

**CONSTITUTION OF THE RUGBY CLUB
FOUNDATION LIMITED
ACN 000 050 279**

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Corporations Law

MEMORANDUM OF ASSOCIATION

of

**THE RUGBY CLUB FOUNDATION LIMITED
ACN 000 050 279**

A Company Limited by Guarantee
and not having a Share Capital

1. Name

1.1 The name of the company is The Rugby Club Foundation Limited.

2. Registered Office

2.1 The registered office of the company will be situated in Sydney.

3. Objects

3.1 The objects of the company are:

- (a) to encourage the sport of Rugby in the State of New South Wales and elsewhere and especially at grade, suburban, country, women's, junior and school levels; and
- (b) to do such other things as are incidental or conducive to the attainment of the object in clause 3.1(a) including holding a club licence under the Liquor Act 2007 and conducting a registered club under the Registered Clubs Act 1976 but which at all times will be subordinate to the primary object in clause 3.1(a).

4. Legal capacity and powers

4.1 The company has the legal capacity and powers of an individual and also has all the powers of a body corporate under the Act.

5. Application of Income for Objects Only

5.1 Application of Income and Property

The income and property of the company, however derived:

- (a) must be applied solely towards the promotion of the objects as provided in this Memorandum;
- (b) may not be paid or transferred to the members in whole or in part either directly or indirectly by way of dividend, bonus or otherwise.

5.2 Payment in Good Faith

Clause 5.1 does not prevent payment in good faith to a member or to a firm of which a member is a partner or to a company in which the member is a shareholder or a director:

- (a) of reasonable remuneration for services to the company;

- (b) for goods supplied in the ordinary course of business;
- (c) of fair and reasonable interest on money borrowed from a member at a rate not exceeding that fixed for the purposes of this clause 5.2(c) by the company in a general meeting;
- (d) of reasonable rent for premises let to the company; or
- (e) in furtherance of the objects.

6. **Winding Up**

6.1 **Guarantee by Members**

- (a) Each member undertakes to contribute to the company's property if the company is wound up while they are a member or within one (1) year after they cease to be a member;
- (b) This contribution is for:
 - (i) payment of the company's debts and liabilities contracted before they ceased to be a member;
 - (ii) the cost of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves.
- (c) The amount of the contribution is not to exceed four dollars (\$4.00).

6.2 **Distribution on Winding Up**

- (a) If any property remains on the winding up or dissolution of the company and after satisfaction of, or provision for, all its debts and liabilities then that property may not be paid to or distributed among the members but must be given or transferred to one or more funds or institutions:
 - (i) that have purposes similar to or are inclusive of, the objects; and
 - (ii) whose governing documents prohibit the distribution of its income and property among its members to an extent as least as great as imposed on the company under this Memorandum of Association.
- (b) The funds or institutions will be determined by the members at or before the time of dissolution.

7. **Liability of members**

- 7.1 The liability of the members is limited to the contribution in clause 6.1.

8. **Accounts and Audit**

- 8.1 True and proper accounts shall be kept of money received and expended by the company and the matters in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the company and such account ts shall be available for inspection by directors of the company and by members as authorised or permitted under the Act.
- 8.2 Once at least in every year the accounts of the company shall be audited in accordance with the Act.

9. **Definition**

- 9.1 The terms “Rugby” and the “Act” used in this Memorandum of Association have the meanings referred to in Rule 1 of the Rules of the company.

RULES

of

THE RUGBY CLUB FOUNDATION LIMITED

ACN 000 050 279

A Company Limited by Guarantee
and not having a Share Capital

DEFINITIONS

1. In these Rules unless there be something in the subject or context inconsistent therewith:

"Affiliated Bodies" means Sydney Rugby Union, New South Wales Country Rugby Union, New South Wales Suburban Rugby Union, New South Wales Rugby Union Referees Association, New South Wales Junior Rugby Union, New South Wales Schools Rugby Union, the New South Wales Championship Clubs and any other bodies which may become affiliated with the New South Wales Rugby Union.

"the Act" means the Corporations Act 2001 (Commonwealth). When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date on which these Rules become binding on the Club shall have the meaning so defined.

"the Board" means the Board of Directors of the Club (including the President, Vice President and Treasurer) constituted in accordance with these Rules.

"By-Laws" means the By-Laws made by the Board pursuant to these Rules.

"the Club" means The Rugby Club Foundation Limited ACN 000 050 279

"the Club Notice Board" means a board designated as such within the Club premises on which notices for the information of members are posted.

"the Constitution" means the Constitution of the Club as defined by the Act and without limiting the generality of this definition includes the Memorandum of Association of the Club dated 27 June 1945 (as amended) and these Rules.

"Financial Year" means the financial year of the Club which is determined by the Board pursuant to Rule 98 of these Rules.

"General Director" means a member of the Board other than the President, Vice President and Treasurer.

“General Directors” means the members of the Board other than the President, Vice President and Treasurer.

"in writing" and **"written"** include printing, typing, lithography and other modes of representing or reproducing words in visible form in the English language.

"month" except where otherwise provided in these Rules means calendar month.

“the New South Wales Rugby Union” means New South Wales Rugby Union Limited ACN 000 222 711 irrespective of any changes to its name.

"Officers" include the President, Vice President, Treasurer and the General Directors but does not include the Auditor of the Club.

"Rugby" means the game of Rugby football as adopted by the New South Wales Rugby Union.

“Rugby Qualified” means a person who is or has been a life member (provided his life membership was not purchased) or an Office Bearer (being a President, Vice President, Treasurer, Director or Executive or Committee Member or the equivalent of any of the foregoing) of the New South Wales Rugby Union or any of the Affiliated Bodies or any other bodies affiliated with the New South Wales Rugby Union or with any of the Affiliated Bodies or an Honorary Life member or a Rugby Life member of the Club.

"Secretary" includes the Secretary Manager and any Acting Secretary of the Club.

"Special Resolution" means a resolution which in accordance with the Act:

- (a) is passed at a meeting of the Club, being a meeting of which at least twenty one (21) days' written notice specifying the intention to propose the resolution as a Special Resolution has been duly given; and
- (b) is passed at a meeting referred to in paragraph (a) hereof by a majority of at least three quarters of such members of the Club as, being entitled to do so, vote in person at that meeting.

