasonable time.
- (2) Additional meetings of the Board may be convened by the President or by any 2 members of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the Secretary to each member at least Fourteen (14) days (or such other period as may unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under Clause (3) must specify the nature of the business to be transacted at the meeting, except business, which the Board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Board:
  - (a) the President or, in the President's absence, the Vice-President is to preside as Chairperson; or
  - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside as Chairperson.

## **23.2 Decisions of the Board**

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.

### **23.3 Resolutions not in Meeting**

- (a) A resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all the Directors for shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:
  - (i) All persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (ii) Notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution and such notice specifies that Directors are not required to be present in person;
  - (iii) If a failure in communications prevents clause 23.1 from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until clause 23.1 is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
  - (iv) Any meeting held where one (1) or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

## **24. VOTING AND DECISIONS**

- (1) Questions arising at a meeting of the Board or of any sub-Board appointed by the Board are to be determined by a majority of the votes of members of the Board or Sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any Sub-Committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 17, the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered by the Sub-Committee appointed by the Board is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or Sub-Committee.

## **25. EXECUTIVE OFFICER**

### **25.1 Appointment of Executive Officer**

An Executive Director may be appointed by the Board for such term and on such conditions as the Board thinks fit.

## **25.2 Executive Officer to act as Secretary and Public Officer**

The Executive Director shall act as and carry out the duties of Secretary and Public Officer of the Association and shall administer and manage the Association in accordance with the Act and this Constitution.

## **25.3 Specific Duties**

The Executive Officer shall:

- (a) As far as practicable attend all Board meetings and all General Meetings;
- (b) Prepare the agenda for all Board and General Meetings;
- (c) Record and prepare minutes of the proceedings of all Board meetings and General meetings, and shall use his best endeavours to distribute those minutes to Regions and Clubs promptly from the date of the meeting; and
- (d) Regularly report on the activities of, and issues relating to, the Association.

## **25.4 Board Power to Manage**

Subject to the Act, this Constitution, the Regulations and any policy directive of the Board, the Executive Director has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the Association in General Meeting shall invalidate any prior act of the Executive Director or the Board which would have been valid if that resolution had not been passed.

## **25.6 Executive Officer may employ**

The Executive Officer may in consultation with the Board, as appropriate, employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the Executive Director determines.

## **26. DELEGATIONS**

- (1) The Board may, by instrument in writing, delegate to one or more subcommittees (consisting of such member or members of the Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function, which is a duty, imposed on the Board or the Executive Officer by the Act or by any other law, or by this Constitution by resolution of the Association in General Meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this Rule, may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation;
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation;
- (4) Despite any delegation under this Rule, the Board may continue to exercise any function delegated;
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Board;

- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule: and
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **27. SEAL**

In accordance with the Act, The association will have no seal.

## **28.1 ANNUAL GENERAL MEETING**

- (1) With the exception of the first Annual General Meeting of the Association, the Association must once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- (2) The Association must hold its first Annual General Meeting:
  - (a) within the period of 18 months after its incorporation; and
  - (b) within the period of 6 months after the expiration of the first financial year of the Association.
- (3) The Association may from time to time appoint such person as they see fit as the Patron of the Association at the Annual General Meeting of the ensuing year.

## **28.2. Annual General Meeting - Calling of**

- (1) The Annual General Meeting of the Association is, subject to Rule 23, to be convened on such date and at such place and time as the Board thinks fit.
- (2) Acceptance of nominations for Board positions should be communicated by nominees to the Secretary no later than 7 days prior to an Annual General Meeting. Notices of nomination should be communicated to members no later than 30 days prior to the Annual General Meeting.

