

A company Limited by Guarantee

## CONSTITUTION

of

### **PENRITH DISTRICT RUGBY LEAGUE FOOTBALL CLUB LIMITED ACN 003 908 503**

(as amended)

I certify this to be a true copy of the Constitution of Penrith District Rugby League Football Club Limited as at 28.03.17



.....  
BRIAN FLETCHER  
SECRETARY  
PENRITH DISTRICT RUGBY LEAGUE FOOTBALL CLUB LIMITED  
DATE: 28.03.17

## INDEX

Page

Constitution .....	3
Interpretation .....	3
Affiliation .....	4
Objects.....	5
Representative Colours .....	7
Membership .....	7
Cessation Of Membership .....	9
General Meetings .....	9
Proceedings At Annual General Meetings .....	10
Auditor's Right To Be Heard At General Meetings .....	11
Proceedings At General Meeting .....	11
Proxies .....	12
Members' Resolutions .....	12
Board Of Directors.....	14
Election Of Board Of Directors.....	14
Qualifications To Be A Director .....	15
Directors Vacating Office .....	15
Election Of Chairman And Representatives To The League.....	16
Filling Casual Vacancies .....	16
Removal Of Directors From Office.....	16
Powers And Duties Of The Board .....	17
Prohibition On Withdrawing From Nrl Or League .....	17
Proceedings Of The Board .....	17
Directors Contracting With The Company.....	18
Quorum For Board Meetings .....	18
Miscellaneous Positions .....	18
Finances.....	19
Secretary .....	19
Execution Of Documents Etc. By Company.....	19
Accounts .....	19
Auditors.....	20
Disciplinary Provisions.....	20
General.....	22
Notice To Members And Officials .....	22
Indemnity.....	23
Interpretation And Alteration Of Rules.....	23

**CORPORATIONS ACT 2001**  
**COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION  
OF  
PENRITH DISTRICT RUGBY LEAGUE FOOTBALL CLUB LIMITED  
ACN 003 908 503**

**NAME**

1. The name of the Company is PENRITH DISTRICT RUGBY LEAGUE FOOTBALL CLUB LIMITED ACN 003 908 503 (hereinafter called "the Company").

**INTERPRETATION**

2. (a) In these Rules:-

"**Act**" means the Corporations Act or any statutory modification, amendment or re-enactment thereof for the time being in force.

"**AGM**" means Annual General Meeting.

"**Appointed Directors**" means directors appointed by the Board pursuant to the provisions of this Constitution and having regard to the provisions of Section 23A of the Registered Clubs Regulations (NSW) 2009.

"**Board**" means the Board of Directors.

"**Chairman**" means the person elected to that office in accordance with Rule 46(a).

"**Club Agreement**" means the agreement between National Rugby League and the Company.

"**Company**" means Penrith District Rugby League Football Club Limited.

"**Constitution**" means this Constitution.

"**Elected Director**" means a director elected pursuant rule 43A of this Constitution

"**Full Financial Member**" means a Permanent Member, PRLC Life Member or Ordinary Member of PRLC who (where applicable) have paid their membership subscription for the relevant financial year.

"**Football Club**" means the unincorporated Association known as the Penrith District Rugby League Football Club Ltd.

"**game**" means the game of rugby league football played in accordance with the laws laid down by the peak body responsible for rugby league football in Australia as amended to meet local requirements.

"**Home Club**" means the club which the member nominates as their home club in accordance with the Constitution of PRLC.

"**Junior League**" means the Penrith and Districts Junior Rugby League Club Limited.

"**League**" means the New South Wales Rugby League Limited.

**"Life Member"** means a member of PDRLFC upon whom life membership has been bestowed by the PDRLFC Board in accordance with the provisions of the Constitution of PDRLFC.

**"member"** means a member of the Company and includes a Life Member.

**"NRL"** means National Rugby League Limited.

**"Official"** means a director, chief executive officer, employee, coach or training staff, medical staff or consultancy, agent, contractor or consultant or volunteer of the Club.

**"Ordinary Member"** means a member who has applied for and been accepted as an ordinary member of PRLC in accordance with the provisions of the Constitution of PRLC.

**"Penrith Club"** means the premises of the Penrith Rugby League Club Limited situated at Mulgoa Road, Penrith, New South Wales.

**"Penrith Member"** means a Full Financial Member who identifies the Penrith Club as their Home Club in accordance with the provisions of the Constitution of PRLC.

**"Permanent Member"** is a member of PRLC who has purchased permanent Membership in accordance with the provisions of the Constitution of PRLC.

**"Playing Member"** means an Ordinary member who has entered into a contract with the club relating to the NRL competition or is registered with the League as a player.

**"PRLC"** means Penrith Rugby League Club Limited.

**"PRLC Life Member"** means a member of PRLC upon whom life membership has been bestowed by the PRLC Board in accordance with the provisions of the Constitution of PRLC.