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

INTERPRETATION

2.
 - (a) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.
 - (b) The headings in these Rules are not part of these Rules and shall not affect their meaning.
 - (c) A decision of the Board on the construction or interpretation of the Constitution or any By-Laws or any matter arising therefrom shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by a Court.

PRELIMINARY

3.
 - (a) 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.
 - (b) All resolutions, proceedings or acts adopted or undertaken by the Club pursuant to its former Articles of Association shall continue to have force and

effect notwithstanding any contrary or inconsistent provision contained in these Rules.

- (c) These Rules shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in these Rules are inconsistent therewith and might prevent the Club remaining registered under the provisions of the Registered Clubs Act they shall be inoperative and shall have no effect.
4. (a) The Club is established for the purposes set out in the Memorandum of Association of the Club.
- (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
5. (a) The Club shall be a non-proprietary Club.
- (b) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not that person is a member of the governing body or of any committee of the Club, shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every full member (as defined in the Registered Clubs Act) of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under these Rules or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of registration under Part II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
- (d) The Secretary or any employee or a member of the Board or of any committee of the Club shall not be entitled under these Rules or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
6. A current employee of the Club shall not vote at any meeting of the Club or at any meeting of the Board or at any election of the Board or hold office as a member of the Board.
7. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except at the invitation of and in the company of a member provided that this paragraph does not apply if the Club is a holder of a certificate of registration under the Registered Clubs Act in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1)(b) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
- (c) A person under the age of eighteen (18) years shall not use or operate poker machines on the premises of the Club.

MEMBERSHIP

8. (a) The number of members of the Club shall not exceed the maximum number of members permissible under the Registered Clubs Act.
- (b) No person under the age of eighteen (18) years shall be admitted as a member of the Club.
9. (a) A person shall not be admitted to membership of the Club except as a Foundation Life member, a Foundation member, a City member, a Country member, an Honorary Life member, a Rugby Life member, an Emeritus member, an Overseas member, an Honorary member, a Temporary member, a Provisional member or an Absentee member or a member in any category of membership created by the Board pursuant to Rule 12.
- (b) Each class of membership is open to both sexes.
- (c) The rights and privileges of each member shall be personal to himself and shall not be transferable by his own act or by operation of law.
- (d) Subject to Rule 10 and paragraph (e) of this Rule 9, Foundation members, Honorary Life members, Rugby Life members, City members, Country members and Emeritus members only are eligible:
 - (i) to attend or vote at any meeting of the Club at which members may attend and/or vote;
 - (ii) to propose or second another member as a candidate for election to the Board;
 - (iii) to be nominated as a candidate for election to the Board;
 - (iv) to vote on the election of the Board.
- (e) A member in the classes of membership referred to in paragraph (d) of this Rule 9 who becomes a member of the Club after the date of the Special Resolution adopting this Rule 9(e) shall not be eligible:
 - (i) to exercise the rights referred to in sub-paragraphs (d)(i) and (d)(iv) until they have been a member for a continuous period of not less than one (1) year but not including time (if any) as an Honorary member, Temporary member or Provisional member;
 - (ii) to exercise the rights referred to in sub-paragraphs (d)(ii) and (d)(iii) until they have been a member for a continuous period of not less than two (2) years but not including time (if any) as an Honorary member, Temporary member or Provisional member.

FINANCIAL MEMBERS

10. Subject to Article 32 of these Rules a member shall be deemed to be a non-financial member:
 - (a) If the member's entrance fee or annual subscription or any part thereof remains unpaid at the expiration of thirty (30) days from the due date for payment of the entrance fee or annual subscription; or
 - (b) If any money (other than the entrance fee or annual subscription) owing by the member to the Club remains unpaid at the expiration of thirty (30) days from the date of service on the member of a notice from the Club requiring payment thereof

- (i) and in either case the member shall be deemed to remain non-financial until payment in full of the amount owing and for so long as that member remains non-financial he shall be ineligible;
- (ii) to attend or vote at any meeting of the Club at which only financial members may attend or vote;
- (iii) to propose or second any person as a candidate for election to the Board;
- (iv) to be nominated as a candidate for election to the Board;
- (v) to propose or second any person to be admitted as a member of the Club;
- (vi) to introduce a guest to the Club; and
- (vii) to exercise any of the other rights and privileges of a member of the Club.

ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

11. (a) **Foundation Life members** shall be those persons who at the date of the Special Resolution adopting these Rules were recorded in the Register of Members of the Club as Foundation Life members. This class of membership is closed.
- (b) **Foundation members** shall be those persons who at the date of the Special Resolution adopting these Rules were recorded in the Register of Members of the Club as Foundation members. This class of membership is closed.
- (c) **Honorary Life members** shall be those persons who at the date of the Special Resolution adopting these Rules were recorded in the Register of Members of the Club as Honorary Life members and those persons who are subsequently elected to Honorary Life membership in accordance with these Rules.
- (d) **Rugby Life members** shall be those persons who at the date of the Special Resolution adopting these Rules were recorded in the Register of members of the Club as Life members and those persons who are subsequently elected to Rugby Life membership in accordance with these Rules.
- (e) **City members** shall be those persons who at the date of the Special Resolution adopting these Rules were recorded in the Register of Members of the Club as Ordinary members and who shall thereafter be known as City members and those persons who are subsequently elected to City membership of the Club in accordance with these Rules.
- (f) **Country members** shall be those persons who at the date of the Special Resolution adopting these Rules were recorded in the Register of Members of the Club as Country members and those persons whose permanent place of residence is in Australia but is outside a radius of one hundred (100) kilometres from the Sydney General Post Office and who are elected to Country membership in accordance with these Rules.
- (g) **Emeritus members** shall be those persons who at the date of the Special Resolution adopting these Rules were recorded in the Register of Members of the Club as Emeritus members and such other persons who:
- (i) having attained the age of sixty (60) years;

- (ii) having been City members or Country members of the Club for at least three (3) years;
 - (iii) having applied to the Board in writing to become Emeritus members are admitted as Emeritus members of the Club in accordance with these Rules.
- (h) **Overseas members** shall be those persons who at the date of the Special Resolution adopting these Rules were recorded in the Register of Members of the Club as Overseas members and those persons who reside outside Australia and who are subsequently elected as Overseas members of the Club. Overseas members shall pay such fee as is determined by the Board from time to time. Overseas members shall not be eligible to vote at any meeting of the Club.

