

**HUNTER JUNIOR RUGBY LEAGUE  
INCORPORATED**

**INC 2200129**

**EFFECTIVE 17 FEBRUARY 2022**

**CONSTITUTION**

**ADOPTED UPON THE AMALGAMATION OF  
MAITLAND AND DISTRICT JUNIOR RUGBY  
LEAGUE ASSOCIATION INCORPORATED AND  
NEWCASTLE JUNIOR RUGBY LEAGUE  
ASSOCIATION INCORPORATED**

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*Associations Incorporation Act 2009 (NSW)*

An incorporated association  
registered in New South Wales

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**CONSTITUTION**

of

**HUNTER JUNIOR RUGBY LEAGUE INCORPORATED**

**INC 2200129**

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**GENERAL**

**1 Definitions**

The following definitions apply in this Constitution unless expressly stated otherwise or unless the context otherwise requires:

**Affiliate** means any organisation established for purposes consistent with the objects of the Association which is granted affiliation by the Association on terms determined by the Board.

**ARL Commission** means Australian Rugby League Commission Limited ACN 003 107 293.

**Association** means this Hunter Junior Rugby League Incorporated, registered as a result of the amalgamation of the Maitland Association and the Newcastle Association.

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

**Associations Incorporation Regulations** means regulations promulgated under the *Associations Incorporation Act*, including the *Associations Incorporation Regulation 2016* (NSW).

**Authorised Signatory** has the same meaning as prescribed in the *Associations Incorporation Act*.

**Board** means the governing body of the Association.

**Chairman** means the chairman of the Board who is appointed in accordance with clause 31.

**Constitution** means this constitution of the Association as altered, amended or replaced from time to time.

**Director** means a member of the Board.

**Effective Date** means 9 December 2022.

**Game** means the sport of rugby league football.

**Hunter Region** means the Hunter Region of New South Wales and the surrounding areas.

**Incorporated Association** means an incorporated association registered under the Associations Incorporation Act.

**Independent Director** means a Director elected to that office by the Maitland Directors and the Newcastle Directors in accordance with this Constitution.

**Insolvency Event** means and includes:

- (a) a receiver, receiver and manager, administrator, trustee or similar official is appointed over any of the assets or undertaking of that person;
- (b) the person suspends payments of his debts generally;
- (c) the person is or becomes unable to pay his debts when they are due or is unable to pay his debts;
- (d) the person enters into or resolves to enter into any arrangement, composition or compromise with, or assignment for the benefit of, his creditors or any class of them;
- (e) an application or order is made for the winding up or dissolution of, or the appointment of a provisional liquidator to the person or a resolution is passed or steps are taken to pass a resolution for the winding up or dissolution of the person otherwise than for the purpose of an amalgamation or reconstruction; or
- (f) where that person commits an act of bankruptcy, enters into an assignment for the benefit of creditors, is unable to pay his debts when due, or any application has been made to declare that person bankrupt.

**Joint Member** has the meaning given to that term in clause 10(c).

**Law** means the Associations Incorporation Act and the Associations Incorporation Regulations.

**Laws of the Game** means the *Rugby League Laws of the Game* which are approved by ARL Commission, together with any supplementation, adaptation, modification or alteration to the *Rugby League Laws of the Game* for the playing of rugby league in Australia at any level.

**Life Member** means a person who is admitted to Membership of the Association in that category in accordance with the provisions of this Constitution, as well as the life members of each of the Maitland Association and the Newcastle Association, each of whom shall become life members of the Association on and from the time of the amalgamation of the Maitland Association and the Newcastle Association.

**Maitland Association** means the Maitland and District Junior Rugby League Association Incorporated Y1044111, which was registered under the Associations Incorporation Act prior to the amalgamation of that Maitland Association and the Newcastle Association to form the Association.

**Maitland Director** means a Director elected to that office by the Maitland Voting College, in accordance with this Constitution.

**Maitland Voting College** means that Voting College so comprised as stated in **Appendix A**.

**Member** means a Member of the Association in any class who become members of the Association on the amalgamation of the Maitland Association and the Newcastle Association, as well as a Member of the Association in any class admitted in accordance with the provisions of this Constitution; and **Membership** is membership of the Association in any class.

**Member Present** means, in connection with a meeting, the Member present in person or by the use of Technology, by appointment of a Member's Representative, by proxy or by attorney.

**Member's Representative** means the delegate of a Member entitled to attend a meeting of the Association, appointed by that Member to attend meetings of the Association and exercise the powers of that Member at meetings of the Association.

**Mentally Incapacitated Person** means a person who is an involuntary patient or a forensic patient or a correctional patient within the meaning of the *Mental Health Act 2007* (NSW) or a protected person within the meaning of the *NSW Trustee and Guardian Act 2009* (NSW).