**"Rules"** means these rules comprising the Constitution of the Company.

**"Seal"** means the Common Seal of the Company.

**"Secretary"** means the Secretary for the time being of the Company and any reference to the Secretary of the Company shall be read so as to include a reference to a person employed in the capacity of Secretary in accordance with these Rules.

**"State"** means the State of New South Wales.

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

### **AFFILIATION**

3. The Company shall affiliate with the:

- (i) League;
- (ii) Junior League;
- (iii) NRL;
- (iv) PRLC.

4. The Company shall not be voluntarily dissolved or change its name without the consent of the League.

5. The Company is established for the purposes set out in the objects in this Constitution.

### OBJECTS

6. The objects for which the Company is established are:

- a) To take over the funds and other assets and liabilities of the unincorporated association known as the Penrith District Rugby League Football Club.
- b)
  - (i) to enter a team in the NRL competition whilst ever it has the right to do so;
  - (ii) to obtain from time to time the right to participate in the NRL competition on acceptable reasonable terms and conditions;
  - (iii) subject to (i) above, to enter teams in rugby league football competition or competitions in which the League may invite the Company to participate.
- c) Without limitation by any other object to foster, encourage and promote the development, playing and interests of Rugby League Football generally.
- d) Within the area defined from time to time by the League as the Company's district:
  - (i) to foster the development, playing and interests of Rugby League Football;
  - (ii) to aid, support and assist financially Junior League Football; and
  - (iii) to aid support and assist financially the fostering and promotion of rugby league football in schools.
- e) To establish, support, maintain or aid in the establishment, support and maintenance of such other funds, whose purpose or purposes are consistent with or incidental to the principal objects for which the Company has been established as set out in subparagraphs 6(a) 6(b), 6(c) and 6(d) hereof and for charitable purposes.
- f) To establish, support, maintain, train, coach and field in Rugby League Football matches teams of Rugby League Footballers and to promote the status of professional Rugby League Footballers, or to assist other parties to such ends and to assist Rugby League Footballers generally.
- g) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the company may think it desirable to obtain and to carry out exercise and comply with such arrangements, rights, privileges and concessions.
- h) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company.
- i) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit Rugby League footballers or their dependents and to grant pensions and allowances and to make payments towards insurance.
- j) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be thought fit subject always to the requirement that a proportion of such moneys being a proportion determined from time to time by the directors of the Company shall be invested in those investments permitted by law for the investment of trust funds.

- k) To borrow or raise or secure the payment of moneys in such manner and upon such terms as the directors of the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and upon any of the Company's property.
  - l) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
  - m) In furtherance of the objects of the Company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
  - n) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Club from purchasers and others.
  - o) With the consent of the NRL or the League as the case may be, if required, to foster, encourage and promote recreation and social activities of any kind for members of the Company.
  - p) To grant subject to the approval of the NRL (and as is required by the Club Agreement) or the League as the case may be, licences, concessions, franchises or the like conferring limited or unlimited, exclusive or non-exclusive rights to use the Company name, emblem, badge or colours and to use, exercise, develop, grant or otherwise turn to account any rights, property or information in respect of the Company for the purposes of the Company.
  - q) To print and publish any newspapers, periodicals, books or leaflets that the directors of the Company may think desirable for the promotion of the Company's objects.
  - r) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company to the full extent permitted by law.
7. (a) The income and property of the Company, however derived, shall be applied solely towards the promotion of the objects of the Company in paragraph 6 of this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.
- (b) Nothing in this Constitution shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment 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, or reasonable and proper rent for premises demised or let by any member to the Company.
- (c) No director shall be appointed to any salaried office of the Company, or any office of the Company paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Company to any director except as provided in sub paragraph (b) of this Rule 7.
- (d) A director of the Company:
- (i) shall not receive any remuneration whatsoever in respect of his position as a director;

- (ii) shall be entitled to reasonable food and beverage, travel and accommodation expenses in relation to attendance of Board meetings, NRL or Rugby League Football competition games or other attendances relating to the position of director as may be approved by Board resolution.

8. The liability of the members is limited.
9. Every member of the Company undertakes to contribute to the property of the company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company, contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amounts as may be required, not exceeding five dollars (\$5.00).
10. If upon the winding or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and prohibiting 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 Company by virtue of Clause 7 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and in default thereof to the League or by application to the Supreme Court for determination.
11. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in these Rules.

#### **REPRESENTATIVE COLOURS**

12. The Board shall determine from time to time:
  - (i) the design and/or colours of the players' football uniform; and
  - (ii) the representative colours of the Company;which shall be subject to the approval of the NRL or the League as may be required.