BOARD'S POWER TO CREATE ADDITIONAL CATEGORIES OF MEMBERSHIP

12. In addition to the powers given to the Board by these Rules and in particular in addition to Rules 79 and 80, the Board has the power to create additional categories of membership and to determine the qualifications for, and rights of, membership of such additional categories provided however, that all such additional categories will not be eligible to:
- (i) attend or vote at any meeting of the Club (other than as provided by the Registered Clubs Act;
 - (ii) be elected or appointed to the Board or any other office;
 - (iii) propose or second any person for election to the Board or any other office;
 - (iv) propose or second any person for membership of the Club.

HONORARY LIFE MEMBERS

13. (a) Any member who has rendered any exceptional or distinguished service to the Club may be elected as an Honorary Life member of the Club at a General Meeting of the Club provided that the Board has first recommended such person for Honorary Life membership of the Club to the members and provided further that two thirds of those members who being eligible to do so vote in favour of the election of that person as an Honorary Life member. An Honorary Life member shall have the same privileges of membership as a City member but shall not be liable for the payment of any entrance fee or annual subscription to the Club.
- (b) Any person who at the date of the Special Resolution adopting these Rules was recorded in the Register of members of the Club as an Honorary Life member shall be deemed to be an Honorary Life member for the purposes of these Rules.

RUGBY LIFE MEMBERS

14. (a) Any person who has rendered any exceptional or distinguished service to Rugby may be elected as a Rugby Life member of the Club by the Board. A Rugby Life member shall have the same privileges of membership as a City member but shall not be liable for the payment of any entrance fee or annual subscription to the Club.
- (b) Any person who at the date of the Special Resolution adopting these Rules was recorded in the register of Members of the Club as a Life Member shall be deemed to be a Rugby Life Member for the purposes of these Rules.

HONORARY MEMBERS

15. A person shall not be admitted as an Honorary member of the Club unless that person is admitted to membership in accordance with these Rules and has the qualifications, as specified in these Rules, requisite and appropriate in relation to the purposes of the Club for Honorary membership of the Club.
16. The following may in accordance with the procedures established by the Board be admitted as Honorary members of the Club:
 - (a) The patron or patrons for the time being of the Club; and
 - (b) Any prominent citizen visiting the Club for some special occasion.
17. An Honorary member shall be entitled only to the social privileges of the Club and shall not have the right to stand for election to the Board or any office in the Club or to vote at any meeting of the Club or to participate in the management, business and affairs of the Club in any way. Honorary members, when so authorised by the Board, may introduce guests to the Club.
18. Honorary members shall not be liable for the payment of any entrance fee or annual subscription to the Club.
19. The Board shall have the power to cancel the membership of any Honorary member without notice and without assigning any reason therefore.

TEMPORARY MEMBERS

20. The following persons may in accordance with procedures established by the Board be made Temporary members of the Club:
 - (a) Any person whose ordinary place of residence in the State of New South Wales is not less than a distance of five (5) kilometres from the Club or such greater distance as may be determined from time to time by the Board pursuant to these Rules.
 - (b) A full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club 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 sporting or other competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
21.
 - (a) Temporary members shall not be required to pay an entrance fee or annual subscription to the Club.
 - (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
 - (c) Temporary members shall not be permitted to introduce guests into the Club.
 - (d) A Director or the Secretary of the Club may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.

- (e) No person under the age of eighteen (18) years may be admitted as a Temporary member of the Club.
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 20 (c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (i) the name in full of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iii) the date on which Temporary membership is granted; and
 - (iv) the signature of the Temporary member.

PROVISIONAL MEMBERS

- 22. (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with these Rules seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be returned to that person forthwith.
- (c) Provisional members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (d) Nothing in these Rules shall prevent an applicant for membership of the Club submitting with his application the first year's annual subscription for the purpose of obtaining Provisional membership pursuant to this Rule 22.

ABSENTEE MEMBERS

- 23. In the event of any member leaving the State of New South Wales and being desirous of ceasing to be an effective financial member but without retiring from membership of the Club he may on application to the Board setting out such particulars as the Board may require be placed by the Board on an Absentee List and during such time as his name is on the list he shall be exempted from payment of his annual subscription but shall not be allowed to exercise any of the privileges or receive any of the benefits of membership and he shall not be placed upon the list of effective financial members except on resolution of the Board and on payment of the subscription for the then current membership year.

GUESTS

- 24. (a) All members other than Temporary members shall have the privilege of introducing guests to the club and on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and shall countersign that entry.

- (b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-Law nor shall a member introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of subscription or fees or who has been suspended by the Board of the Club.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) The Board shall have power to make By-Laws from time to time not inconsistent with these Rules or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (e) No guest shall be supplied with liquor on the premises of the Club except at the invitation of and in the company of a member.
- (f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (g) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.

PATRONS

- 25. The Board shall have the power to appoint any distinguished person or a person holding distinguished office to be a patron of the Club on such terms and conditions as the Board may determine.

ELECTION OF MEMBERS

- 26. A person shall not be admitted as a member of the Club, other than as an Honorary member, Temporary member or Provisional member, unless that person is elected to membership at a meeting of the Board or a duly appointed election committee of the Club or otherwise in accordance with these Rules. The names of those members present and voting at the meeting of the Board or election committee shall be recorded by the Secretary of the Club. Should a person who has been previously expelled from the Club make application for membership of the Club then that application must be considered by the full Board. The Board may reject any application for membership without assigning any reason for such rejection.
- 27. (Rule 27 deleted).
- 28. (a) In respect of every proposal for election to membership of the Club there shall be completed a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address, occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution. The form must be signed by the candidate.
- (b) The nomination form shall be deposited at the Office and the Secretary shall cause the name, address and occupation of the candidate to be exhibited in a conspicuous place in the premises of the Club for a continuous period of not less than seven (7) days before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the deposit at the Office of the nomination form of a candidate for election and the candidate's election.
- 29. (a) Upon a person being elected to membership the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. Such notice shall be accompanied by the Club's Statement of Account for the

entrance fee and first annual subscription which shall be payable within thirty (30) days of the date of the Statement of Account and if not paid within that time the election of the person to membership of the Club shall be null, void and of no effect.

- (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act.