## **28.3 Annual General Meeting – Business**

- (1) Members may be elected to the Board as per Rule 17.1 and 18.3.
- (2)
  - (a) An Auditor shall be appointed at the Annual General Meeting. Such Auditor shall examine all accounts, vouchers, receipt books, etc. and furnish a report thereon to the members at the Annual General Meeting. Audits shall be conducted at regular intervals of not more than twelve (12) months.
  - (b) An Auditor shall not be a member or closely related to a member of the Board.
- (3) In addition to any other business which may be transacted at an Annual General Meeting the business of an Annual General Meeting is to include the following:
  - (a) confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meetings held since that meeting;
  - (b) receive from the Board reports on the activities of the Association during the last preceding financial years;
  - (c) elect office-bearers of the Association and ordinary members of the Board;
  - (d) receive and consider the financial statement which is required to be submitted to members;



- (e) no business shall be transacted at any Annual General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for any Annual General Meeting shall be 5% of the total number of Members in the Association Register.
- (6) No business other than that stated on the notice for the Annual General Meeting shall be transacted at that meeting

**29. SPECIAL GENERAL MEETING**

- (1) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Board must, on the requisition in writing of at least 5% of the total number of members, convene a Special General Meeting of the Association.
- (3) A requisitions of members for a Special General Meeting:
  - (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the members making the requisitions; and
  - (c) must be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in Clause (4) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board.
- (6) No business shall be transacted at any Special General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for any Special General Meeting shall be 5% of the total number of Members in the Association Register.

**30. GENERAL MEETING**

- (1) Notice of every General Meeting shall be given to every financial Member entitled to vote by post to the address appearing in the Register kept by the Association. The auditor shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (2) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (3) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
  - (i) The agenda for the meeting; and
  - (ii) Any notice of motion received from members entitled to vote.

- (4) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be 5% of the total number of Members in the Association Register.
- (5) Proxy voting is not permitted.
- (6) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting;
- (7) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary, who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.
- (8) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be each of the Branches and 5% of the total number of Members in the Association Register.

**31. NOTICES OF MOTION**

Members entitled to vote may submit notices of motion for inclusion as special business at a General, Special General or Annual General Meeting. All notices of motion must be submitted in writing to the Secretary/Public Officer not less than twenty one (21) days (excluding receiving date and meeting date) prior to the meeting.

**32. PRESIDING MEMBER**

- (1) The President or, in the President's absence, the Vice-President, is to preside as Chairperson at any General Meeting, Special General Meeting or Annual General Meeting of the Association.
- (2) If both the President and the Vice-President are absent or unwilling to act, the members present must elect one of their members to preside as Chairperson at the meeting.

**33. ADJOURNMENT OF MEETINGS**

- (1) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned at the same time and place or to such other day and at such other time and place as the chairperson may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (2) The chairperson may, with the consent of any 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 but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (3) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (4) Except as provided in Clause 33 (3), notice of an adjournment of a General Meeting, Special General Meeting or Annual General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **34. MAKING OF DECISIONS**

- (1) A question arising at a General Meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minute Book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a General Meeting of the Association, a poll may be demanded by the Chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a General, Special General or Annual General Meeting, the poll must be taken:
  - (a) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **35. SPECIAL RESOLUTION**

A resolution of the Association is a Special Resolution:

- (1) If it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution was given in accordance with these Rules; or
- (2) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in (1) above, if the resolution is passed in a manner specified by the Commissioner.

## **36. VOTING AT GENERAL / SPECIAL GENERAL / ANNUAL GENERAL MEETINGS**

### **36.1 Members Entitled to Vote**

Individual Members shall be entitled to one vote but shall subject to this Constitution have, and be entitled to exercise, those rights set out in **clause 5.2**. The Directors and Office Bearers shall have no right to vote at General/Special General/Annual General Meetings.

### **36.2 Chairperson May Exercise Casting Vote**

Where voting at a General/Special General/Annual General Meeting is equal the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote the motion will be lost.

### **36.3 Postal Voting**

No motion shall be determined by a postal ballot unless determined by the Board. If the Board so determines, the postal ballot shall be conducted under the procedures set by the Board from time to time.

### **36.3 Proxy Voting**

Proxy voting shall **NOT** be permitted at any General/Special General/Annual General Meeting.

## **37. GRIEVANCE PROCEDURE**

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a Member and:
  - (i) Another Member; or
  - (ii) The Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute to for resolution to an independent tribunal established by the Board in accordance with the procedures determined by the Board from time to time.

## **38. RECORDS AND ACCOUNTS**

### **38.1 Records**

The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board or General Meeting.