**Newcastle Association** means the Newcastle Junior Rugby League Association Incorporated Y1927506, which was registered under the Associations Incorporation Act prior to the amalgamation of that Maitland Association and the Newcastle Association to form the Association.

**Newcastle Director** means a Director elected to that office by the Newcastle Voting College, in accordance with this Constitution.

**Newcastle Voting College** means that Voting College so comprised as stated in **Appendix A**.

**NSWRL** means New South Wales Rugby League Limited ACN 002 704 761.

**Ordinary Resolution** means a resolution passed by a simple majority of fifty (50) percent (%) plus one (1) more of the total number of eligible votes cast in a vote on that question, motion or resolution.

**Patron** means any person appointed to that position within the Association in accordance with this Constitution.

**Public Officer** means the public officer for time to time of the Association.

**Register** means the register of Members of the Association maintained by the Association in accordance with the requirements of the Associations Incorporation Act.

**Related Body Corporate** has the meaning ascribed to that term in the Associations Incorporation Act.

**Returning Officer** means a person appointed by the Chairman to act as the returning officer at any election of Life Members, Maitland Directors or Newcastle Directors.

**Special Resolution** means a resolution passed by at least seventy-five (75) percent of the total number of eligible votes cast in a vote on that question, motion or resolution.

**Technology** means any technology that gives the Members as a whole a reasonable opportunity to participate, including without limitation telephonic conference-call facilities, telephone, video and audio-visual conference and meeting technologies in existence at the time that this Constitution is adopted, or developed at any time thereafter.

**Voting College** is a collective reference to the Maitland Voting College and the Newcastle Voting College.

**Voting Rules** means the voting rules specified in **Appendix C**.

## **2 Interpretation**

The following rules of interpretation apply unless the context requires otherwise.

- (a) A gender includes all genders.
- (b) Headings are for convenience only and do not affect interpretation.
- (c) The singular includes the plural and conversely.
- (d) Where a word or phrase is defined, its other grammatical forms have corresponding meaning.
- (e) A reference to a paragraph or sub-paragraph is to a paragraph or

sub-paragraph, as the case may be, of the clause or paragraph, respectively, in which the reference appears.

- (f) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments promulgated under it.
- (g) Except in so far as a contrary intention appears in this Constitution, an expression has, in a provision of this Constitution which relates to a particular provision of the Law, the same meaning as in that provision of the Law.
- (h) A mention of anything after **include, includes** or **including** does not limit what else might be included.
- (i) A reference to a person includes a corporation, incorporated association, trust, partnership, unincorporated association or other entity, whether or not it comprises a separate legal entity.
- (j) Any reference to “\$” or “dollars” is a reference to the currency of the Commonwealth of Australia.

### **3 Model Rules**

The rules of the Association specified in the provisions of this Constitution shall apply to the Association, and the model rules contained in the Associations Incorporation Act do not apply to the Association.

### **4 Powers and Actions Authorised Under the Law**

- (a) The Association shall have power under this clause 4 to perform any action in any case where the Law confers that power on any incorporated association if that power is comprised in its constitution documents, despite any other provision of this Constitution.
- (b) The rules of the Association specified in this Constitution shall apply subject to and in compliance with any mandatory provision of the Associations Incorporation Act.
- (c) Any mandatory provision of the Associations Incorporation Act shall be incorporated into this Constitution and shall prevail over any provision contained in this Constitution but only to the extent of any inconsistency between the Associations Incorporation Act and this Constitution.
- (d) The Association may in any way the Associations Incorporation Act permits:
  - (i) exercise any power;

- (ii) take any action; or
- (iii) engage in any conduct or procedure,

which, under the Act, an incorporated association may exercise, take or engage in.

- (e) Notwithstanding clause 4(d); the Association may do all other things that are incidental or conducive to carrying out the Association's purposes.
- (f) Where this Constitution provides that a person may do a particular act or thing, the act or thing may be done at the person's discretion.
- (g) Where this Constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the same manner and subject to the same conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.
- (h) Where this Constitution confers a power to do a particular thing in respect of particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that thing in respect of some only of those matters or in respect of a particular class or particular classes of those matters and to make different provision in respect of different matters or different classes of matters.
- (i) The Association may derive funds from entrance fees, membership fees and from any other source which is determined by the Board.
- (j) The funds of the Association shall be used in pursuance of the objects of the Association.
- (k) Where this Constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
  - (i) to appoint a person to act in the office or position until a person is appointed to the office or position; and
  - (ii) subject to any contract between the Association and the relevant person, to remove or suspend any person appointed, with or without cause.
- (l) Where this Constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (m) Where this Constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears,

the power may be exercised and the duty must be performed by the holder for the time being of the office.