#### **MEMBERSHIP**

13. The number of members of the Company shall not be less or more than is permitted under the Act.
14. The members of the Company shall be:
  - a) the subscribers to the Memorandum of Association when the Company became incorporated; and
  - b) such other person or persons as the Board admits to membership in accordance with these Rules.
15. In the event of any question or dispute arising over the identification of a member as a Penrith Member the decision of the Board as to whether or not a member should be identified as a Penrith Member shall be final.
16. The names and addresses and descriptions of the members shall be entered in the Register of Members which shall be kept in accordance with the Act.
17. a) Any person who has attained the age of 18 years shall be entitled to become a member of the Company subject to these Rules. However, any person who is under the age of 18 years and who is a member of the Company as at the adoption of this Constitution shall continue as a member of the Company.

- b) Membership of the Company shall be in three categories:
    - (i) Life members of the Company – being persons elected to Life Membership in accordance with these Rules;
    - (ii) Ordinary members of the Company – being persons who have made application for membership on the form prescribed by the Board and includes Playing Members;
    - (iii) Penrith Members – being Life members and Ordinary members who are defined as Penrith Members under Rule 2 of these Rules.
  - (c) Only Penrith Members shall have the right to vote at AGMs and General Meetings of the Company and to vote in the election of the Board of Directors of the Company.
18. a) On receipt of an application for ordinary membership on the form prescribed by the Board, the Secretary shall refer it to the Board.
- b) The Board may accept or reject any application for membership in its absolute discretion and in the event of rejection of any application shall not be required to advance any reason.
- c) Applications for membership as Playing Members shall be submitted to the NRL or the Secretary of the League for consideration.
19. An applicant for Ordinary membership of the Company shall within 14 days after the date he is notified that his application has been approved by the Company, pay to the Company such entrance fee or annual subscription as is prescribed (if any) by the Board and on payment of such entrance fee and subscription shall be deemed to be a financial member of the Company for the financial year in which that payment is made.
20. Upon being accepted into membership of the Company, members are entitled to all rights of membership under this Constitution and are bound by this Constitution and any by-laws made pursuant to this Constitution.
21. a) The following persons shall be eligible for election to Life Membership of the Company:
  - (i) A playing member who has played 200 first grade games or completed 10 consecutive years or a total of 15 years in two or more periods and has been of good conduct and not responsible for actions or behaviour that was detrimental or against the interests and welfare of the club.
  - (ii) A person who a majority of the Board consider has given exceptional service and has completed ten consecutive years or a total of 15 years in two or more periods, as a member of the Board, the football club or other capacity of the Company.
  - (iii) A person who the majority of the Board consider has rendered exceptional, unusual or distinguished service to the football club, the league or the Company.
- b) Any question as to the eligibility of a Member for election to Life Membership shall be determined by the Board.
- c) No person shall be proposed for Life Membership at any general meeting of the Company unless that person has been recommended for Life Membership pursuant to a resolution by the Board. Where because of equality of votes or for other reason(s) there is a need for a determination to be made, the Chairman shall determine which of those persons shall be recommended for Life Membership.



- d) A person shall become a Life Member upon being elected to that position by way of a resolution passed by the members at an AGM of the Company following a recommendation by the Board in accordance with paragraph (c) of this Rule 21.
  - e) A person who at the date of incorporation of the Company was a Life Member of the Football Club shall automatically become a Life Member of the Company.
- 22.
- a) A member elected as a Life Member shall be presented with a suitable memento in recognition of his service to the Company.
  - b) Every Life Member shall be exempt from the payment of membership subscriptions to the Company and shall retain all the rights and privileges of membership of the Company held before becoming a Life Member.

#### **CESSATION OF MEMBERSHIP**

23. A member shall cease to be a member:
- a) if the Board passes a resolution that he be expelled as a member. PROVIDED THAT at least twenty-one (21) days before the meeting at which such resolution is passed, the member shall have had notice of such meeting, of the intended resolution and of the reasons for its proposal and that he shall at such meeting and before the passing of such resolution have had an opportunity, if he attends such meeting, of giving orally or in writing any statement that he may think fit; or
  - b) if he fails to pay to the Company the subscriptions provided for in these Regulations within one (1) month after the last day on which it was due; or
  - c) he resigns his membership by notice in writing to the Company; or
  - d) if he dies.

#### **GENERAL MEETINGS**

- 24.
- (a) A general meeting called the AGM shall be held once at least in every calendar year in accordance with the Act at such time and place as may be determined by the Board.
  - (b) Any meeting other than an AGM shall be called a general meeting.
- 25.
- a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Company.
  - b) The Board must call and arrange to hold a general meeting of the Company on the request of:
    - (i) members with at least 5% of the votes that may be cast at the general meeting; or
    - (ii) at least 100 members who are entitled to vote at the general meeting.

In this Rule 25 the term "the request" shall mean the request referred to in this paragraph (b).
  - (c) The request must:
    - (i) be in writing; and
    - (ii) state any resolution to be proposed at the meeting; and
    - (iii) be signed by the members making the request; and
    - (iv) be given to the Company.

