

CORPORATIONS LAW
A COMPANY LIMITED BY GUARANTEE
CONSTITUTION

of

EMUS RUGBY CLUB LIMITED

PART A - OBJECTIVES

1. The Name of the Company is Emus Rugby Club Limited ("**the Club**").
2. The registered office of the Club will be situated at Orange.
3. The objects for which the Club is established are:
 - (a) To promote the game of Rugby Union Football in the City of Orange, and in particular:
 - (i) to promote, encourage and assist the playing of the game of Rugby Union football in the City of Orange and to foster and encourage social intercourse and good fellowship among players, ex-players and supporters of Rugby Union football;
 - (ii) to establish a club and other premises and conveniences for the accommodation of members of the Club and their guests and to furnish and maintain the same and to afford to its members all the usual privileges, advantages and conveniences of a club including physical and social recreational facilities.
 - (b) To provide such other sports games entertainments and pastimes indoor and outdoor as the Club may deem expedient and wherever deemed appropriate to provide trophies and prizes in connection therewith.
 - (c) To purchase, take on lease or in exchange hire or otherwise acquire any freehold or leasehold land buildings easements or property real or personal and any rights or privileges which the Club may deem requisite for the purpose of or capable of being used in connection with any of the objects of the Club.
 - (d) To construct improve maintain develop work manage carry out alter or control any buildings, premises, business, undertaking, grounds, works or conveniences which may seem calculated directly or indirectly to benefit the Club and to continue to subsidise or otherwise assist and take part in the construction improvement maintenance development working management carrying out alteration or control thereof.

- (e) To establish construct, provide and maintain grounds for Rugby Union football and other purposes of the Club and to establish construct provide furnish and maintain Clubhouses, pavilions and other buildings containing such amenities conveniences and accommodation either residential or otherwise as the Club may deem expedient.
- (f) To take over the funds and other assets and liabilities of the incorporated association known as Orange Emus Rugby Club Incorporated ("the Association").
- (g) To carry on the work and objects of the Association and promote foster and encourage the playing of the game of Rugby Union football in the City of Orange as defined from time to time by the rules of the Australian Rugby Union and/or New South Wales Rugby Union and/or New South Wales Country Rugby Union and/or Central West Rugby Union and for that purpose (inter alia) to field teams in Rugby Union football competitions.
- (h) To promote and hold either alone or jointly with any other association club or persons Rugby Union football and other matches sporting events trials and competitions and to offer give or contribute towards prizes medals and awards and to give or guarantee any prize money and expenses whether for members or other persons and to promote give or support dinners balls concerts and other entertainments PROVIDED THAT no member of the Club or other persons shall receive any prize medal award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said game match sporting event or competition may be awarded to him.
- (i) To raise moneys by entrance fees subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.
- (j) To subscribe to become a member of and co-operate with any other club association or organisation whether incorporated or not whose objects are altogether or in part similar to those of the Club PROVIDED THAT the Club shall not subscribe to or support with its funds any club association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of clause 4 Part A of this Constitution.
- (k) To acquire membership of the Registered Clubs' Association of New South Wales or any other association having similar objects as the Club may determine from time to time and to arrange for the representation of the Club at any corporation body or bodies

formed for the purpose of promoting the interests of the Club and its social sporting and other activities.

- (l) To purchase and/or apply for a licence or permit or other authority under such act or acts as shall for the time being be in force in the State of New South Wales for the purpose of selling and/or distributing intoxicating liquor tobacco cigarettes and other supplies and the operation of automatic machines.
- (m) To purchase prepare make supply sell and deal in all kinds of apparatus sporting equipment and all kinds of goods provisions and refreshments required or used by the members of the Club.
- (n) To make draw accept endorse discount execute and issue Promissory Notes Bills of Exchange Debentures or other transferable or negotiable instruments of any description.
- (o) To borrow or raise and secure the payment of money in such manner as the Club shall think fit to secure the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Club and in particular by the issue of Debentures or Debenture Stock perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase redeem or pay off any such securities.
- (p) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property both present and future and to purchase redeem or pay off any such securities.
- (q) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other securities over the whole or any part of the real or personal property present or future of the Club.
- (r) To invest and deal with the moneys of the Club not immediately required in such manner as may from time to time be determined and realise such investments and dealings.

- (s) To hire employ and dismiss secretaries clerks managers servants and workmen and to pay to them and to other persons in return for services rendered to the Club salaries wages gratuities or pensions.
- (t) To sell improve manage develop exchange lease mortgage dispose of turn to account or otherwise deal with all or any part of the property or rights of the Club provided that no lease shall be granted of the whole or any part of the premises of the Club in respect of which a certificate of registration under the Registered Clubs' Act 1976 is held.
- (u) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (v) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (w) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (x) 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 Club's property of whatsoever kind sold by the Club or any money due to the Club from purchasers and others.
- (y) To take any gift of property for any one or more of the objects of the Club.
- (z) In furtherance of the objects of the Club to amalgamate with any companies, registered clubs, institutions, societies or associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed on the Club under or by virtue of clause 4 Part A of this Constitution.
- (aa) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any one or more of the companies registered clubs' institutions societies or associations with which the Club is authorised to amalgamate.