- (n) Where this Constitution confers power on a person or body to delegate a function or power:
- (i) the delegation may be concurrent with, or (except in the case of a delegation by the Board of Directors) to the exclusion of, the performance or exercise of that function or power by the person or body;
  - (ii) the delegation may be either general or limited in any manner provided in the terms of delegation;
  - (iii) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of a specified office or position;
  - (iv) the delegation may include the power to delegate;
  - (v) where the performance or exercise of that function or power is dependent on the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate on the opinion, belief or state of mind of the delegate in relation to that matter; and
  - (vi) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

## **NAME AND OBJECTS**

- 5 In relation to the Association, the:
- (a) name of the Association is the **Hunter Junior Rugby League Incorporated**.
  - (b) official colours of the Association are deep royal blue, red and white.
  - (c) official emblem of the Association is set out at **Schedule 1** to this Constitution.
- 6 The primary objects of the Association are to:
- (a) assume the obligations, rights, assets and liabilities of the Maitland Association and the Newcastle Association.
  - (b) in all respects act in the capacity as the amalgamated body, formed through the amalgamation of the Maitland Association and the Newcastle Association.



- (c) foster, develop, extend and promote the Game and generally to act in the best interests of the Game.
- (d) organise and administer rugby league tournaments, competitions and matches between teams in the Hunter Region, as well as other tournaments, competitions and matches involving teams from the Hunter Region and teams from other places.
- (e) promote the development, playing and interests of the Game within the Hunter Region in co-operation with NSWRL and other controlling bodies.
- (f) foster, develop, extend and promulgate the Game in junior and senior levels within the Hunter Region.
- (g) promote and encourage either directly or indirectly the physical, cultural and intellectual welfare of young people in the Hunter Region.
- (h) promote and encourage either directly or indirectly sport and recreation, particularly the Game, in the interests of social welfare of young persons.
- (i) act in the best interests of the Members.
- (j) encourage goodwill, social fellowship and co-operation between and among the Members and those involved in the Game in the Hunter Region.

The Association may also undertake other activities not inconsistent with the primary objects set out in this clause 6 to enhance, promote or protect the interests of the Association.

## **LIABILITY**

- 7 The Association is an incorporated association registered in New South Wales under the Law. The liability of the Members is limited. Every Member of the Association undertakes to contribute, to the assets of the Association in the event of the Association being wound up while the Member is a Member or within one year after the Member ceases to be a Member, for the payment of the debts and liabilities of the Association contracted before the Member ceases to be a Member and the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst Members, such amount as may be required however not exceeding \$10.00.

## **WINDING UP**

- 8 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association contained in this Constitution and no portion shall be paid or transferred directly or indirectly as a dividend bonus or any other method by way of profit to the Members of the Association provided that nothing shall prevent the payment in good faith of remuneration to any officers or servants of the Association nor to any Member or other person in return for any

services actually rendered to the Association nor prevent the payment of interest on money lent nor reasonable and proper rent for premises demised or let by any Member to the Association.

- 9 If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the Members of the Association but shall be given or transferred to an institution having objects similar to the objects of the Association in relation to supporting and fostering the Game in the Hunter Region, and whose constitution prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under clause 8 and this clause 9, such institution or institutions to be determined by the Members unanimously, and in default thereby the Chief Judge in Equity of the Supreme Court of New South Wales or such other judge of that Court as may have or acquire jurisdiction in the matter.

## **MEMBERSHIP**

### **10 Membership**

- (a) Membership is limited as follows:
- (i) Subject to clause 10(a)(ii), the number of Members for which the Association can be registered is unlimited.
  - (ii) Membership of the Association is divided into the classes specified in clause 10(d). Only those organisations or people who satisfy the qualification and admission criteria for Membership in a particular class, and all other requirements set out in this Constitution concerning admission to Membership, shall be eligible to become a Member in that class.
  - (iii) Subject to the requirements of this Constitution regarding obligations upon applicants for Membership, a candidate for Membership shall agree to be bound by this Constitution by signing and forwarding an application to the Association to this effect in a form approved by the Board and agreeing to their name being entered on the Register.
  - (iv) Nothing in this Constitution shall be interpreted to restrict or hinder or declare as invalid a resolution of the Board to suspend or otherwise decide to not accept any application for Membership.
- (b) No transfer of Membership shall be permitted.
- (c) Where a Member is comprised of more than one entity (together the Joint Members):