- (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 21 days after the request is given to the Company. The meeting is to be held not later than 2 months after the request is given to the Company.
  - (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board does not do so within 21 days after the request is given to the Company.
  - (g) The meeting referred to in paragraph (f) of this Rule 25 must be called in the same way - so far as is possible - in which general meetings of the Company may be called. The meeting must be held not later than three months after the request is given to the Company.
  - (h) To call the meeting the members requesting the meeting may ask the Company for a copy of the Register of Members and the Company must give the members the copy of the Register without charge.
  - (i) The Company must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Company may recover the amount of the expenses from the directors of the Company. However, a director is not liable for the amount if he proves that he took all reasonable steps to cause the directors to comply with this Rule 25. 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 Company the Company must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
- 26.
- (a) At least 21 days notice must be given of the AGM and of any general meeting of the members of the Company.
  - (b) A notice of a general meeting of the Company's members must:
    - (i) set out the place, date and time of the meeting; and
    - (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) 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 notice board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

#### **PROCEEDINGS AT ANNUAL GENERAL MEETINGS**

27. The business of the AGM shall be as follows:
- (a) to confirm the minutes of the previous AGM and any general meeting;
  - (b) to receive and consider the statements and reports referred to in Rule 72;
  - (c) in the case of an Biennial General Meeting at which the Board is to be elected to declare the result of the election for directors and if necessary to elect further directors;
  - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
  - (e) to deal with any other business of which due notice has been given to the members.

28. If the Company's Auditor or a representative of the Company's Auditor is at the meeting, the Chairman of the AGM 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.
- 28A. The chairman of the AGM must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Company.

#### **AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS**

29. (a) The Company's Auditor is entitled to attend any general meeting 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 his 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 his representative for the purpose of attending and speaking at any general meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

30. (a) The quorum for the AGM or any general meeting called by the Board shall be 25 members present in person and entitled to vote.
- (b) At any general meeting called on the request of members pursuant to Rule 25 the quorum shall be 150 members entitled to vote and present in person.
- (c) If a quorum is not present within 15 minutes of the time fixed for the AGM or any general meeting convened by the Board the same shall be adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting then the members present and entitled to vote shall constitute a quorum.
- (d) If a quorum be not present within 15 minutes of the time fixed for a general meeting convened on the request of members pursuant to Rule 25 then the meeting shall be dissolved.
31. At every general meeting (including the AGM) the Chairman of the Company shall preside or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the nominee of the Chairman, who shall be a director, shall be the chairman or if there be no such nominee or if that nominee is not present or is unwilling to act, the directors present shall elect one of their number to be the chairman of the meeting.
32. The chairman 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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for one month or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
33. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- a) by the chairman; or

- b) by at least five (5) members present in person.
34. Unless a poll is demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the meeting of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
35. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman 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 a question of adjournment shall be taken forthwith.
36. In the case of equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

### **PROXIES**

37. a) Each financial Penrith Member is entitled to attend and vote at all general meetings (including the AGM of the Company).
- b) Each financial Penrith Member is entitled to one vote on each matter upon which a vote is taken.
- c) Each financial Penrith Member may appoint a person who is a financial Penrith Member as the member's proxy to attend and vote for the member at a general meeting (including the AGM).
- d) A proxy appointed to attend and vote for a financial Penrith Member has the same rights as the member:
- (i) to speak at the meeting;
  - (ii) to vote (but only to the extent allowed by the appointment); and
  - (iii) to join in and demand a poll.
- e) A proxy is not entitled to vote on a show of hands.
38. A member whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by such person as legally has the management of his estate and any such person may vote by attorney.

### **MEMBERS' RESOLUTIONS**

39. (a) The following members may give the Company notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
  - (ii) at least 100 members who are entitled to vote at a general meeting;
- (b) The notice must:
- (i) be in writing; and
  - (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.
- 40.
- (a) If the Company has been given notice of a resolution under Rule 39, the resolution is to be considered at the next general meeting (including an AGM) that occurs more than 2 months after the notice is given.
  - (b) The Company 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 Company is responsible for the cost of giving members notice of the resolution if the Company 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 Company in giving members notice of the resolution if the Company does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the Company may resolve to meet the expenses itself.
  - (e) The Company need not give notice of the resolution:
    - (i) if it is more than 1,000 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 Company a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
- 41.
- (a) Members may request the Company 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 (including an AGM); or
    - (ii) any other matter that may be properly considered at a general meeting (including an AGM);
  - (b) The request must be made by:
    - (i) members with at least 5% of the votes that may be cast on the resolution; or
    - (ii) at least 100 members who are entitled to vote at the meeting.
  - (c) The request must be:
    - (i) in writing; and
    - (ii) signed by the members making the request; and
    - (iii) given to the Company.
  - (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request 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 Company.
  - (f) After receiving the request, the Company 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 notice of a general meeting.
  - (g) The Company is responsible for the cost of making the distribution if the Company 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 Company in making the distribution if the Company does not receive the statement in time to send it out with the notice of meeting. At a general meeting (including an AGM), the Company may resolve to meet the expenses itself.
  - (i) The Company 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 Company a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.
42. A general meeting of the members of the Company must be held for a proper purpose.