ENTRANCE FEES, ANNUAL SUBSCRIPTIONS, ACCOUNTS AND LEVIES

- 30. The entrance fee and annual subscription payable by the various categories of members of the Club other than Life members and Honorary Life members shall in each case be such amount as the Board may from time to time determine provided that the annual subscription shall be not less than Two Dollars (\$2.00) or such other minimum subscription prescribed from time to time by the Registered Clubs Act.
- 31. The annual subscription shall be payable annually in advance provided that if the Board so determines it may be payable quarterly, half yearly or for more than one year in advance. The annual subscription shall be due and payable by the first day of January of each year.
- 32. (a) If the entrance fee or subscription or any part thereof of any member shall not be paid within a period of thirty (30) days from the date upon which it shall fall due for payment the Secretary shall give to the member in default written notice requiring payment of such entrance fee or subscription within fourteen (14) days of such notice.
 - (b) If any levy, account or other sum or part thereof which is payable by a member to the Club shall not be paid within the period stipulated by the notice of levy or statement of account or otherwise in writing the Secretary shall give to the member in default written notice requiring payment of such levy, account or other sum within fourteen (14) days of such notice.
 - (c) If:
 - (i) the entrance fee or subscription or any part thereof shall not be paid within the time limited by the notice referred to in Rule 32(a); or
 - (ii) the levy, account or other sum or any part thereof shall not be paid within the time limited by the notice referred to in Rule 32(b)

the defaulting member shall from that date be debarred from all rights and privileges of membership and shall cease to be a member of the Club and the Secretary shall make a notation to this effect against that person's name in the Register of Members.

ADDRESSES OF MEMBERS

- 33. (a) The address given by each member on his nomination form shall be registered as his address in the Register of Members.
 - (b) A member shall forthwith advise the Secretary of any change in his address.

REGISTERS OF MEMBERS AND GUESTS

- 34. The Club shall keep the following registers:
 - (a) A register of persons who are full members (as defined in the Registered Clubs Act) of the Club. This register shall set forth the name in full, the occupation and address of each member and except in the case of Honorary

Life members and Rugby Life members the date on which the person last paid the annual subscription for membership of the Club.

- (b) A register of persons who are Honorary members or Temporary members other than Temporary members referred to in Rule 20 (c). This register shall set forth the name in full and the address of each Honorary member and each Temporary member and where that member has been admitted to membership for a limited period, the dates on which the period commences and ends.
- (c) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members. Such register shall have entered therein on each occasion on any day on which a person of or above the age of eighteen (18) years enters the premises of the Club as the guest of a member the name in full or the surname and initials of the given names and the address of that person, the date of that day and the signature of that member provided always if an entry in this register is made on any day in respect of a person who is a guest of a member, it is not necessary for an entry to be made in that register in respect of that person if that person subsequently enters the premises of the Club on that day as the guest of that member.

DISCIPLINARY PROCEEDINGS

35. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution or By-Laws or shall be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or shall be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel from membership or accept the resignation of such member and to have recorded in the Register of Members that the person has ceased to be a member of the Club provided that:
- (i) Such member shall be notified of any charge against the member pursuant to this Rule 35 and of the date, time and place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven (7) clear days before the meeting of the Board at which such charge is to be heard.
 - (ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
 - (iii) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the members of the Board present in person vote in favour of such motion.
 - (iv) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.
 - (v) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (b) In the event that a notice of charge is issued to a member pursuant to Rule 35(a)(i) the Board shall have power to suspend that member from all rights and privileges of membership of the Club until the charge is heard and

determined or until a period of five (5) weeks has elapsed from the date of notification of the charge whichever is the sooner. Such suspension shall be notified in writing to the member concerned.

36. (a) In accordance with Section 67A of the Registered Clubs Act the Secretary or, subject to Rule 36(c), an employee of the Club may refuse to admit to the Club and may turn out or cause to be turned out of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club; or
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; or
 - (iv) who hawks, peddles or sells any goods on the premises of the Club; or
 - (v) who uses, or has in his possession, while on the premises of the Club, any substance which the Secretary suspects of being a prohibited drug or prohibited plant.
- (b) If pursuant to Rule 36(a) a person (including a member) has been refused admission to or has been turned out of the premises of the Club, the Secretary or, subject to Rule 36(c), an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out or cause the person to be turned out of the premises of the Club.
- (c) Without limiting the provisions of Section 67A of the Registered Clubs Act the employee who under these Rules is entitled to exercise the powers set out in this Rule 36 shall be:
- (i) in the absence of the Secretary from the premises of the Club, the senior employee then on duty; and
 - (ii) any employee authorised in writing by the Secretary to exercise such power.
- (d) In the event of the Secretary or employee of the Club exercising the power referred to in Rule 36(a) the Secretary or employee shall make a written report of the facts, matters and circumstances giving rise to the exercise of the power within seven (7) days and such report shall be produced to the Board.

RESIGNATION FROM AND CESSATION OF MEMBERSHIP

37. A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary provided however that the person concerned shall continue to be liable to the Club for all outstanding debts due by that person to the Club as at the date of his resignation.

GENERAL MEETINGS

38. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but in any event within five (5) months of the close of the Financial Year. All meetings other than Annual General Meetings shall be called General Meetings.

39. The Board may whenever it considers fit call and arrange to hold a General Meeting of the Club.
40. (a) The Board must call and arrange to hold a General Meeting of the Club on the requisition (hereinafter referred to in this Rule 40 as “the requisition”) of:
- (i) at least 5% of the members of the Club who are eligible to vote at the General Meeting; or
 - (ii) at least one hundred (100) members of the Club who are eligible to vote at the General Meeting.
- (b) The requisition must :
- (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the requisition; and
 - (iv) be given to the Club.
- (c) Separate copies of a document setting out the requisition may be used for signing by the members if the wording of the requisition is identical in each copy.
- (d) The percentage of votes that members have for the purposes of Rule 40(a)(i) shall be calculated as at midnight on the day preceding the day on which the members make the requisition.
- (e) The Board must call a General Meeting within twenty one (21) days after the requisition is given to the Club and the meeting is to be held not later than two (2) months after the requisition is given to the Club.
- (f) Members having more than 50% of the votes of all of the members who make the requisition may call and arrange to hold a General Meeting if the Board do not so within twenty one (21) days after the requisition is given to the Club.
- (g) The meeting referred to in Rule 40(f) must be called in the same manner, so far as possible, in which General Meetings of the Club may be called. The meeting must be held not later than three (3) months after the requisition is given to the Club.
- (h) To call the meeting referred to in Rule 40(f) the members for the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give those members a copy of the Register of Members without charge.
- (i) The Club must pay the reasonable expenses which the members making the requisition incurred as a consequence of the Board failing to call and arrange to hold the General Meeting. The Club may recover the amount of those expenses from the Directors of the Club. However, a Director will not be liable for any of those expenses if he proves that he took all reasonable steps to cause the Board to comply with Rule 40(e). The Directors who are liable for the expenses are jointly and individually liable for such expenses. If a Director does not reimburse the Club the Club must deduct the relevant amount from any sum payable as fees or remuneration (including an honorarium) to the Director.
41. (a) At least twenty one (21) days’ notice must be given of the Annual General Meeting and of any General Meeting of the Club.