- (i) the Joint Members shall collectively have one vote.
- (ii) an obligation of the Joint Members under this Constitution shall be joint and several.
- (iii) a right of the Joint Members is held by the Joint Members jointly.
- (iv) a resignation received from a Joint Member will be treated as a resignation by all Joint Members comprised in that Joint Membership.
- (v) a breach of this Constitution by any of one of the Joint Members is deemed to be a breach of this Constitution by all of the Joint Members of that Joint Membership.
- (vi) the Joint Members must specify to the Association a single address for the service of any notice.
- (vii) any notice sent by the Association to the address specified under clause 10(c)(vi) or received by the Association from a Joint Member shall be treated as being sent or made to or received from all of the Joint Members of that Joint Membership.
- (viii) the Association must send any notice to the address of the Joint Member first named in the Register in the absence of any specification by the Joint Members under this clause.
- (ix) an act or conduct of any of the Joint Members of the Joint Membership is for the purpose of this Constitution deemed to be an act or conduct all of the Joint Members.
- (x) the Joint Members shall be treated as one Member for all purposes under this Constitution.

(d) The classes of Membership of the Association and the corresponding qualification and admission criteria for Membership in that class are as follows:

<b>Class</b>	<b>Qualification for admission</b>	<b>Entitlement to receive notices of meetings?</b>	<b>Voting rights</b>
<b>Maitland Association members as at the Effective Date</b>		Yes	Yes

<b>Newcastle Association members as at the Effective Date</b>		Yes	Yes
<b>Maitland Association life members as at the Effective Date</b>		Yes	No
<b>Newcastle Association life members as at the Effective Date</b>		Yes	No
<b>Life Members</b>	As specified in clause 13.	Yes	No
<b>Director Member</b>	A person who is appointed to the Board who is not otherwise a Member in any class.	Yes	No

- (e) For the purpose of any vote, election or poll of the Members conducted under this Constitution or otherwise, the Members of the Association with an entitlement to vote are organised to vote, and shall vote in the Maitland Voting College and the Newcastle Voting College. The Maitland Voting College and the Newcastle Voting College each are comprised of the Members of the Association at any time, in the following classes:

<b>Voting College</b>	<b>Classes of Members Comprising the Voting College</b>
Maitland Voting College	See <b>Appendix A</b> .
Newcastle Voting College	See <b>Appendix A</b> .

## 11 Form of Application

An application submitted after the Effective Date for Membership in all classes other than Life Membership, and a nomination in the case of Life Membership submitted after the Effective Date, must:

- (a) be in writing in a form approved by the Directors (including without limitation any members' agreement prescribed by the Directors).
- (b) be signed:

- (i) by the applicant; and
  - (ii) completed in accordance with clauses 13(f) to 13(h) in respect of a nomination for Life Membership.
- (c) specify the class of Membership that the application is made in respect of.
  - (d) be accompanied by any other documents, information or evidence as to the qualification for Membership in the particular class for which the Directors reasonably require or which is required by this Constitution.
  - (e) be accompanied by the requisite membership application fee, annual membership fee and/or any other amount determined by the Board and approved by the Members by Ordinary Resolution in general meeting.

## **12 Fees and Subscriptions**

- (a) Subject to clause 12(c) the Board shall determine any fee, subscription or other amount which shall be paid on admission to Membership in any class other than Life Membership, and annually by Members in any class other than Life Membership.
- (b) The Board shall have the power to change any amount which is determined in accordance with clause 12(a).
- (c) Before any determination by the Board made in accordance with clause 12(a) or (b) comes into effect the determination must be approved by the Members in general meeting in accordance with clause 11(e).

## **13 Admission to Membership**

### **Classes other than Life Membership**

In respect of all classes of Membership except for Life Membership the process for admission to Membership of the Association is as set out in clauses 13(a) to 13(e) below:

- (a) The Directors must consider an application for Membership at the next meeting of the Board after its receipt by the Association and determine, subject to this Constitution, the admission or rejection of the applicant.
- (b) The Directors may require any applicant for Membership to give such information as they require before admitting the applicant to Membership of the Association.
- (c) If an application for Membership is rejected the:

- (i) Directors need give no reason for the rejection of an application.
  - (ii) Public Officer must notify the applicant in writing of the rejection of the application.
  - (iii) Public Officer must return to the applicant any amount of any application fee paid to the Association.
- (d) If an application for Membership is accepted the Public Officer must enter the name and details of the Member into the Register of Members.
- (e) The Directors can require a Member to execute additional documents once that Member has been admitted to Membership and remains a Member.