- (ab) In furtherance of the objects of the Club to transfer all or any part of the property assets liabilities and engagements of the Club to any one or more of the companies registered clubs' institutions societies or associations with which the Club is authorised to amalgamate.
- (ac) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servants of the Club against risk accident or fidelity in the course of their employment by the Club and to effect insurance for the purpose of indemnifying the Club in respect of claims by reason of any such risk accident or fidelity and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances and to make payments to such funds pensions and allowances.
- (ad) From time to time to make donations to such persons or charitable organisations as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (ae) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club in the form of donations, annual subscriptions, sponsorships or otherwise.
- (af) To print and publish any newspapers periodicals books or leaflets that the Club may think desirable for the promotion of its objects.
- (ag) To render financial aid either by gifts or loans to other Rugby Union football clubs or any other Rugby Union body or association affiliated to associated with or recognised by the Australian Rugby Union, New South Wales Rugby Union, New South Wales Country Rugby Union or Central West Rugby Union.
- (ah) To do all of the abovementioned things either alone or in conjunction with any other corporation company firm association club or person and either as principals agents contractor's trustees or otherwise.
- (ai) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them and the exercise of the powers of the Club.

AND it is hereby declared that the word "club" in this Constitution except when used in reference to this Club shall be deemed to include any partnership or any other body of persons whether incorporated or not incorporated and whether domiciled in the State of New South Wales or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except when otherwise expressed in such paragraph be independent objects and be in no way restricted by reference to or inference from the terms of any other paragraph or the name of the Club or by any object being or being deemed to be a dominant object.

4. The income and property of the Club howsoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in Part A of this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club PROVIDED THAT nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Club or any member of the Club or other person in return for any services actually rendered to the Club or reasonable and proper rent for premises demised or let by any member to the Club.
5. The liability of the members is limited.
6. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one year thereafter for payment of the debts and liabilities of the Club contracted before that time at which 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 contributories amongst themselves such amount as may be required not exceeding One hundred dollars (\$100.00).
7. If upon the winding-up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall prohibit 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 Club under or by virtue of clause 4 Part A of this Constitution such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

PART B - RULES

1 PRELIMINARY

1.1 Definitions

In these presents unless there being something in the subject or context inconsistent with the definition:

"**Act**" means the Registered Clubs Act, 1976, as amended.

"**Adoption Date**" mean, the date the Constitution is adopted by the Club.

"**Annual General Meeting**" means the meeting of Members held in accordance with Rules 13.1, 14, 15 and 16.

"**Application for Membership**" means the document annexed to the Constitution and marked "Application for Membership".

"**Association**" means the incorporated body known as Orange Emus Rugby Club Incorporated whose funds and other assets and liabilities the Club is authorised to take over by clause 3(f) of the objectives.

"**Board of Directors**" means the Board of Directors of Emus Rugby Club Limited within the meaning of the Corporations Law and that of "Governing Body" under the Act.

"**By-laws**" mean generally all such matters as are commonly the subject of Club Rules and Regulations and which by the Constitution are not reserved for decision by the Club in general meeting.

"**Club**" means Emus Rugby Club Limited.

"**Club Notice Board**" means a board designated as such within the Club premises.

"**Constitution**" means Part A and Part B of the constitution of the Club.

"**Financial Member**" means a member who has paid his entrance fee for membership to the Club and his annual subscription within 30 days of the due date for payment or within such further time as the Board of Directors shall in respect of any member or members allow and shall have paid all other monies due by him to the Club within fourteen days after formal demand has been made therefore in pursuance of a resolution of the Board of Directors.

"**In writing**" and "**written**" includes printing typing lithography and other modes of representing or reproducing words in visible form.

"**Law**" means the Corporations Law.

"**Member**" means any of those persons as detailed in Rule 3.

"**Membership Year**" means any period of twelve (12) months commencing on the 1st day of January each year and ending on the last day of December in the following year.

"**Month**" means calendar month.

"**Objectives**" means Part A of the Constitution of the Club.

"**Office**" means the registered office for the time being of the Club.

"**Officers**" include the President, Vice Presidents, Treasurer, Secretary and Members of the Board of Directors but does not include the Auditor.

"**Rules**" means each rule identified by paragraph number in Part B of the Constitution which may be identified by reference to the paragraph numbers.

"**Secretary**" includes an honorary secretary or any acting or deputy or assistant secretary or any secretary/manager of the Club.

- 1.2 Words importing the singular number also includes the plural and vice versa and masculine and feminine and vice versa. Words importing persons include corporations.

2 REPLACEABLE RULES

The Replaceable Rules as defined by Section 135 of the Law are displaced and do not form part of the Constitution.

3 MEMBERS

- 3.1 The subscribers to the Constitution shall be members of the Club.
- 3.2 Such other persons subsequently admitted to membership in accordance with the Constitution and By-Laws shall be members of the Club and shall be entered in the register of members according to the class of membership to which they have been duly elected.
- 3.3 Any person who is a financial playing member of the Association at the Adoption Date elected to membership in accordance with Rule 4.2(b).
- 3.4 The number of members with which the Club proposes to be registered is 2,000 and the Board of Directors may from time to time register an increase of members subject to the approval of the Licensing Court.

A person shall not be admitted as a Member of the Club other than as an honorary member, temporary member or provisional member unless he is elected to membership at a duly convened meeting of the Board of Directors of the Club, the names of those members present and voting at that meeting being recorded by the Secretary of the Club.

3.5 The Club shall consist of members of the following classes:

(a) Ordinary members of the following classes:

- (i) House member;
- (ii) Social member;
- (iii) Playing members.