### **38.2 Records Kept in Accordance with Act**

Proper accounting and other records shall be kept in accordance with the requirements of The Office of Fair Trading. The books of account shall be kept in the care and control of the Secretary/Public Officer.

### **38.3 Association to Retain Records**

The Association shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

### **38.4 Board to Submit Accounts**

The Board shall submit to the Members at the Annual General Meeting the statements of account of the Association in accordance with this Constitution.

### **38.5 Accounts Conclusive**

The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months (3) after such approval or adoption.

### **38.6 Accounts to be sent to Members**

The Director Secretary/Public Officer, in the absence of the appointment of an Executive Officer, shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Boards report and the auditor's report and every other document required under the Act (if any).

### **38.7 Negotiable Instruments**

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Office Bearers or in such other manner as the Board determines.

### **39. AUDITOR**

- (a) A properly qualified auditor shall be appointed by the Association. The auditors duties shall be regulated in accordance with The Office Of Fair Trading, or if no relevant provisions exist, in accordance with the *Corporations Act* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Association in General Meeting.
- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

### **40. INCOME**

- 40.1** Income and property of the Association shall be derived from annual subscriptions of members, donations, sponsorships and, subject to any resolution passed by the Association, such sources as the Board determines from time to time.
- 40.2** All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 40.3** The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 40.4** The income and property of the Association shall be applied solely towards the promotion of the Objects
- 40.5** Except as prescribed in this Constitution:
  - (a) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
  - (b) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- 40.6** Nothing in clauses 40.4 or 40.5 shall prevent payment in good faith of or to any Member for:
  - (a) Any services actually rendered to the Association whether as an employee, Director or otherwise;
  - (b) Goods supplied to the Association in the ordinary and usual course of operation;
  - (c) Interest on money borrowed from any Member;
  - (d) Rent for premises demised or let by any Member to the Association;
  - (e) Any out-of-pocket expenses incurred by the Member on behalf of the Association; provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

### **41. INCOME MANAGEMENT**

- (1) Subject to any resolution passed by the Association in General Meeting the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members or employees authorised to do so by the Board, provided always that at least one signatory is a Board Member.

## **42 REVOCATION CLAUSE**

If the endorsement of the organisation as a deductible gift recipient is revoked, the following shall be transferred to another organisation to which income tax deductible gifts can be made – any surplus:

- (a) Gifts of money or property for the principal purpose of the organisation;
- (b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
- (c) Money received by the organisation because of such gifts and contributions.

## **43. WINDING UP**

- (1) Subject to this Constitution, the Association may be wound up in accordance with the act.
  - (a) A Special Resolution to this effect is carried by a General Meeting, 14 days' notice of the proposed resolution having been given;
  - (b) Financial membership drops to 20 or less members.
  - (c) The liability of the Members of the Association is limited.
  - (d) Every Member undertakes to contribute to the assets of the Association if it is wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).
- (2) If, upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to another organisation or organisations having similar Objects, to which income tax deductible gifts can be made, and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution. Such organisation(s) to be determined by the Members in General Meeting at or before the time of dissolution and in default thereof by such judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

## **44. ALTERATION OF CONSTITUTION**

This Constitution may be altered, rescinded or added to only by a Special Resolution of the Association.

## **45. REGULATIONS**

### **45.1 Board to Formulate Regulations**

A set of Regulations namely: NSW Push and Power Rugby League Regulations Branches and Regions are attached to this constitution and must be adhered to by the abovementioned groups. These Regulations must be complied with when reference is made to them in the Constitution.

The Board shall formulate issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and Push and Power Rugby League in New South Wales as it thinks necessary or desirable. This includes Regulations covering the operation of Branches and Regional Committees. Such Regulations must be consistent with the Constitution and any policy directives of the Board.

#### **45.2 Regulations Binding**

All Regulations are binding on the Association and all Members.

#### **45.3 Regulations Deemed Applicable**

All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations and shall continue to apply.

#### **45.4 Bulletins Binding on Members**

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of Bulletins approved by the Board and prepared and issued by the Director Secretary/Public Officer in the absence of an Executive Officer.