### **Life Membership**

In addition to meeting the requirements of clause 11, the process for admission to Life Membership of the Association (other than in the case of the Life Members of the former Maitland Association and the former Newcastle Association, who are admitted as Life Members of the Association on the amalgamation of the Maitland Association and the Newcastle Association) is as follows:

- (f) A person who is to be considered for admission to Life Membership must be nominated for Life Membership by a proposer and a seconder. Each of the proposer and seconder must be a Member and whom must have been a Member (including of the former Maitland Association and former Newcastle Association) for a continuous period of not less than thirty-six (36) months up to and including the date on which the nomination for Life Membership is submitted to the Association.
- (g) The nomination for Life Membership must be signed by the nominee and by each of the proposer and the seconder.
- (h) The nomination form must be submitted to the Association accompanied by a statement which contains all relevant information and particulars necessary for a determination to be made by the Board as to whether the nominee qualifies to have Life Membership conferred on him. The Board may appoint a committee in accordance with clause 45 of this Constitution, to advise it and assist it in making any such determination.
- (i) A nomination for Life Membership must be received by the Association no later than the last day of the financial year of the Association any particular financial year in order for that nomination to be considered by the Board before the next annual general meeting of the Association. Any nomination received after the deadline specified in this clause and before the next annual general meeting shall not be

considered by the Board until after that next annual general meeting, and shall not be eligible for consideration by the Members until the second annual general meeting after the nomination is received by the Association.

- (j) All nominations for Life Membership shall be referred to the Board for consideration at its first meeting after the deadline for submission of nominations set out in clause 13(i). Despite any other provision of this Constitution, the Board shall meet to despatch the business of considering nominations for Life Membership within 30 days after the deadline specified in clause 13(i).
- (k) The Board shall consider each nomination for Life Membership submitted by the deadline set out in clause 13(i) and determine, in respect of each such nomination, whether or not the person nominated satisfies the qualification criteria set out in clause 10(d)(iv).
- (l) In respect of each nominee who satisfies the qualification criteria in clause 10(d) the Board shall, at the Board meeting referred to in clause 13(j), vote on the question of whether or not to recommend that the nominee be elected by the annual general meeting as a Life Member. The Board shall make a recommendation to the annual general meeting that a nominee should have Life Membership conferred on him if the Board does by Ordinary Resolution decide to make that recommendation in respect of that person.
- (m) At the next annual general meeting following the Board meeting referred to in clause 13(j) a ballot of the Members Present and entitled to vote shall be conducted in respect of the appointment of Life Members.
- (n) Not more than six (6) candidates for Life Membership shall be appointed to Life Membership at each annual general meeting. The following voting procedures shall apply in respect of the appointment of Life Members:

**Six (6) or Less Candidates for Life Membership:**

- (i) That ballot will be conducted on the basis that each Member Present and entitled to vote shall be asked to cast a vote in the affirmative or the negative on the question of whether each nominee recommended by the Board in accordance with clause 13(l) shall be admitted to Life Membership of the Association.
- (ii) A person shall be conferred with Life Membership of the Association provided that at least seventy-five (75) percent of the Members Present and entitled to vote at the annual general meeting vote in the affirmative on the question of whether a nominee for Life Membership

shall be admitted to Membership of the Association in that class.

**In Excess of Six (6) Candidates for Life Membership:**

- (iii) That ballot will be conducted on the basis that each Member Present and entitled to vote shall be asked to cast a vote in the affirmative or the negative on the question of whether each nominee recommended by the Board in accordance with clause 13(l) shall be admitted to Life Membership of the Association.
- (iv) A person shall be conferred with Life Membership of the Association provided that:
  - (1) at least seventy-five (75) percent of the Members Present and entitled to vote at the annual general meeting vote in the affirmative on the question of whether a nominee for Life Membership shall be admitted to Membership of the Association in that class; and
  - (2) subject to clause 13(n)(iv)(3), that person receives the highest through to sixth-highest number of affirmative votes cast in the vote conducted at the annual general meeting; but
  - (3) if more than one (1) candidate for Life Membership ties on the sixth highest number of affirmative votes those tying candidates will not be admitted to Life Membership by that ballot.

**14 Notification by Members**

Each Member must promptly notify the Public Officer in writing of any change in the Member's qualification to be a Member of the Association.

**15 Register of Members and Payments by Members**

- (a) The Register of Members of the Association must be kept in accordance with the Associations Incorporation Act.
- (b) The following must be entered in the Register of Members in respect of each Member:
  - (i) the full name of the Member;
  - (ii) the address, facsimile number and electronic mail address, if any, of the Member;
  - (iii) the date of admission to and cessation of Membership;



- (iv) whether the Member is appointed to the Maitland Voting College or the Newcastle Voting College; and
  - (v) such other information as either the Directors require, or which is required by the Law to be kept.
- (c) Each Member must notify the Public Officer in writing of any change in that Member's name, address, facsimile number or electronic mail address, or any other information supplied in accordance with clause 15(b), within one (1) month after the change.
- (d) Application, subscription and annual fees in respect of Membership in any class may be determined by the Board; however the Board shall not determine that any such amount is payable by Life Members.
- (e) In the event that the Board determines to apply subscription fees or annual fees to Membership generally or Membership in a particular class (and if that determination is approved by the Members in accordance with clauses 11(e) and 12(c)) then each Member who is affected by that determination shall pay that fee within thirty (30) days after the commencement of the financial year of the Association to which the imposition of fees apply.