#### **BOARD OF DIRECTORS**

- 43 the following provisions apply:
- (a) The Board will consist of 7 directors, 5 of which are to be Elected Directors, and 2 of which are to be Appointed Directors.
  - (b) The Board elected at the 2016 AGM shall hold office until the conclusion of the second AGM after that at which elected ("the Biennial General Meeting") when they will retire from office. A retiring director will be eligible for re-election.

#### **ELECTION OF ELECTED DIRECTORS**

43. A The Elected Directors will be elected in accordance with the following procedure:
- (a) Not less than 8 weeks before each Biennial General Meeting the Secretary shall call for nominations for the Board.
  - (b) Not less than 5 weeks before each Biennial General Meeting the Secretary shall close nominations for the Board.
  - (c) Within 24 hours of closing of nominations the Secretary shall cause a list of nominees to be displayed on the notice board of PRLC at Mulgoa Road, Penrith.
  - (d) A nomination for election to the Board must be in writing and must bear the signature of the candidate as indicating his consent to act as a director if elected.
  - (e) If at the close of nominations the number of candidates duly nominated is the same as the number required to be elected, those candidates will be declared duly elected at the Biennial General Meeting.
  - (f) If at the close of nominations the number of candidates duly nominated is less than the number required to be elected, those candidates nominated will be declared duly elected at the Biennial General Meeting and the chairman of the meeting shall call for additional nominations to fill the remaining vacancies.
  - (g) If at the close of nominations the number of candidates duly nominated exceeds the number required to be elected, the Board will appoint an independent Returning Officer and such Assistant Returning Officers as may be necessary to conduct a ballot.
  - (h) The Returning Officer and Assistant Returning Officers must not be candidates in the election.
  - (i) Only Penrith Members will be entitled to vote in the ballot.
  - (j) The ballot will be conducted at the premises of PRLC at Mulgoa Road, Penrith over a minimum of 4 days and at times that allow the ballot to be closed and counted before

the commencement of the Biennial General Meeting at which the ballot will be declared.

- (k) The ballot will be counted on the first past the post system. The 5 candidates with the highest number of votes in decreasing order will be declared elected.
- (l) In the event of any doubt as to the validity of a ballot paper the Returning Officer's decision will be final.
- (m) In the event of an equality of votes between two or more candidates the Returning Officer will draw the successful candidate by lot in the presence of three members of the Club who will certify in writing as to the outcome of the drawing of lots and the Company will keep that certification as a business record.
- (n) The Board will determine all matters in connection with the conduct of any election not otherwise provided for in these Rules or inconsistent with these Rules.

#### **APPOINTMENT OF APPOINTED DIRECTORS**

- 44 B Following the 2016 AGM, the Elected Directors may appoint up to 2 additional directors with such appointment to be in accordance with the provisions of Section 23A of the Registered Clubs Regulations (NSW) 2009.

#### **QUALIFICATIONS TO BE AN ELECTED DIRECTOR**

44. (a) The only members who are eligible to be nominated for, elected to and hold office as Elected Directors are Penrith Members of at least 3 years continuous full financial membership of the Company and who have attended a pre-nomination information meeting. Current Directors are not required to attend a pre-nomination information meeting. The form of the Pre Nomination Meeting will be determined by the Board.
- (b) A Playing Member of the Company or a member of the company who is a graded referee in the NRL or the Rugby League Football competition or competitions is not eligible to be nominated for, elected to or hold office as a director.
- (c) If a director becomes a Playing Member or a graded referee in the NRL or the Rugby League Football competition or competitions, his position as a director will immediately become vacant.
- 45A. Once a director takes office he shall thereby qualify, subject to election and declaration in accordance with the Constitution of PRLC, as a Director of PRLC and upon becoming a Director of PRLC, such office shall be a qualification to remain a director of the Company.

#### **DIRECTORS VACATING OFFICE**

45. The office of a director shall become vacant if he:
- a) ceases to be a Director of PRLC;
  - b) is prohibited from being a director by virtue of the provisions of the Act;
  - c) becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - d) tenders to the Board his resignation in writing and such resignation is accepted by the Board;
  - e) absents himself from meetings of the Board held during any three consecutive months without grant of leave of absence by the Board;
  - f) holds any office of profit under the Company;

- g) ceases to be a member of the Company;
- h) becomes of unsound mind or a person whose person or estate is dealt with in any way under the law relating to mental health;
- i) ceases to be a director in accordance with this Constitution.

#### **ELECTION OF CHAIRMAN AND REPRESENTATIVES TO THE LEAGUE**

46. Immediately following each AGM the directors shall elect:
- a) from among the directors a Chairman who will be the chairman of the Board and of the Company;
  - b) two representatives who shall be nominated for membership of the league.