- (b) A notice of a General Meeting of the Club must:
 - (i) set out the place, date and time of the meeting;
 - (ii) state the general nature of the business of the meeting; 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 shall invalidate any proceedings at such meeting unless such proceedings are declared to be void pursuant to Section 1322 of the Act.

PROCEEDINGS AT GENERAL MEETINGS

- 42. The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by Section 314 of the Act and to elect in the manner hereinafter provided the members of the Board and subject to the Act to appoint an Auditor or Auditors.
- 43. (a) The Chairman of the Annual General Meeting must allow a reasonable opportunity at the meeting for the members as a whole to ask questions about or make comments on the management of the Club.
 - (b) If the Club's Auditor or a representative of the Club's Auditor is present at the meeting the Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the Auditor or the Auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the Auditor's Report.
- 44. A General Meeting of the Club must only be held for a proper purpose.
- 45. (a) The following members of the Club may give the Club notice of a resolution (hereinafter referred to in this Rule 45 as "the notice of resolution") which they propose to move at a General Meeting.
 - (i) At least 5% of the members of the Club who are eligible to vote at the General Meeting; or
 - (ii) At least one hundred (100) of the members of the Club who are eligible to vote at the General Meeting.
- (b) The notice of resolution must:
 - (i) be in writing;
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice of resolution 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 for the purposes of Rule 45(a)(i) shall be calculated as at midnight on the day preceding the day on which the members give the notice of resolution.

46. (a) If the Club has been given a notice of resolution under Rule 45 the resolution must be considered at the next General Meeting of the Club which occurs more than two (2) months after the notice of resolution is given.
- (b) The Club must give all its members the notice of resolution at the same time (or as soon as practicable thereafter) and in the same manner as it gives notice of a General Meeting.
- (c) The Club is responsible for the cost of giving members the notice of resolution if the Club receives the notice in time to distribute it to members with the notice of meeting.
- (d) The members giving the notice of resolution are jointly and individually liable for the expenses reasonably incurred by the Club in giving members the notice of resolution if the Club does not receive the notice of resolution in time to distribute it with the notice of meeting. At a General Meeting the Club may resolve to bear the relevant expenses itself.
- (e) The Club need not give its members the notice of resolution :
- (i) if the notice of resolution is more than 1,000 words in length or is defamatory; or
- (ii) if the members giving the notice of resolution are responsible for the expenses of giving the notice and the members of the Club do not resolve that the Club expend a sum sufficient to meet the expenses which it will reasonably incur in giving members the notice of resolution.
47. (a) Members of the Club may request the Club to give to all its members a statement (hereinafter referred to in this Rule 47 as “the statement request”) to be provided by the members giving the notice of resolution and setting out:
- (i) the resolution that is proposed to be moved at the General Meeting; or
- (ii) any other matter which may be properly considered at the General Meeting.
- (b) The statement request must be made by:
- (i) at least 5% of the members of the Club who are eligible to vote at the General Meeting; or
- (ii) at least one hundred (100) members of the Club who are eligible to vote at the General Meeting.
- (c) The statement request must:
- (i) be in writing;
- (ii) be signed by the members making the statement request; and
- (iii) be given to the Club.
- (d) Separate copies of a document setting out the statement request may be used for signing by members if the wording of the statement request is identical in each copy.
- (e) The percentage of votes which members have for the purposes of Rule 47(b)(i) shall be calculated as at midnight on the day preceding the day on which the statement request is given to the Club.

- (f) After receiving the statement request the Club must distribute to all its members a copy of the statement at the same time (or as soon as practicable thereafter) and in the same manner as it gives notice of a General Meeting.
 - (g) The Club is responsible for the cost of distributing the statement if the Club receives the statement in time to distribute it to members with the notice of meeting.
 - (h) The members making the statement request are jointly and individually liable for the expenses reasonably incurred by the Club in distributing the statement if the Club does not receive the statement in time to distribute it with the notice of meeting. At a General Meeting the Club may resolve to bear the relevant expenses itself.
 - (i) The Club need not comply with the statement request:
 - (i) if the statement is more than 1,000 words in length or is defamatory; or
 - (ii) if the members making the statement request are responsible for the expenses incurred in distributing the statement and the members of the Club do not resolve that the Club expend a sum sufficient to meet the expenses which it will reasonably incur in distributing the statement to the members.
48. (a) The Club's Auditor is entitled to attend any Annual General Meeting or 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 which 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 in writing a person to act as his representative for the purpose of attending and speaking at any Annual General Meeting or General Meeting.
49. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at all General Meetings and at all Annual General Meetings shall be not less than fifteen (15) members of the Club who are eligible to vote at meetings of the Club.
50. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine but such period shall not exceed twenty one (21) days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
51. The President of the Club shall be entitled to take the chair at the Annual General Meeting and at every General Meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President shall take the chair. If the Vice President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is

unwilling or unable to act the members of the Club present shall elect a member of the Board who is present at the meeting to be chairman of the meeting.

52. (a) Every motion submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members present at the meeting) and in the case of an equality of votes whether on a show of hands or on a poll (except in the case of an election of a director or office bearer) the chairman of the meeting shall have a second or casting vote.
- (b) A person shall not be elected to office as a Director or as an office holder on a show of hands but only on a poll or a ballot conducted in accordance with these Rules.
- (c) A person shall not:
- (i) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
 - (ii) vote at any election including an election of a member or an election of the Board
- as the proxy of another person.
53. At any General Meeting (unless a poll is demanded) a declaration by the Chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
54. (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman of the meeting directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman of the meeting or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.
- (c) The demand for a poll shall not prevent any continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
55. The Chairman of a meeting may (and shall if so directed by the meeting) with the consent of the meeting at which a quorum is present adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
56. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting 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 meeting at the next succeeding meeting if the minutes are confirmed at that meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

BOARD OF DIRECTORS

57. As and from the first Annual General Meeting of the Club to be held after the adoption of these Rules the business and affairs of the Club and the custody and control of its funds shall be managed by a Board of nine (9) Directors comprising the President, the Vice President, the Treasurer and six (6) General Directors each of whom shall be elected annually in accordance with these Rules.
58. The Board shall have power to make By-Laws not inconsistent with these Rules for the purpose of providing for the orderly and efficient conduct and administration of the election of the Board including the appointment of a Returning Officer, the calling of nominations, the preparation of ballot papers and the conduct and counting of the ballot.