## **16 Cessation of Membership and Suspension of Membership Rights**

- (a) A resignation of any Member shall be addressed to and forwarded to the Public Officer.
- (b) The Board has the power by Special Resolution to expel, suspend, censure, fine, reprimand or otherwise sanction a Member, in the event of a Member:
- (i) wilfully refusing or neglecting to comply with the provisions of the Constitution;
  - (ii) engaging in or allowing any of its officers, employees or members to engage in any conduct which is or which would have the tendency to be detrimental to the interests of the Association or the Game;
  - (iii) engaging in or allowing any of its officers, employees or members to engage in any conduct which has brought, brings or which would have the tendency to bring the Association, the Game or the Member into disrepute; or
  - (iv) acting in or allowing any of its officers, employees or members to act in a manner which is materially inconsistent with, contrary to or prejudicial to the best interests of the Association or the Game.

(c) However, the Board shall not exercise this power unless at least seven (7) days before the meeting of the Board at which such resolution is passed, the Member:

- (i) had notice of the meeting and the allegations against him;
- (ii) had notice of the intended resolution; and
- (iii) had an opportunity of giving orally or in writing any explanation or defence he may think fit,

and provided further that any such Member may by notice in writing lodged with the Public Officer at least seventy-two (72) hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Association in a general meeting. In that event a general meeting of the Association shall be called for that purpose and if at that meeting such resolution is passed as a Special Resolution of those present and voting, excluding the Member the subject of the resolution (such vote to be taken by ballot) the Member concerned shall be punished accordingly.

(d) Membership shall cease and the Public Officer shall remove the Member's name from the Register of Members upon being satisfied that any one of the following has occurred:

- (i) if the Member dies;
- (ii) if the Member is convicted of an indictable offence that is punishable by imprisonment for 12 (twelve) months;
- (iii) if the Member is or has become a Mentally Incapacitated Person;
- (iv) an Insolvency Event occurring in relation to a Member;
- (v) a written resignation from the Member has been received by the Public Officer with one (1) month's notice;
- (vi) if a resolution expelling the Member from Membership of the Association has been passed in accordance with clause 16(c);
- (vii) if clause 16(f) applies.

(e) In the event that a Member has not paid any subscription, fee or other amount owing by the Member to the Association within thirty (30) days after the due date for the payment of that sum, the Member's rights, including without limitation the right to attend and vote at general meetings of the Association, shall automatically be suspended.

- (f) In the event that Member has not paid any subscription, fee or other amount owing by the Member to the Association within sixty (60) days after the due date for the payment of that sum, the Public Officer shall serve notice on the Member that if all outstanding amounts are not paid to the Association within a period of fourteen (14) days from the date of the notice, that Member's Membership shall cease, and that his name and all other details will thereafter be removed from the Register.

## **MEETINGS OF THE COMPANY**

### **17 Power to convene**

- (a) An annual general meeting of the Association shall be held after the end of each financial year of the Association within the time limit prescribed by the Law. Any reference in this Constitution to a general meeting includes a reference to any annual general meeting.
- (b) The Board:
  - (i) may, whenever they think fit, convene a general meeting; and
  - (ii) must, on the requisition in writing of at least ten (10) Members or any other such number prescribed by the Law, convene a general meeting to be held as soon as practicable but, in any case, not later than one (1) month after the date of the submission of the requisition or by such other date as prescribed by the Law.
- (c) If the Directors do not, within twenty-one (21) days after the date of the submission of a requisition pursuant to clause 17(b)(ii), proceed to convene a general meeting, the requisitioning Members may convene a general meeting to be held not later than two (2) months after the date of submission of the requisition or by such other deadline as prescribed by the Law.
- (d) The Board may postpone or cancel by notice in writing to all Members a general meeting convened by the Board, except that a meeting convened on the requisition of a Member or Members shall not be postponed or cancelled without their consent.

### **18 Notice and conduct of general meetings of the Association**

- (a) Subject to provisions of the Associations Incorporation Act relating to special and other resolutions, at least twenty-one (21) days' written notice must be given to Members, in the classes specified in clause 10(d) as being entitled to receive notices of meetings of the Association, of any general meeting, provided that, subject to the Associations Incorporation Act, a general meeting may be called by shorter notice.