#### **FILLING CASUAL VACANCIES**

47. The Board will have power to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed will hold office only until the conclusion of the next Biennial General Meeting at which an election of the Board is to take place pursuant to Rule **Error! Reference source not found.**(b). The continuing directors may act notwithstanding any vacancy in the Board provided that there is a quorum for meetings of the Board.

#### **REMOVAL OF DIRECTORS FROM OFFICE**

48. (a) The Company may by resolution of the members present at a general meeting remove a director from office and may by resolution appoint another eligible person as a director in his place.
- (b) The provisions of Section 203D of the Act shall apply to a resolution to remove a director from office pursuant to paragraph (a) of this Rule 48.



## **POWERS AND DUTIES OF THE BOARD**

49. The business and affairs of the Company shall be managed by the Board and which may from time to time determine the annual subscription payable by members and the manner and time of payment of the same and may exercise all such powers of the Company as are not, by the Act or by these Rules, required to be exercised by the Company in general meeting, provided that no resolution of or Rule made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or Rule had not been passed or made.

## **PROHIBITION ON WITHDRAWING FROM NRL OR LEAGUE**

50. (a) Notwithstanding anything else contained in these Rules the Board shall not:-
- i) withdraw the Company or any team from any competition conducted by the NRL;
  - ii) fail to nominate the Company or a team to participate in any competition conducted by the NRL; or
  - iii) merge with, or enter into a joint venture arrangement or other such arrangement with any other party as regards competing in any competition conducted by the NRL;

unless the members of the company have at a general meeting of the Company passed a resolution by simple majority in favour of any proposal referred to in subparagraphs (i), (ii) and/or (iii) of this Rule 50(a).

- (b) In Rule 50(a) the term "NRL" includes the premier or premiership competition at a state or national level in Rugby League Football from time to time.
51. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge the property of the Company, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company.
52. The Board may make by-laws for the conduct of the Company generally provided however, that such by-laws are not inconsistent with the provisions of this Constitution.
53. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, endorsed or otherwise executed as the case may be, by any two (2) directors and the Secretary or in such other manner as the directors may from time to time determine.
54. The directors shall cause minutes to be made containing:
- a) details of all appointments of officers and servants;
  - b) the names of the directors present at all meetings of the Company and of the Board;
  - c) proceedings at all meetings of the Company and of the Board.

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

## **PROCEEDINGS OF THE BOARD**

55. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit. A director may at any time and the Secretary shall on the requisition of a director summon a meeting of the Board. Unless the Board otherwise determines each meeting of the Board shall be called with at least seven (7) days notice to each director.

56. A meeting of the Board may be called or held using any technology consented to by the directors. The consent may be a standing one. A director may only withdraw his consent within a reasonable period before the meeting.
57. Subject to these Rules questions arising at any meeting of the Board shall be decided by a majority of the votes and a determination by a majority of the directors at a meeting of the Board shall for all purposes be deemed a determination of the Board. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

#### **DIRECTORS CONTRACTING WITH THE COMPANY**

58. (a) A director shall not vote in respect of any contract or proposed contract with the Company in which he is interested or any matter arising from such contract or proposed contract, and if he does so vote his vote shall not be counted.
- (b) A director shall not be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract arrangement entered into by or on behalf of the Company in which any director shall be in any way interested be avoided nor shall any director be liable to account to the Company for any profit arising from or realised by any such contract or arrangement by reason only of such director holding that office provided that the director complies with the provisions of Section 191 and Section 195 of the Act in relation to any contract or arrangement with the Company.

#### **QUORUM FOR BOARD MEETINGS**

59. The quorum necessary for the transaction of the business of the Board shall be four (4) directors until the 2016 AGM, and will thereafter be three (3).
60. Notwithstanding any vacancy in the Board the continuing directors may act provided that a quorum is present at meetings of the Board.
61. If at any meeting the Chairman referred to in Rule 47 is not present within ten (10) minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairman of the meeting.
62. The Board may delegate any of its powers and/or functions to one or more sub-committees. Any sub-committees so formed shall conform to any restrictions or directions that may be imposed by the Board but subject to such restrictions or directions shall have power to co-opt any member or members of the Company to such sub-committee.
63. Any sub-committee referred to in Rule 63 shall elect a chairman of its meetings. If at any meeting the chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of them to be chairman of the meeting.
64. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a sub committee shall be determined by a majority of votes and in the case of an equality of votes the chairman of the sub committee shall have a second or casting vote.
65. An act done by a director is effective even if the director's appointment or the continuance of his appointment is invalid because the Company or the director did not comply with this Constitution or any provision of the Act.
66. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the directors.

#### **MISCELLANEOUS POSITIONS**

67. a) The Board may appoint a person other than a director to any office or in any capacity at such remuneration and upon such conditions as it thinks fit.
- b) Where a person appointed pursuant to paragraph (a) of this Rule 67 is not a member, he shall, upon being appointed, be deemed to be a member for the duration of his appointment, but shall not be obliged to pay subscriptions.