(b) Canobolas life members.

(c) Life members.

(d) Honorary member.

(e) Temporary member.

(f) Provisional member.

3.6 Subject to the Constitution no person shall be admitted to membership of the Club unless and until he shall have signed an application for membership which must include the information detailed in the Application for Membership.

4 ELECTION OF MEMBERS

4.1 Members shall be elected by the Board of Directors at a meeting duly convened and a record shall be kept by the Secretary of the names of the members present and voting at such meetings. The Board of Directors shall have the power to make By-Laws regulating all matters in connection with the election of members not otherwise provided by these Rules.

- 4.2 (a) The nomination form shall set out the full name, residential address, postal address and occupation of the nominee and shall be in a form and containing such particulars as are from time to time prescribed by the Act and as determined by the Board of Directors and shall be signed by the proposer, seconder and nominee. The nomination form shall be lodged with the Secretary of the Club who shall forthwith cause the names and addresses of persons proposed for election as Members of the Club to be displayed in a conspicuous place on the premises of the Club for at least one (1) week before their election.
- (b) Playing members of the Association financial at the Adoption Date may be duly elected to membership provided that the procedure for election to membership of the Club is carried out. Any two members of the Board of Directors may nominate for membership any person who was a financial playing member of the Association at the Adoption Date upon receipt of a written request by that person to be a member of the Club. A person desirous of making such a request must do so within three (3) months of the Adoption Date and must till the time of making his request pay an annual subscription for the Membership Year of the Club. Notwithstanding sub-clause (a) hereof the said request shall be deemed to be a nomination form and shall be the form upon which the members of the Board of Directors are to nominate the person. A list of the names of persons qualifying under this sub-clause for membership of the Club certified by the secretary of the Association shall be accepted by the Club and shall be deemed for all purposes conclusive of these who qualify for membership under this sub-clause.
- 4.3 An interval of not less than two (2) weeks shall elapse between the proposal of a person for election as Member of the Club and his election.
- 4.4 The Board of Director's may on the written application of a Member transfer that Member to any class of membership provided he is at that time eligible for such class. Any Member so transferred shall not be entitled to any refund or reduction of any entrance fee or subscription paid or payable by him for the then financial year.
- 4.5 The nomination for membership shall be lodged with the Secretary before the election of such nominee may be considered by the Board of Directors. Upon such approval being granted the nominee shall become a Member and will be bound by the Constitution and By: Laws of the Club. The Secretary shall forthwith advise such nominee of his election and class of membership for which he has been elected. Upon acceptance for membership the elected Member shall pay to the Secretary the entrance fee (if any) and first subscription.

- 4.6 Any nominee elected during the financial year to any class of membership shall in respect of that financial year pay one-half of the annual subscription if he shall be elected after the expiration of six months from the date of commencement of the financial year.
- 4.7 The entrance fee subscriptions or payments payable by a Member shall be such as the Board of Directors may from time to time prescribe provided that the annual subscription payable by the Member shall be not less than TWO (2) DOLLARS.
- 4.8 Subscriptions shall be paid annually in advance. Annual subscriptions shall be due for payment on dates as determined by the Board of Directors.
- 4.9 If the subscription of any Member shall not be paid within a period of thirty-one (31) days from the date upon which it shall fall due for payment the defaulting Member shall be notified by the Secretary and if the sum due shall still remain unpaid for a further period of thirty-one (31) days after the issue of the default notice such Member shall be debarred from all privileges of membership and his name shall be removed from the register of members of the Board of Directors.

5 MEMBER CLASSIFICATION

5.1 House Member

- (a) Any person who has attained the age of Eighteen (18) years and is elected as a house member.
- (b) A house member shall be entitled to all the privileges of membership.

5.2 Social Member

- (a) Any person who has attained the age of Eighteen (18) years and is elected as a social member; sou
- (b) A social member shall not be entitled to be present or vote at any meeting of the Club and shall take no part in the management or control of the Club but shall be entitled to the use and enjoyment of the general amenities of the Club other than any area of the Club premises as may be determined from time to time by the Board of Directors.

5.3 Playing Members

- (a) Senior playing members shall be such persons who are members of the Club and who register during the Membership Year to represent the Club in Grade Rugby games or other open age Rugby games.

- (b) Colts playing members shall be such persons who are members of the Club and who register during a Membership Year to represent the Club in a Colts Rugby competition.
- (c) Junior Playing Members shall be such persons who are members of the Club and who register during the Membership Year to represent the Club in a Junior Rugby competition.
- (d) Playing Members who have attained the age of Eighteen (18) years shall be entitled to all the privileges of membership.

5.4 Canobolas Life Member, and Life Members

- (a) Canobolas life members shall be those life members who were financial members of the Club on 29th November, 1985;
- (b) Canobolas life members shall be entitled to all the privileges of membership;
- (c) Life members shall be those members of the Club who having rendered long or meritorious service to the Club or for any other commendable reason are elected as Life members:
- (d) Life members shall be entitled to all the privileges of membership;
- (e) Canobolas life members and life members shall not be liable for annual subscriptions

5.5 Honorary Members

The following persons may be admitted as honorary members of the Club: -

- (a) The Patron for the time being of the Club; and
- (b) Any prominent citizen or local dignitary visiting the Club for a special occasion or a special function.