In accordance with accreditation Branches shall take reasonable steps to distribute information in the Bulletins to Regional Committees and Individual Members. The matters in the Bulletins are binding on all Members.

### **46. STATUS AND COMPLIANCE OF BRANCHES AND REGIONAL COMMITTEES**

#### **46.1 Recognition of Branches and Regional Committees**

Branches and Regional Committees recognised by the Association are subject to compliance with this Constitution and the Regulations and shall continue to be so recognised and shall administer Push and Power Rugby League in their respective regions across NSW in accordance with the Objectives.

#### **46.2 Compliance of Branches and Regional Committees**

The Members acknowledge and agree the Association shall:

- (a) Apply its property and capacity solely in pursuit of the Objects and Push and Power Rugby League;
- (b) Do all that is reasonably necessary to enable the Objects to be achieved;
- (c) Act in good faith and loyalty to ensure the maintenance and enhancement of Push and Power Rugby League, its standards, quality and reputation for the benefit of the Members and Push and Power Rugby League;
- (d) At all times act in the interests of the Members and Push and Power Rugby League;
- (e) Not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution; and
- (f) Abide by the Associations constitution and the rules of Push and Power Rugby League.

#### **46.3 Operation of Constitution**

The Branches, Regional Committees and the Members acknowledge and agree:

- (a) That they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Push and Power Rugby League are to be conducted, promoted, encouraged, advanced and administered throughout New South Wales and;

- (b) To ensure the maintenance and enhancement of Push and Power Rugby League, its standards, quality and reputation for the benefit of the Members and Push and Power Rugby League;
- (c) Not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Push and Power Rugby League and its maintenance and enhancement;
- (d) To promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) To act in the interests of Push and Power Rugby League and the Members;
- (f) That should a Member have administrative, operational or financial difficulties the Association may act to assist the Member in whatever manner the Association considers appropriate.

## **47. ASSOCIATION'S CONSTITUTION**

### **47.1 Constitution of the Association**

This Constitution will clearly reflect the objects of Push and Power rugby league and will conform to the rules of the IF, subject always to the Act.

### **47.2 Operation of NSO constitution**

- (a) The Association will take all reasonable steps to ensure this Constitution conforms to the IF constitution subject always to the Act.
- (b) The Association shall provide to IF a copy of this Constitution and all amendments to this document. The Association acknowledges and agrees that the IF has power to veto any provision in its Constitution which, in IFs opinion, is contrary to the objects of the Association.

### **47.3 Register**

The Association shall maintain, in a form acceptable in accordance with the Act, a Register of all individual members of all Branches and Regional Committees and all other members under **clause 7**.

## **48. SERVICE OF NOTICES**

- (a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address, or in the case of a Delegate, to the last notified address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three (3) days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.



**49. COPIES OF THE CONSTITUTION**

The Secretary shall supply a copy of this constitution, without charge, upon reasonable request, to any new member or existing member.

**50. CUSTODY OF BOOKS**

Except as otherwise provided by this constitution, the Public Officer must keep in his or her custody and control all records, books and other documents relating to the Association.

**51. INSPECTION OF BOOKS**

The records, books and other documents of the Association must be open to inspection, free of charge, by any member of the Association at any reasonable hour.

**52. PATRONS AND VICE PATRONS**

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board a chief Patron and such number of Patrons as it considers necessary, subject to approval.

**53. INSURANCE AND INDEMNITY**

- (a) The Association shall take out appropriate insurance on behalf of all financial members and Branches and Regional Committees and every Director and employee of the Association;
- (b) Financial members shall bear the cost of such insurances and the Board shall levy fees to cover the cost;
- (c) Directors, employees of the Association and Members of Committees of Management of Branches and Regional Committees shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- (d) The Association shall indemnify its Directors, employees and Members of Committees of Management of Branches and Regional Committees against all damages and losses (including legal costs) for which any such Director, employee and/or Members of Committees of Management of Branches and Regional Committees may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
  - (i) In the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied, of the Association;
  - (ii) In the case of an employee, performed or made in the course of, and within the scope of their employment by the Association; and
  - (iii) In the case of a member of a Committee of Management of Branch or Regional Committee, performed or made in the course of, and within the scope of their duties as determined by the Association.