#### **FINANCES**

68. a) The funds of the Company shall be controlled by the Board.
- b) A numbered receipt will be issued for all moneys received which moneys shall be banked promptly.
- c) The funds of the Company are to be banked in an account in the name of the Company with such Bank as the Board may from time to time determine. Such account shall be operated upon only by such persons and in such manner as the Board may from time to time determine.
- d) A sum, the amount of which shall from time to time be determined by the Board, may be retained by the Secretary for the purposes of defraying petty expenses incurred by the Company.
- e) If at any time the Company becomes insolvent the Board shall immediately report this to the League. Such report shall be accompanied by an income and expenditure statement and a balance sheet covering all funds administered by the Company in respect of the period since such statement and balance sheet was last furnished.
- f) The financial year of the Company shall commence on November 1 in each year and end on October 31 in the following year.

#### **SECRETARY**

69. The Secretary shall in accordance with the Act be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit. Any Secretary so appointed may be removed by the Board.

#### **EXECUTION OF DOCUMENTS ETC. BY COMPANY**

70. (a) The Board shall provide for a company seal and safe custody of the seal.
- (b) The Company may execute a document if the Seal is fixed to the document pursuant to a resolution of the Board (which may be passed before or after the fixing of the seal) and the fixing of the seal is witnessed by:
- (i) two directors of the Company;
- (ii) a director of the Company and the Secretary.
- (c) The Company may execute a document without using the seal if the document is signed by:
- (i) two directors of the Company; or
- (ii) a director of the Company and the Secretary.

#### **ACCOUNTS**

71. (a) The Board shall cause to be kept all such accounting and other records as will sufficiently explain the transactions and financial position of the Company and enable true and fair financial reports in accordance with accounting standards for the purpose of Section 314 of the Act to be prepared.

- (b) The records referred to in paragraph (a) of this Rule 71 shall be kept at the registered office of the Company or at such other place as the Board determines and shall at all times be open for inspection by any director of the Company.
72. (a) The Company shall in accordance with the Act make available to all members of the Company entitled to attend the AGM a copy of all reports which pursuant to Section 314 of the Act are to be laid before the AGM and without limitation these shall include:
- (i) a copy of the Financial report of the Company;
  - (ii) a copy of the Directors' report; and
  - (iii) a copy of the Auditors' report on the financial report.
- (b) A member may request the Company:
- (i) not to send to the member the material required by Section 314 of the Act or by this Rule 72; or
  - (ii) to send to the member a full Financial report and the Directors' report and Auditor's report.
- (d) A request referred to in paragraph (b) of this Rule 72 may be a standing request or for a particular financial year. The member is not entitled to a report for a financial year earlier than the one before the financial year in which the request is made.

#### **AUDITORS**

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

#### **DISCIPLINARY PROVISIONS**

74. The jurisdiction of the Company in these Rules, extends to and shall be acknowledged and submitted to by each member and each Official of the Company and the Junior League and each member and each Official of the Junior League.
75. (a) The Board has the power to cite or cause to appear before it any member or Official of the Company, the Junior League or club affiliated with the Junior League against whom a complaint of conduct contrary to the policy or prejudicial to the interest or welfare of any one or more of the Company, the NRL, the League or the game, or unbecoming of a member, or of any infringement of this Constitution or By-laws of the Company, is laid.
- (b) After proper inquiry if the Board disqualifies, suspends for any period, fines or otherwise deals with any such person or body it must report its decision to the NRL or the Secretary of the League within seven (7) days of the date of such decision.
- (c) Each disqualification or suspension imposed pursuant to this Rule or the next rule will operate on a member or Official throughout any competition or competitions under the NRL or the League as the case may be unless an appeal there from has been finally determined and allowed by the NRL or the League as the case may be.
76. (a) The Board has the power to reprimand, disqualify, suspend from any or all privileges of membership for such period as it considers fit, expel or accept the resignation of a member or Official of the Company or the Junior League and to remove the member's name from the Register of Members or as an Official if, in its opinion, that member or Official:
- (i) has refused or neglected to comply with any provision of this Constitution or of the By-laws; or