5.6 Temporary Members

The Board of Directors may determine By-Laws with respect to the admission of persons as Temporary Members of the Club within the following parameters: -

- (i) A person who has attained the age of Eighteen (18) years whose ordinary place of residence in New South Wales and is by radius Five (5) kilometres or more from the premises of the Club;

- (ii) A member of any Registered Club who at the invitation of the Board of Directors or a Full Member of the Club attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club from the time on that day when he so attends the premises of the Club until the end of the day;
- (iii) A member of another Registered Club, the aims and objectives of which are similar to the Club; and
- (iv) Overseas or interstate visitors.

Any person who is admitted as a Temporary Member of the Club under paragraphs (i), (iii) and (iv) of this Rule shall complete the Temporary Membership Register on a daily basis when first entering the Club and otherwise in accordance with the requirements of the Act and any person admitted as a temporary member under this Rule shall abide by the Constitution, and the By-Laws of the Club where applicable.

5.7 Provisional Members

A person who has attained the age of Eighteen (18) years on making application to become a full member of the Club, will be granted Provisional Membership, on the full payment of the subscription applicable to the classification of membership applied for. Provisional Membership shall be for a period not exceeding six (6) weeks.

6 ADDRESSES OF MEMBERS

- 6.1 Members shall advise the Secretary of any change of address, such information to include both residential and postal address where applicable. All correspondence sent by post to the registered address shall be taken to have been delivered to the member.

7 RESIGNATION

- 7.1 (a) A Member may at any time by giving notice in writing to the Secretary resign his membership from the Club but shall continue liable for any annual subscription and all arrears thereof due and unpaid at that date of this resignation. One (1) calendar months' notice of resignation must be given previous to the expiration of any financial year otherwise such Member shall be and remain liable for the ensuing year's subscription; and
- (b) Should any Member who has paid an entrance fee on joining the Club resign and subsequently reapply for membership within a period of three (3) years from the date

of his said resignation and be re-elected as a member, he shall not be required to pay a further entrance fee unless at the time of his re-election the entrance fee then applicable shall be greater than the entrance fee paid by him on his previously becoming a member of the Club in which case he shall be required to pay the difference between the entrance fee applicable at his re-election and the entrance fee payable on his previously being elected as a member.

8 CONDUCT OF MEMBERS AND CESSATION OF MEMBERSHIP

8.1 It shall be an offence for any Member to: -

- (a) Introduce ineligible persons into the Club;
- (b) Be under the influence of liquor or introduce liquor on the premises without permission;
- (c) Use objectionable or obscene language;
- (d) Damage Club property;
- (e) Remove Club property without proper authority;
- (f) Enter or remain on Club premises at unauthorised times;
- (g) Disregard the instructions of any member of the Board of Directors;
- (h) Infringe the Rules or the By-Laws of the Club;
- (i) Cause offence to any member of the Club by conduct which is prejudicial to the good order of the Club or to the comfort and welfare of any such member or members;
- (j) Introduce gambling in the Club, or to gamble;
- (k) Take liquor from the premises without the proper authority; and
- (l) Cause damage to amusement machines by abnormal play or abuse or to operate such machines illegally or fraudulently.

8.2 Any person on Club premises, being a member or otherwise, infringing any provisions of Rule 8.1 or is involved in conduct prejudicial to the interests of the Club shall, on the direction of a member of the Board of Directors or any person authorised by the Board of Directors to give such direction, leave the Club premises and be suspended from further entering the Club premises until the infringement has been considered by the Board of Directors. An offending

member shall hand his Membership Card on request to the officer or authorised person suspending him at the time of the offence or as soon as practicable after the offence.

- 8.3 (a) The infringement by any member suspended in accordance with Rule 8.2 will be considered at the next duly convened meeting of the Board of Directors and any action decided upon the Board of Directors will be conveyed in writing to the offending member;
- (b) Should any member be required to attend any hearing concerning his infringement and he does not avail himself of the opportunity or does not offer reasonable excuse either verbally or in writing for his non-attendance his case will be dealt with in his absence; and
- (c) The Board of Directors shall have the power to suspend an offending Member for so long and on such terms as it thinks fit.
- 8.4 If any Member shall wilfully refuse or neglect to comply with the provisions of these Rules or By-Laws or if any Member shall in the opinion of the Board of Directors be guilty of any conduct deemed by the Board of Directors to be unbecoming of a Member or prejudicial to the interest of the Clubs, such Member may be expelled by resolution of the Board of Directors PROVIDED: -
- (a) That at least one (1) week before the meeting at which such resolution is moved the Member concerned shall have been notified either verbally or in writing of the intended resolution and that he shall at such meeting, and before such resolution has been moved have had an opportunity of giving orally or in writing any explanation or defence he may think fit;
- (b) That the said meeting shall be specially convened for the purpose of considering a resolution under this rule and that fourteen (14) days written notice thereof shall be given to Members of the Board of Directors;
- (c) That any resolution under this rule shall require for its passage the affirmative votes of not less than two-thirds of the Members of the Board of Directors present; and
- (d) The Board of Directors shall have power to deal with re-application for membership by expelled Members.
- 8.5 Re-application for membership by expelled Members shall not be considered by the Board of Directors within a period which shall be fixed by the Board of Directors at the meeting at which

the decision to expel the Member is made and such Member shall be notified for the terms of his expulsion.