- (b) Each notice convening a general meeting shall contain the information required by the Law and this Constitution.
- (c) The non-receipt of a notice convening a general meeting by or the accidental omission to give notice to any person entitled to receive notice shall not invalidate the proceedings at or any resolution passed at the general meeting.
- (d) The Association may conduct a general meeting by the use of any Technology, or any combination of Technologies, approved by the Board which gives each Member attending the meeting a reasonable opportunity to participate in the meeting.
- (e) A Member (including a Member's Representative, if a Member's Representative is appointed) who participates in a general meeting using that Technology referred to in clause 18(d):
  - (i) is to be counted as present for any calculation of any quorum; and
  - (ii) is taken to have voted in person in relation to any vote, poll or election which the Member casts a vote or otherwise participates in.

**19 Quorum**

- (a) No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) A quorum for any general meeting shall be ten (10) Members Present and entitled to vote on any item of business included in the notice of that general meeting.
- (c) No vote of the Maitland Voting College shall proceed unless a quorum of Members of the Maitland Voting College is present. A quorum of the Maitland Voting College is constituted by not less than ten (10) Members who are part of the Maitland Voting College or fifty (50) percent (%) of the total number of the Members who are part of the Maitland Voting College (whichever number is the lesser), who are Members Present and entitled to vote.
- (d) No vote of the Newcastle Voting College shall proceed unless a quorum of Members of the Newcastle Voting College is present. A quorum of the Newcastle Voting College is constituted by not less than ten (10) Members who are part of the Newcastle Voting College or fifty (50) percent (%) of the total number of the Members who are part of the Newcastle Voting College (whichever number is the lesser), who are Members Present and entitled to vote.

**20****Chairman of meetings**

- (a) Subject to clause 20(b), the Chairman shall preside as Chairman at every general meeting.
- (b) Where a general meeting is held and:
  - (i) there is no Chairman; or
  - (ii) the Chairman is not present within fifteen (15) minutes after the time appointed for the meeting or does not wish to act as chairman of the meeting,

the Members Present shall elect as chairman of the meeting another Director who is present and willing to act, or if no other Director willing to act is present at the meeting, a Member's Representative who is present and willing to act.

- (c) Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the Chairman of the meeting, whose decision is final.

**21****Adjournments**

- (a) The Chairman may adjourn the general meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a general meeting is adjourned for twenty-one (21) days or more, notice of the adjourned general meeting shall be given as in the case of an original general meeting.
- (d) Except as provided by clause 21(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned general meeting.

**22****Voting at general meetings**

- (a) Any resolution to be considered at a general meeting shall be decided on a show of hands unless a poll is demanded. For any general meeting that is conducted by or including the use of any Technology, the Chairman is empowered to direct how Members Present using that Technology are to vote, subject to clause 22(e).
- (b) A declaration by the Chairman that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the general meeting shall be taken as conclusive evidence of the fact

without the need to show the number or proportion of the votes recorded in favour of or against the resolution.

- (c) Despite the Law, a poll for a resolution may be requested by the Chairman or by at least two (2) Members Present and entitled to vote on the resolution. A request for a poll may be withdrawn.
- (d) No voting on any resolution to be considered at a general meeting shall be conducted by way of a postal ballot and any votes which are cast by post in respect of any such resolution shall be disregarded.
- (e) The Association may hold an electronic ballot as part of any general meeting, as directed by the Board or the Chairman (or other chairperson) of the meeting. Any electronic ballot conducted is to be conducted in accordance with Schedule 3 of the Associations Incorporation Regulations and the rules for the conducting of electronic ballots.

### **23 Procedure for polls**

- (a) Subject to this clause, a poll when requested shall be taken in the manner and at the time the Chairman directs.
- (b) The result of the poll shall be a resolution of the general meeting at which the poll was requested.
- (c) The request for a poll shall not prevent a general meeting from continuing with the transaction of any business other than that on which a poll has been requested.

### **24 Casting Vote for Chairman**

In the event of an equality of votes on a show of hands or on a poll the Chairman of the general meeting shall not have a casting vote.

### **25 Representation and voting of Members**

- (a) Subject to this Constitution including clauses 16(e) and 16(f), and subject to clause 26 in relation to the appointment of proxies and clause 31 in relation to the election of Maitland Directors and Newcastle Directors:
  - (i) Members in the classes specified in clause 10(d) as having the right to attend and vote at general meetings shall have the right to attend and vote at general meetings of the Association provided that, where the Member is not a natural person, the Member shall appoint one (1) Member's Representative who is entitled to attend the meeting as the representative of that Member and exercise all of the powers of that Member which are exercisable at that meeting.