- (ii) is guilty of any conduct prejudicial to the interests of the Company; or
  - (iii) is guilty of any conduct prejudicial to the interests or of the NRL or the League;
  - (iv) is guilty of any conduct which is unbecoming of a member; or
  - (v) is guilty of any conduct which renders the member unfit for membership.
- (b) The Board must comply with the following procedure when exercising its powers under paragraph (a):
- (i) The member or Official must be given a written notice of charge against the member or Official pursuant to this Rule at least seven (7) days before the meeting of the Board at which such charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member or Official is found guilty.
  - (ii) The member or Official charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing and is entitled to call witnesses in his or her defence.
  - (iii) No resolution by the Board at the meeting is deemed to be passed unless at least a majority of the directors present vote in favour of that resolution.
  - (iv) If the member or Official fails to attend the meeting, the Board may hear the charge and, on the evidence before it, make a decision as to the member's or Official's guilt and, if found guilty a separate decision as to penalty. However, the Board must have regard to any representations made to it in writing by the member or Official charged.
  - (v) After the Board has considered all the evidence in relation to the matter relating to the member or Official it must come to a decision as to the member's or Official's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member or Official has attended the meeting and has been found guilty, inform the member or Official prior to considering any penalty.
  - (vi) If having attended the meeting, the member or Official found guilty must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which the member or Official has been found guilty.
  - (vii) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to give nor assign any reason for its decision.
- (c) In the event that a notice of charge is issued to a member or Official pursuant to paragraph (b)(i), the Board has the power to immediately suspend that member from any or all privileges of membership or Official or otherwise until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member or Official must be notified in writing to that member or Official at the member's or Official's address as is in the Company's records.
- (d) The powers of the Board in relation to disciplinary proceedings may be exercised by:
- (i) a disciplinary committee appointed by resolution of the Board and comprising any three (3) of two (2) directors, the Chief Executive Officer and the General Manager; or
  - (ii) the General Manager when so authorised by resolution of the Board.

Each exercise of delegated power in relation to disciplinary proceedings is to be reported monthly to the Board.

77. (a) If the Board has reasonable grounds to believe the Junior League or a club affiliated with the Junior League has failed to make proper inquiry or take appropriate action after receiving a complaint of the nature referred to in Rule 76 it may direct the Junior League or club affiliated with the Junior League to commence or complete the inquiry, and failing compliance within a reasonable time the Board may take such action as it deems fit.
- (b) Should the Board determine to take action pursuant to the provisions of the preceding paragraph, seven (7) days notice of its intention to do so will be giving to the body or person concerned by pre-paid registered post forwarded to its or his last known address. Such notice will include particulars of the alleged offence and call on the body or person to show cause why it or he should not be dealt with by the Board.
78. (i) Notwithstanding any other Rules excepting Rule 83:

The disciplinary provisions relating to a Playing Member who has entered into a NRL Playing Contract with the club relating to the NRL competition is that which is expressed in the NRL Playing Contract including but not limited to, as amended from time to time, the NRL Rules including:

1. Schedule One – NRL Code of Conduct;
2. Schedule Two – NRL Anti-Doping Rules;
3. Schedule Three – NRL Anti-Vilification Code;
4. Schedule Four – NRL Judiciary Code of Procedure;
5. Schedule Five – NRL Appeals Committee Procedural Rules;
6. Schedule Six – NRL Playing Contract and Remuneration Rules;
7. Schedule Seven – NRL Accredited Player Agents Rules;
8. Schedule Eight – NRL Operations Manual; and
9. Any Guidelines to the NRL Rules.

#### **GENERAL**

79. The duties of office bearers shall be as are determined from time to time by the Board.
80. A Playing Member of the Company shall not without the prior approval of the Board play in any match which has not been authorised by the Company and any Playing Member infringing this provision shall be liable to such penalty as the Board in its discretion shall think fit.

#### **NOTICE TO MEMBERS AND OFFICIALS**

81. A notice (including a notice of a general meeting to a member) may be given by the Club to a member or an Official:
- b. personally; or
  - c. by sending it by post to the address for that member in the Register of members or the alternative address (if any) nominated by the member or to an Official by sending it by post to him at the address in the company's records;

- d. by sending it to the fax number or electronic address (if any) nominated by the member or Official.
82. (a) Where a notice is sent to a member or Official by post, service of the notice shall be deemed to be effected on the member or Official by properly addressing preparing and posting the notice and shall be deemed in the case of a notice convening a meeting to be effected on the member or Official on the third day after the notice is posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) A notice of a meeting sent to a member or Official by fax or other electronic means, is taken to be given to the member or Official on the day after it is sent.

#### **INDEMNITY**

83. Every officer (as defined in the Act) of the Company and every Auditor of the Company may if the Board so determines be indemnified to the full extent permitted by the Act out of the property of the Company against any liability incurred by him in his capacity as officer or auditor in defending any proceedings whether civil or criminal.
84. The Company may pay a premium for a contract insuring a person who is an officer or a former officer of the Company against a liability incurred by that person as an officer of the Company provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

#### **INTERPRETATION AND ALTERATION OF RULES**

85. (i) Where a provision in respect of any matter in these Rules is inconsistent with a provision with respect to that same matter arising from a Club Agreement or any of its provisions or in the Constitution of the League, such provision shall be deemed to be invalid to the extent of the inconsistency and the provisions with respect to that matter arising from the Club Agreement or any of its provisions or in the Constitution of the League shall apply, provided that for the purposes of this Rule, any provisions of these Rules approved by the NRL or the League, as the case may be, shall be deemed not to be inconsistent with a provision arising from the Club Agreement or in the Constitution of the League.
- (ii) No purported amendment of these Rules will have any force or effect until approved by the League.