- 8.6 Should a Member incur any debt to the Club (which debt is not covered by the provisions of these rules), and fails to discharge such debt upon request in writing by the Secretary, he may by resolution of a meeting of the Board of Directors be suspended or expelled from membership, provided that before so resolving the Board of Directors shall give the Member concerned due notice of its intention to take such course.
- 8.7 Every person ceasing to be a Member of the Club, whether by retirement, expulsion, death, neglecting to pay the entrance fee or the subscription, or otherwise, shall forfeit ipso facto all rights to or claim upon the Club.
- 8.8 (a) A guest accompanied by a Member may on his name being duly entered in the Guest's Register have the use of the Club amenities as determined by the By- Laws. No member shall introduce a guest or guests more frequently than may for the time being be provided by the By-Laws;
- (b) (i) The name and address of a guest, introduced and countersigned by the Member shall be entered in a register kept for the purpose by the Club; and
- (ii) The guest shall at all times while on the Club premises remain in the reasonable company of the Member; and
- (iii) The guest shall not remain on the Club premises any longer than the Member.
- (c) No guest shall be supplied with refreshments or intoxicating liquor on the Club premises unless on the invitation and in the company of a Member.

9 Board of Directors

- 9.1 Subject to the Rules the business and general affairs of the Club shall be under the management of the Board of Directors which shall consist of a President, two Vice Presidents, Treasurer, and up to five other members. The Board of Directors shall be elected by the general body of Members at each Annual General Meeting and retiring members of the Board of Directors shall be eligible for re-election. Social members shall not be entitled to be elected to the Board of Directors.
- 9.2 (a) The Board of Directors shall meet at least once every month for the transaction of business and minutes of all resolutions or proceedings of the Board of Directors shall

be entered in a book provided for the purpose. Four members of the Board of Directors shall constitute a Quorum.

- (b) If in the opinion of the President and Vice Presidents or the majority of them in the event of dispute, the Board of Directors has ceased to function in accordance with the requirements of the Constitution, they shall call an Extraordinary General Meeting of Members for the purpose of electing a new Board of Directors in its place and the new Board of Directors so elected shall carry on as such until the next Annual General Meeting of the Club.
- (c) The President shall, if present, preside as Chairman at all meetings of the Board of Directors in his absence the meeting shall elect a Vice President to be Chairman of the meeting. Should none of the abovenamed officers be present, the meeting shall elect a member of the Board of Directors to be Chairman of the meeting. Any person acting as Chairman of a meeting of the Board of Directors shall have the same voting powers as are provided in these rules. The Chairman shall in any case where the voting is equal have a casting vote as well as a deliberative vote.

9.3 The President may at any time and the Secretary upon the request of not less than three Members of the Board of Directors shall convene a special meeting of the Board of Directors.

9.4 The office of President, Vice President, Treasurer or a Member of the Board of Directors shall ipso facto be vacated:

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors or be convicted of a felony or misdemeanour on indictment.
- (b) If he be an insane patient or insane person or incapable person within the meaning of the Mental Health Act 1990.
- (c) If he is absent from meetings of the Board of Directors for a continuous period of three (3) calendar months without leave of absence from the Board of Directors and the Board of Directors resolves that his office be vacated.
- (d) If by notice in writing to the Club he resigns his office.
- (e) If he becomes prohibited from being: Member of the Board of Directors by reason of any order made under the Law or the Act.

9.5 No officer shall be disqualified by reason of his office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements

entered by or on behalf of the Club in which any officer shall be in any way interested be voided nor shall any officer so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such officer holding that office or of the fiduciary relationship thereby established but in accordance with the provisions of the Law and the Act it shall be the duty of the officer to declare the nature of his interest at a meeting of the Board of Directors of the Club and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting. In the case of a proposed contract such declaration shall be made at the meeting of the Board of Directors at which the question of entering into the contract is first taken into consideration or if the officer was not at the date of that meeting interested in the proposed contract at the next meeting of the Board of Directors held after he becomes interested. A general notice given to the Board of Directors by an officer to the effect that he is a Director or Member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to a contract so made. An officer so interested shall be counted in a Quorum but shall not vote on any such contract or arrangements. An officer shall not be deemed to be interested or to have been at any time interested in any contract or proposed contract relating to any loan to the Club merely by reason of the fact that he has guaranteed or joined in guaranteeing repayment of such loan or any part of such loan.

10 ELECTION OF BOARD OF DIRECTORS

- 10.1 (a) Any two Members entitled to vote may nominate any other Member eligible for election to be elected to any office of the Club. A Member may be nominated for election to any of the offices referred to in Rule 9.1 but shall be elected to one office only. If elected to the senior of the two offices for which he is nominated a Member shall be automatically excluded from election to any other office. The seniority of offices shall be determined in the following order: President, Senior Vice President, Junior Vice President, Treasurer and Directors and the seniority of the Vice Presidents shall be determined by the number of votes.
- (b) Every nomination shall be in writing signed by the nominators bearing the consent of the nominee and shall be delivered personally or by post to the Secretary at least seven (7) clear days before the Annual General Meeting. The date and time of the closing of such nominations shall be determined by the Board of Directors.
- (c) Immediately nominations are received the Secretary shall exhibit in a conspicuous position in the Club premises the names of the nominees and their nominators for each office.