“RUGBY QUALIFIED” DIRECTORS

59. (a) Provided a sufficient number of “Rugby Qualified” candidates are nominated for election to the Board then subject to these Rules at least five (5) “Rugby Qualified” Directors shall be duly elected to the Board.
- (b) If any person who is elected to the office of President, Vice President or Treasurer pursuant to these Rules is “Rugby Qualified” then such person shall be deemed to be one of the five (5) “Rugby Qualified” Directors for the purposes of complying with Rule 59(a) of these Rules.

PRESIDENT, VICE PRESIDENT AND TREASURER

60. (a) There shall be a President, Vice President and Treasurer of the Club.
- (b) A separate election for each of the positions of President, Vice President and Treasurer shall be conducted annually in that order at the Annual General Meeting of the Club.
61. (a) Each candidate for election as President, Vice President and Treasurer shall be nominated in writing not less than fourteen (14) clear days prior to the Annual General Meeting of the Club.
- (b) Each candidate for election as President, Vice President and Treasurer shall be proposed by one and seconded by another financial member of the Club from any class of membership referred to in Rule 11 except Player and Official members and Overseas members.
- (c) Each candidate for election as President, Vice President and Treasurer must be a financial member of the Club from any class of membership referred to in Rule 11 except Player and Official members and Overseas members.
- (d) It shall not be necessary for a candidate for election as President, Vice President or Treasurer to be “Rugby Qualified”.
- (e) The nomination form must contain the signed consent of the nominee who has been nominated for election to the office of President, Vice President or Treasurer (as the case may be).
- (f) Nominations for the offices of President, Vice President and Treasurer will close at 5.00pm on the day which is the fourteenth day prior to the Annual General Meeting of the Club.
62. If no nomination for the office of President, Vice President or Treasurer is received the retiring President, Vice President or Treasurer shall (as the situation may require) continue to act as President, Vice President or Treasurer and the Board shall at any

time during the following year be empowered to appoint another member of the Club as President, Vice President or Treasurer in his place.

63. The Secretary shall cause the name of each candidate for election as President, Vice President and Treasurer to be exhibited on the Club Notice Board within twenty four (24) hours after nominations close and such name shall remain so exhibited until the conclusion of the Annual General Meeting at which the candidate is seeking election. The notice which exhibits the names of the candidates must also designate which of those candidates is "Rugby Qualified" for the purposes of Rule 59 (a) of these Rules.
64. If only one candidate is nominated for any of the offices of President, Vice President or Treasurer that candidate shall be declared duly elected by the Chairman of the Annual General Meeting.
65. If more than one candidate is nominated for any of the offices of President, Vice President or Treasurer a separate ballot for the relevant office shall be held at the Annual General Meeting of the Club.
66. Upon a ballot being necessary the Secretary shall cause ballot papers to be prepared containing the names only of the candidates in alphabetical order and designating which of those candidates is "Rugby Qualified" for the purposes of Rule 59(a) of these Rules. Every financial member of the Club from any class of Membership referred to in Rule 11 except Player and Official members and Overseas members shall be entitled to vote for the candidate of his choice.
67. The candidate receiving the most number of votes in the ballot for each of the offices of President, Vice President and Treasurer shall be declared duly elected by the Chairman of the Annual General Meeting. In the case of two or more candidates receiving an equal number of votes the successful candidate will be determined by the Chairman of the meeting drawing lots.
68. (a) If any of the offices of President, Vice President or Treasurer becomes vacant between Annual General Meetings then the Board shall (as the situation may require) elect a new President, Vice President or Treasurer to fill that vacancy provided that any Officer so elected shall only hold office until the next Annual General Meeting of the Club.

(b) If the person who vacates the office of President, Vice President or Treasurer is "Rugby Qualified" for the purposes of Rule 59 (a) of these Rules it shall not be necessary for the person who is elected in his place by the Board to be "Rugby Qualified".

GENERAL DIRECTORS

69. After the elections for the offices of President, Vice President and Treasurer have been completed in accordance with these Rules the election of the six (6) General Directors shall take place and the following provisions of these Rules shall apply.
70. (a) Each candidate for election as a General Director shall be nominated in writing not less than fourteen (14) clear days prior to the Annual General Meeting of the Club.

(b) Each candidate for election as a General Director must be a financial member of the Club from any class of membership referred to in Rule 11 except Player and Official members and Overseas members.

(c) Each candidate for election as a General Director shall be proposed by one and seconded by another financial member from any class of membership referred to in Rule 11 except Player and Official members and Overseas members.