- (d) If there are fewer candidates than required, the members present at the Annual General Meeting and entitled to vote may fill up the remaining vacancy or vacancies, in accordance with Rule 9.1. If there are more nominations received at the Annual General Meeting for such vacancies a ballot shall be conducted in the manner prescribed in clause (e) of this Rule or in such manner as the meeting shall determine by resolution.
- (e) If there are more candidates nominated by the close of nominations than the vacancy or vacancies, a ballot paper duly initialled by the President, a Vice- President, or by the Secretary shall be handed to each eligible Member present at the Annual General Meeting and entitled to vote and any such Member desirous of voting shall indicate in the manner directed on such ballot paper the name of the person or persons for whom he desires to vote, being no more or no less than the number required to fill the vacancy or vacancies and shall thereupon hand such ballot paper to a scrutineer appointed to act as hereinafter provided.
- (f) If two or more candidates obtain an equal number of votes the Chairman shall elect by lot from such candidates the candidate or candidates who is or are to be elected
- (g) Any casual vacancy occurring in any office of the Club other than President, may be filled by the Board of Directors. The Club in Extraordinary General Meeting may fill any casual vacancy in the office of President.
- (h) The ballot shall be conducted by the Secretary or other authorised person assisted by two or more scrutineers to be appointed at the Meeting.
- (i) Any ballot paper upon which the votes are not recorded for the exact number of candidates to be elected shall be rejected as informal.
- (j) The ballot shall be taken on the date fixed for the Annual General Meeting of the Club at the place appointed for the holding of such meeting.
- (k) The ballot shall commence and close at the time fixed by the chairman of the Annual General Meeting.
- (l) At the closing of the poll the Secretary or other authorised person and the scrutineers shall proceed with the examination of voting papers and shall report the result to the Chairman of the Meeting, who shall then declare such candidate or candidates who received the greatest number of votes to be duly elected.
- (m) In the case of doubt as to the formality of the voting paper the matter shall be referred to the Chairman whose decision shall be final.

11 POWERS OF THE BOARD OF DIRECTORS

11.1 The business and general affairs of the Club shall be under the management of the Board of Directors which shall have full control of the property of the Club and absolute authority regarding its disposition and in the conduct and administration of all the affairs and business of the Club. In particular, but without derogating from the general powers herein fore conferred, the Board of Directors shall have the power from time to time:

- (a) To appoint from among its members or Members of the club sub-committees for any purpose whatsoever, which from time to time it may think desirable, and to delegate to any such sub-committee such powers as it may think fit, and any such appointments or delegation from time to time to revoke or alter.
- (b) To make By-Laws as in the opinion of the Board of Directors are necessary for the proper control, administration and management of the Club's affairs, interests, effects and property, and for the convenience, comfort and well- being of the Members, and to amend or rescind from time to time any such By-Laws.
- (c) To enforce the observance of the Constitution and all By-Laws or Regulations by suspension from enjoyment of Club privileges or any of them, or otherwise as the Board of Directors thinks fit.
- (d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (e) To engage content and dismiss the Club's servants, employees or paid officials.
- (f) To appoint, discharge and arrange the duties of the Secretary who shall, subject to the provisions of the Act, be paid such remuneration as the Board of Directors shall determine provided that no payment of any Secretary or other employee shall be made by way of commission or allowance from or upon the receipts of the Club for liquor sold.
- (g) To purchase or otherwise acquire for the Club any property, rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (h) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgage or charge over all or any of the property of the Club as may be thought it.

- (i) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers, or otherwise concerning the affairs of the Club, and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club, and resolve that any such proceedings may be prosecuted or defended in the name of the Secretary.
- (j) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, Bills of Exchange, Promissory Notes and other documents or instruments.
- (k) To invest and deal with any of the money of the Club not immediately required for the purpose of the Club, upon such securities and in such manner as the Board of Directors may think fit and from time to time to vary or realise such investments.
- (l) From time to time to borrow, raise or secure the payment of any sum or sums of money for the purposes of the Club, and to borrow, raise or secure the payment of such sums in such manner and upon such terms and conditions in all respects as it shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and whether charged upon all or any of the Club's property, both present and future or not so charged, or by any mortgage charge or other security upon or over all or any part of the Club's property, both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board of Directors may think proper to confer on the holders.
- (m) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and let property of the Club (not being premises covered by the Certificate of Registration) and lease, demise exchange or sell all or any of the lands and buildings or other property or rights of the Club.
- (n) To fix the maximum number of each class of membership as defined in Rule 5 who may be admitted to membership of the Club.

12 Any By-Laws made under these Rules shall come into force and have the full authority of a By-Law of the Club on being posted upon the Club Notice Board.

13 GENERAL MEETINGS

13.1 The Annual General Meeting of the Club shall be held within 4 calendar months of the end of the financial year of the Club, as defined in Clause 18.4 of the Constitution. All General

Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

- 13.2 The Board of Directors may, whenever it thinks fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened on requisition signed by fifteen (15) members of the Club entitled to be present and vote at such meeting.

14 NOTICE OF ANNUAL OR EXTRAORDINARY GENERAL MEETINGS

- 14.1 (a) Every notice convening an Annual or Extraordinary General Meeting shall specify the place, the day and the hour of the meeting, and such information concerning the business to be transacted as is required to be given by these Rules.
- (b) Every notice convening an Annual or Extraordinary General Meeting shall be sent by post or email to those members who are entitled to attend and vote at Annual or Extraordinary General Meetings under the provisions of these Rules.
- (c) The period of notice in respect of Annual or Extraordinary General Meetings shall be twenty-one (21) clear days (exclusive of the day of service of the notice, and exclusive of the day of meeting).
- (d) The accidental omission to give notice of a Meeting to or the non-receipt of a notice of a Meeting by any Member shall not invalidate the proceedings at any Meeting.

15 QUORUM FOR ANNUAL OR EXTRAORDINARY GENERAL MEETINGS

- 15.1 At an Annual or Extraordinary General Meeting called by the Board of Directors fifteen (15) Members entitled to vote and present in person shall form a quorum and at any Extraordinary General Meeting called on or by requisition of members thirty (30) Members entitled to vote and present in person shall form a quorum. If a quorum be not present within fifteen (15) minutes of the time fixed for an Extraordinary General Meeting, the Meeting, if convened on or by the requisition of Members shall be dissolved. If convened by the Board of Directors it shall stand 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 fifteen (15) minutes from the time appointed for the meeting, the Members present shall form a quorum.

16 PROCEEDINGS AT ANNUAL OR EXTRAORDINARY GENERAL MEETINGS

- 16.1 The business of an Annual General Meeting shall be to receive and consider the Income and Expenditure Account, the Balance Sheet, and the report of the Board of Directors and of the Auditors, to elect the Board of Directors and an Auditor or Auditors, and to transact any other

business which under these Rules ought to be transacted at any Annual General Meeting. All other business transacted at the Annual General Meeting, and all other business transacted at an Extraordinary General Meeting shall be deemed special.

- 16.2 Every question submitted to an Annual or Extraordinary General Meeting of the Club, or to any Meeting of the Board of Directors or any Sub-Committee, shall be decided in the first instance by a show of hands, and in the case of equality of votes, the Chairman shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he may be entitled as a member.
- 16.3 At any Annual or Extraordinary General Meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 16.4 The Chairman of an Annual or Extraordinary General Meeting may, with the consent of the meeting, adjourn the same 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.
- 16.5 Any Annual or Extraordinary Meeting at which a quorum is present may be adjourned by resolution as the meeting may determine, and no notice of such adjournment need be given.
- 16.6 Every Member eligible to vote shall, both on a show of hands and on the taking of a poll, have one vote.
- (a) An employee of the Club shall not vote at any meeting of the Club or of the Board of Directors of the Club, or hold office as a member of the Board of Directors of the Club.
- (b) A person shall not:
- (i) attend or vote at any meeting of the Club or Board of Directors or any Committee of the Club,
- or
- (ii) vote at any election of, or of a member of, the Board of Directors of the Club, as the proxy of another person.

- 16.7. No Member other than a Canobolas life member or life member shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless he shall have paid all instalments of entrance fee and annual subscription and all other moneys due to the Club at the time of such meeting.
- 16.8 The President shall be entitled to take the chair at every Annual or Extraordinary General Meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling to act then a Vice-President shall act as Chairman. If no Vice-President is present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act then a member of the Board of Directions or Member as the meeting shall determine shall act as Chairman.
- 16.9 Minutes of all resolutions and proceedings at Annual or Extraordinary General Meetings shall be made in a book provided for that purpose and any such minute shall be signed by the Chairman of the Meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be signed shall be receivable as evidence of the facts therein stated without further proof.

17 PATRON

- 17.1 A Patron may be elected at the Annual General Meeting.

18 ACCOUNTS AND AUDIT

- 18.1 The Board of Directors shall cause proper accounts and records to be kept with respect to all monetary and all other transactions of the Club pursuant to the Act and the Law.
- 18.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board of Directors thinks fit and shall at any time be available for inspection by members of the Board of Directors.
- 18.3 The Board of Directors shall comply with the provisions of the Act and the Law and once in every calendar year lay before the Club in General Meeting a Balance Sheet as at the end of the club's financial year and an Income and Expenditure Account made up to the end of the financial year. Such Balance Sheet and Income and Expenditure Account shall be accompanied by all documents required by law to be annexed. The report of the Board of Directors in addition to the statutory requirements shall include the names of the Members of the Board of Directors. A copy of the Balance Sheet and Income and Expenditure Account accompanied by all documents required to be annexed thereto shall be posted to every member at least twenty-one

(21) clear days before the date of the Annual General Meeting at which the said Balance Sheet and Income and Expenditure Account are to be presented.

18.4 The financial year of the Club shall commence on 1 October and end on 30 September.

18.5 The Auditors shall be appointed and their duties regulated in accordance with the Act and the Law and their remuneration shall be fixed by the Board of Directors.

18.6 (a) The Secretary and/or Manager shall be appointed by the Board of Directors in accordance with the terms of Rule 11.

(b) He shall carry out all duties and instructions which the President or Board of Directors shall direct.

(c) He shall convene and attend meetings of the Board of Directors as directed and if requested attend meetings of Sub-Committees taking minutes of business transacted thereat and shall enter them in the Minute Book.

(d) He shall conduct keep and produce the correspondence in connection with the Club.

(e) He shall keep at the Club premises a register containing the names and addresses and occupation of all Members and the class of membership to which each Member belongs and a record showing the dates of payment by them of subscriptions entrance fees and all other moneys due by them.

(f) He shall post on the Club Notice Board all notices required to be so posted either by these rules or as directed by the President or Board of Directors.

(g) He shall prepare and submit to the Board of Directors for approval the Annual Report of the Club's affairs for presentation to the Annual General Meeting.

(h) He shall apply for and hold the Certificate of Registration issued under the Act in respect of the Club on behalf of the Club and he shall at all times strictly comply with the terms of the Act and do all things and sign all documents for retention, renewal and transfer of the Certificate of Registration as the Board of Directors may direct.