- (d) The nomination form must contain the signed consent of the nominee who has been nominated for election as a General Director.
 - (e) Nominations will close at 5.00pm on the day which is the fourteenth clear day prior to the Annual General Meeting.
71. If no nominations for election as General Directors are received the retiring General Directors shall continue to act as Directors and the Board shall have power at any time during the following year to appoint other qualified members of the Club as General Directors in their place or in the place of any of them.
72. The Secretary shall cause the name of each candidate who is nominated for election as a General Director to be exhibited on the Club Notice Board within twenty four (24) hours after nominations close and such name shall remain so exhibited until the conclusion of the Annual General Meeting at which the candidate is seeking election. The notice which exhibits the names of the candidates must also designate which of those candidates is "Rugby Qualified" for the purposes of Rule 59 (a) of these Rules.
73. If six (6) or less candidates have been nominated for election as General Directors each nominated candidate shall be declared duly elected by the Chairman of the Annual General Meeting.
74. If more than six (6) candidates are nominated for election as General Directors a ballot for the election of those Directors shall be conducted at the Annual General Meeting and the following provisions of these Rules shall apply.
75. Upon a ballot being necessary the Secretary shall cause ballot papers to be prepared containing the names only of the candidates in alphabetical order and designating which of those candidates is "Rugby Qualified" for the purposes of Rule 59(a) of these Rules. Every financial member of the Club from any class of membership referred to in Rule 11 except Player and Official members and Overseas members shall be entitled to vote for as many candidates as there are General Directors to be elected.
76. If the candidates nominated for election as General Directors do not include the number of "Rugby Qualified" candidates which is then required to achieve compliance with Rule 59(a) of these Rules then the ballot for the election of Directors will be determined as follows:
- (a) Each "Rugby Qualified" candidate will be included in the ballot.
 - (b)
 - (i) Every financial member of the Club who is present at the meeting and voting in the ballot shall be entitled to vote for up to six (6) of the candidates (one or more of whom may be "Rugby Qualified" candidates) appearing on the ballot paper.
 - (ii) Any ballot paper which records more than six (6) votes will be declared to be null and void.
 - (c) Each "Rugby Qualified" candidate who has been nominated will be declared duly elected as a Director regardless of the number of votes which he receives in the ballot whereupon Rule 59(a) of these Rules shall be deemed to have been duly complied with.
 - (d) After the "Rugby Qualified" candidates have been elected pursuant to Rule 76(c) the remaining candidates who shall receive the highest number of votes, up to the number required to be elected to fill the remaining positions as General Directors, will be declared duly elected by the Chairman of the Annual General Meeting provided that:

- (i) where one position as a General Director remains to be filled and two or more of the then remaining candidates receive an equal number of votes the final General Director will be determined by the Chairman of the meeting drawing lots; or
- (ii) where more than one position as a General Director remains to be filled and more than the then required number of candidates receive an equal number of votes the additional General Directors will be determined by the Chairman of the meeting drawing lots.

77. If the candidates nominated for election as General Directors include more than the number of "Rugby Qualified" candidates which is then required to achieve compliance with Rule 59(a) of these Rules then the ballot for the election of General Directors will be determined as follows:

- (a) Each "Rugby Qualified" candidate will be included in the ballot.
- (b)
 - (i) Every financial member who is present and voting in the ballot shall be entitled to vote for up to seven (7) of the candidates (one or more of whom may be "Rugby Qualified" candidates) appearing on the ballot paper.
 - (ii) Any ballot paper which records more than seven (7) votes will be declared to be null and void.
- (c) The "Rugby Qualified" candidates who will be elected in order to achieve compliance with Rule 59(a) of these Rules will be those candidates who receive the highest number of votes from amongst all "Rugby Qualified" candidates regardless of the number of votes which they each receive in the overall ballot provided that:
 - (i) where one "Rugby Qualified" position remains to be filled and two or more of the then remaining "Rugby Qualified" candidates receive an equal number of votes, or
 - (ii) where more than one "Rugby Qualified" position remains to be filled and more than the then required number of "Rugby Qualified" candidates receive an equal number of votes

the successful "Rugby Qualified" candidate or candidates (as the case may be) will be determined by the Chairman of the meeting drawing lots.

- (d) After the necessary number of "Rugby Qualified" candidates have been elected pursuant to Rule 77(c) the candidates (including any "Rugby Qualified" candidate who has received less votes than the elected "Rugby Qualified" candidates) who receive the highest number of votes from amongst the remaining candidates, up to the number required to be elected to fill the remaining positions as General Directors, will be declared duly elected by the Chairman of the Annual General Meeting provided that:
 - (i) where one position as a General Director remains to be filled and two or more of the then remaining candidates receive an equal number of votes the final General Director will be determined by the Chairman of the meeting drawing lots, or
 - (ii) where more than one position as a General Director remains to be filled and more than the then required number of candidates receive an equal number of votes the additional General Directors will be determined by the Chairman of the meeting drawing lots.

78. (a) If less than six (6) General Directors are elected to the Board pursuant to these Rules then in order to fill any resulting vacancy on the Board a member of the Club may be proposed and seconded by any two other qualified members of the Club from the floor of the Annual General Meeting at which the General Directors have been declared elected and provided that such nominee is present at the meeting and consents to his nomination he may by ordinary resolution of the members present and voting at the meeting be appointed to the Board as a General Director.
- (b) If no nomination is received or approved pursuant to Rule 78(a) then the Board may at any time prior to the next Annual General Meeting of the Club appoint a member of the Club to fill the vacancy on the Board.
- (c) Any member of the Club who is appointed as a General Director pursuant to this Rule 78 must be qualified in accordance with these Rules.
- (d) If any vacancy referred to in this Rule 78 means that there will be less than five (5) "Rugby Qualified" members of the Board then it shall not be necessary for any member who is appointed as a General Director pursuant to this Rule 78 to be "Rugby Qualified".

POWERS OF BOARD OF DIRECTORS

79. The Board shall be responsible for the management of the business and affairs of the Club.
80. The Board may exercise its powers and do all such acts and things as the Club is by its Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and these Rules and any amendments to these Rules provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To delegate any of its powers to committees consisting of such member or members of the Board and/or such members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President of the Club shall be an ex officio member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman of the meeting shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 80(a) or by any By-Laws made by the Board pursuant to Rule 79(b).
- (b) To make such By-Laws not inconsistent with the Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof to make By- Laws particularly for:
- (i) such matters as the Board is by these Rules specifically empowered to regulate by By-Law;

- (ii) the general management, control and trading activities of the Club;
 - (iii) the control and management of the Club premises;
 - (iv) the conduct of members;
 - (v) the privileges to be enjoyed by each category of member;
 - (vi) the relationship between members and Club employees; and
 - (vii) the conduct and administration of the election of the Board; and
 - (viii) generally all such matters as are commonly the subject matter of the Constitution or By-Laws or which are not reserved by the Constitution for decision by the Club in General Meeting.
- (c) To purchase or otherwise acquire for the Club any property, rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (d) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as it shall think fit.
- (e) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its Officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (f) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (g) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and either 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.
- (i) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club and to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED THAT:
- (i) the power to sell, exchange or otherwise dispose of any lands or buildings belonging to the Club or all or any of the lands and buildings to which the Club may be entitled from time to time shall not be exercised without the consent by special resolution of the members of the Club in General Meeting first being obtained; and

- (ii) the power to lease any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act shall not be exercised without the consent of the Licensing Court first being obtained.
- (j)
 - (i) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of the Secretary and to specify and define his duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers other than Directors, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.
 - (k) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Rules.
 - (l)
 - (i) To create sections and committees for the conduct, management and control of all or any social or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any of such sections, to fix or approve any supplemental subscription of any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
 - (ii) For the purpose of this Rule 80(l) to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with these Rules or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club to any such controlling body such fees as are required by such body.
 - (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section with such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
 - (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of each such section shall also be produced at the Office for inspection by or on behalf of the Board within fourteen (14) days of written request by the Secretary to the section or to an office holder of the section.
 - (v) Subject as hereinafter provided the constitution, rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved

by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.