(i) He shall generally perform and carry out all the duties pertaining to the office of Secretary and/or Manager for the benefit of the Club and the well-being of its Members.

19 SEAL

19.1 The Board of Directors must provide for the safe custody of the Seal and the Seal may never be used except by the authority of the Board of Directors previously given and in the presence

of two members of the Board of Directors at least one of whom must sign every instrument to which such Seal is affixed and every such instrument to which Seal is affixed must be countersigned by the Secretary or some other person appointed by the Board of Directors.

20 NOTICES

- 20.1 A notice may be served by the Club upon any Member either personally, or by email to the email address provided by the Member to the Club, or by sending it by post at the Member's place of address as shown in the register of Members, or by hand-delivering it to the place of address as shown in the register of Members.
- 20.2 Any Member whose registered place of address is not in Australia may from time to time notify in writing to the Club an address in Australia which shall be deemed his registered place of address within the meaning of Rule 20.1.
- 20.3 In relation to any Member who has no registered place of address in Australia a notice posted in the Clits premises shall be deemed to be served on such Member at the expiration of twenty-four (24) hours after it is so posted.
- 20.4 Any notice sent by post shall be deemed to have been served on the day following that on which the letter envelope or wrapper containing same is posted and in proving such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed and posted. A certificate in writing signed by the Secretary or other officer of the Club that the letter envelope or wrapper containing the notice was so addressed and posted shall be prima facie evidence thereof.
- 20.5 The signature to any notice to be given by the Club may be written or printed.
- 20.6 Where a given number of days' notice or notice extending over any period is required to be given the day of service shall unless it is otherwise provided be counted in such number of days or other period.

21 INDEMNITY

- 21.1 Every member of the Board of Directors, Secretary or other officer of the Club, or any person (whether an officer of the Club or not) employed by the Club or as Auditor shall be indemnified out of the funds of the Club against liability incurred by him as such member of the Board of Directors, Secretary, officer or Auditor in defending any proceeding whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted, or in connection with any application in which relief is granted him by the Club.

22 SPORTING & SOCIAL CLUBS

- 22.1 The Board of Directors shall be empowered to approve the setting up of any Sporting or Social club within the Club and upon such terms and conditions as the Board of Directors may determine. The Board of Directors shall also have the power to disband any such Sporting or Social club if it deems it is no longer acting in the interests of the Club or the Members. All such Sporting or Social clubs approved by the Board of Directors will present for approval of the Board of Directors a Constitution covering the membership and operations of the particular club.
- 22.2 Each club will be required to appoint office bearers and committee to administer the functions of the particular club.
- 22.3 Proper books of account shall be maintained. Each month the club will present to the Board of Directors Profit and Loss, Income and Expenditure statistics and quarterly and annually audited Balance sheets and Profit and Loss accounts. All such clubs will operate within the constitution of the particular club and the Constitution. The membership of the club will be restricted to Members, PROVIDED THAT permission may be sought to include persons up to the age of eighteen (18) years, on conditions laid down by the Board of Directors. Sporting and Social clubs will be permitted to raise funds for their operations from within their own membership and other sources but will not raise funds from the general body of Members without the express permission of, and under conditions laid down by the Board of Directors.

Funding for Sporting and Social clubs will be available from the Club subject to approval of the Board of Directors and in accordance with conditions laid down by the Board of Directors.

- 22.4 Members of the Club will be eligible to hold any office on the committee of any such Sporting and Social club.

23 CLUB COLOURS AND EMBLEM

- 23.1 (a) The Club colours shall be green and white.
- (b) The Club emblem shall be an Emu.
- (c) All guernseys, shoes, blazers, badges and promotional items shall contain the Club colours.
- (d) The pattern of the Club colours shall be in the discretion of the Board of Directors.

24 LIQUOR AND GAMBLING

- 24.1 (a) No liquor shall be sold or supplied to any person under EIGHTEEN (18) years of age.
- (b) No illegal gambling shall be allowed in the Club and the Board of Directors has the right to limit stakes in games of skill.
- (c) No person under the age of eighteen (18) years shall enter any part of the Club premises where poker machines are installed, or where a bar is located except where such location has been authorised upon application made pursuant to the Act.
- 24.2 The Constitution may be altered or amended at an Annual Meeting or Extraordinary General Meeting of which due notice has been given to members of the Club. The majority required for passing a resolution relating to the change or amendment of the Constitution shall be seventy-five (75%) per cent of Members entitled to be present and voting at the said meeting.
- 24.3 The Constitution must be read and constructed subject to the provisions of the Act and the Law. To the extent that any of the provisions in the Constitution are inconsistent therewith they shall be inoperative and have no effect.

As amended at Annual General Meeting 22 March 2020.

EMUS RUGBY CLUB LIMITED
APPLICATION FOR MEMBERSHIP

I desire to become a member of Emus Rugby Club Limited and in the event of my being elected I hereby authorise the entry of my name in the Register of Members and agree to be bound by the Constitution of the Company.

DATED the _____ day of _____ 19.

NAME: _____

RESIDENTIAL ADDRESS: _____

POSTAL ADDRESS: _____

OCCUPATION: _____

SIGNATURE: _____

PROPOSED BY: _____

SIGNATURE: _____

SECONDED BY: _____

SIGNATURE: _____