- (vi) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
 - (m) To set the entrance fees and annual or other subscriptions and fees payable by all members.
81. Any By-Law made under these Rules shall come into force and shall have the full authority of a By-Law of the Club upon being posted on the Club Notice Board.

PROCEEDINGS OF BOARD OF DIRECTORS

82. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose.
83. The President shall preside as chairman at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall preside as chairman. If the Vice President is not present or is unwilling or unable to act then the Board members present may elect one of those present at the meeting to be chairman of the meeting.
84. The quorum for meetings of the Board shall be six (6) members of the Board personally present.
85. The President may at any time and upon the request of not less than two (2) members of the Board the Secretary shall convene a meeting of the Board.
86. Subject to these Rules questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
87. The continuing members of the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number prescribed by or pursuant to these Rules as the necessary quorum for meetings of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
88. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid and effectual as if every such person had been duly appointed and was qualified to be a member of the Board.
89. A resolution in writing signed by all the members of the Board 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 members of the Board.

90. No Director 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 into by or on behalf of the Club in which any Director shall be in any way interested be avoided nor shall any Director 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 Director holding that office or of the fiduciary relationship thereby established provided that the Director declares the nature of his interest at a meeting of the Board and in this regard the requirements of Section 231 and 232A of the Act shall apply. It shall be the duty of the Secretary to record such declaration in the Minutes of the meeting.
91. (a) The Club will comply with the provisions of Section 39(1) of the Registered Clubs Act.
- (b) A Director of the Club who is in any way, whether directly or indirectly, interested in a contract or a proposed contract with the Club will comply with Section 39(2) of the Registered Clubs Act.
92. The Board shall cause Minutes to be made in a book provided for the purpose:
- (a) of all appointments made by the Board;
- (b) of the names of the Directors present at each meeting of the Board;
- (c) of the names of the Directors and any other committee appointed by the Board; and
- (d) of all resolutions and proceedings of all meetings of the Club and of the Board and of all committees appointed by 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 if the Minutes are confirmed at that meeting.

VACANCIES ON BOARD OF DIRECTORS

93. (a) Subject to the provisions of these Rules the members of the Club in General Meeting may by ordinary resolution of which special notice has been given remove any Director or Directors (including the President, Vice President or Treasurer) or the whole of the Board before the expiration of that Director's of those Director's period of office and may by ordinary resolution of which special notice has also been given appoint another member or other members of the Club in that Director's or those Director's stead provided that the member or members so appointed is or are qualified in accordance with these Rules. Any person so appointed shall hold office during such time only as the Director in whose place the person is appointed during such time only as the Director in whose place the person is appointed would have held office if the Director had not been so removed.
- (b) If any Director (including the President, Vice President or Treasurer) who is removed from office pursuant to Rule 93(a) is "Rugby Qualified" for the purposes of Rule 59(a) of these Rules then the person appointed in his stead shall also be "Rugby Qualified".
94. The office of a Director (including the offices of President, Vice President and Treasurer) shall be automatically vacated if the person holding that office:
- (a) Becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally or is placed under administration or is convicted of any offence referred to in Section 229(3) of the Act.

- (b) Becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (c) Is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board.
 - (d) By notice in writing given to the Secretary resigns from that office.
 - (e) Becomes prohibited from being a member of the Board by reason of any order made under the Act.
 - (f) Ceases to be a member of the Club.
 - (g) Fails to declare the nature of the person's interest in a contract or office or property as provided by and in accordance with the Act, the Registered Clubs Act or these Rules.
 - (h) Becomes an employee of the Club.
95. Any casual vacancy occurring amongst the General Directors may be filled by a qualified member appointed by the Board provided that if the General Director who vacates office is "Rugby Qualified" for the purposes of Rule 59(a) of these Rules then the person appointed to fill the vacancy shall also be "Rugby Qualified".

ACCOUNTS AND AUDIT

96. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
97. The books of account shall be kept at the Office or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for inspection by members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
98. The financial year of the Club shall be the period commencing on the first day of July in each year and ending on the 30th day of June in the following year or such other period as having regard to the Act, the Board may determine. For the avoidance of doubt, the first financial year of the Club under this Rule shall commence on 1 July 2017 and end on 30 June 2018.
99. The Board shall not less than twenty one (21) days before each Annual General Meeting of the Club and in any event within four (4) months of the end of the Financial Year, send to all members of the Club entitled to attend the Annual General Meeting a copy of all reports which pursuant to Section 314 of the Act are to be laid before the Annual General Meeting in respect of the Financial Year ending immediately prior to the Annual General Meeting and without limitation these reports shall include:
- (i) a copy of the Financial Report of the Club;
 - (ii) a copy of the Directors' Report; and
 - (iii) a copy of the Auditor's Report on the Financial Report.
100. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

101. At any time there shall only be one Secretary of the Club who shall be appointed by the Board and approved pursuant to Section 33 of the Registered Clubs Act and who

shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

SEAL

102. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board previously given and in the presence of at least two members of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board.

NOTICES

103. A notice may be given by the Club to any member of the Club either personally or by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to these Rules.
104. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of the post.

INDEMNITY TO OFFICERS

105. (a) Every person who is or has been an Officer (as defined in Section 241 of the Act) or Auditor of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person:
- (i) in defending any proceedings whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted;
 - (ii) in connection with any application in relation to such proceedings in which relief is granted to that person under the Act by a Court.
- (b) Every person who is an Officer (as defined in Section 241 of the Act) or an Auditor of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability to another person (other than the Club or a related body corporate) as such Officer or Auditor unless the liability arises out of conduct involving a lack of good faith. This indemnity does not apply to a liability incurred before 15 April 1994.
- (c) The Club may pay a premium for a contract insuring a person who is or has been an Officer or Auditor of the Club against a liability:
- (i) incurred by that person as such Officer or Auditor which does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of sections 232(5) or 232(6) of the Act; and
 - (ii) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.