- (ii) A Member shall be entitled to appoint a Member's Representative by a written instrument executed by the Member.
  - (iii) In the case of a Member being entitled to and appointing a Member's Representative, the Member's Representative must be chairman or a member of the board of that Member unless the Chairman otherwise provides a Member with written authority for the Member to appoint some other person as its Member's Representative.
- (b) Subject to this Constitution:
  - (i) and subject to clause 25(e), at meetings of the Association each Member entitled to attend and vote may attend and vote in person, by Technology if Technology is being used in conjunction with the meeting; via electronic ballot if electronic voting is being used in conjunction with that meeting; or by proxy;
  - (ii) on a show of hands, every Member Present having the right to vote at a general meeting has one vote; and
  - (iii) on a poll, every Member Present having the right to vote at a general meeting has one vote.
- (c) An objection to the qualification of a person to vote at a general meeting:
  - (i) Must be raised before or at the general meeting of which the vote objected is given or tendered;
  - (ii) Must be referred to the chairperson of the meeting, his decision is final.
- (d) A vote not disallowed by the Chairman of a meeting under clause 25(c) is valid for all purposes.
- (e) For any vote, poll or election in which Members, with an entitlement to vote, do vote within the Maitland Voting College and/or the Newcastle Voting College:
  - (i) Subject to this Constitution, the Member may appoint a proxy provided that the appointed proxy is also a member of the Voting College at meetings of the Association each Member entitled to attend and vote may attend and vote in person or by proxy

**26****Proxies**

- (a) A Member may appoint a proxy. A proxy must be another Member (or the Member's Representative of that Member) who is by reference to this Constitution entitled to attend and vote at that general meeting either in person or through the appointment of a Member's Representative.
- (b) An instrument appointing a proxy must be in writing under the hand of the appointor personally.
- (c) An instrument appointing a proxy shall be in the form which appears at **Appendix B**.
- (d) A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated; however, if the instrument appointing a proxy specifies the way in which a proxy is to vote on any particular matter put to a vote at a general meeting, then the proxy must vote in the manner indicated in the instrument appointing the proxy.
- (e) The documents to be received under the Law and this Constitution for an appointment of a proxy to be effective must be received by the Public Officer not less than twenty-four (24) hours before the meeting commences or resumes (as the case may be).

**27****Right of officers and advisers to attend general meeting**

- (a) The Public Officer, the chief executive officer and any other officer of the Association who is not a Member shall be entitled to be present and, at the request or permission of the Chairman, to speak at any general meeting.
- (b) Any other person (whether a Member or not) requested by the Directors to attend any general meeting shall be entitled to be present and, at the request of the Chairman, to speak at that general meeting.

**28****Circulating resolutions**

Nothing in this Constitution limits the Association's power to pass a resolution as a circulating resolution.

**29****Constitutions of Members and Affiliates**

- (a) Any constitution which is intended to be adopted by a Member in any class (other than a Member who is a natural person) or Affiliate must be in a form which is approved in writing by the Association before that document is adopted by that organisation.
- (b) Any proposed amendment or alteration to the constitution of a Member in any class (other than a Member who is a natural person)



or an Affiliate must be in a form which is approved in writing by the Association before that document is adopted by that organisation.

- (c) The Association may at any time require a Member in any class (other than a Member who is a natural person) or an Affiliate to amend or alter its constitution, rules, regulations or by-laws in such manner as the Association reasonably directs and provided that the Association gives reasons supporting the requirement. An organisation in receipt of such a direction by the Association shall comply with the direction in accordance with its terms.

## **DIRECTORS**

### **30 The Board**

- (a) The Board of the Association:
  - (i) shall consist of a maximum of seven (7) Directors, comprised of a maximum of two (2) Newcastle Directors, a maximum of two (2) Maitland Directors, a maximum of two (2) independent and a Chairman; and
  - (ii) must at all times be comprised of not less than three (3) Directors, each of whom is ordinarily resident in Australia
- (b) No person shall be eligible for appointment as a Director if that person has not attained the age of eighteen (18) years.
- (c) No person shall be eligible for appointment as a Director (be it a Maitland Director, a Newcastle Director, an Independent Director or Chairman) if the person is serving, or has at any time within the preceding twenty-four (24) months served as a member of the board of directors, management committee or executive committee of a Member that is part of the Maitland Voting College or the Newcastle Voting College.
- (d) The Directors shall be appointed in accordance with the procedures set out in this Constitution.

### **31 How Directors are appointed**

#### **Maitland Directors**

The Maitland Directors of the Association shall be appointed as follows:

- (a) Maitland Directors are nominated by the Maitland Voting College Members and appointed by the Maitland Voting College for the period determined by clause 32. The Maitland Voting College shall have the right to appoint a maximum of two (2) Maitland Directors.

- (b) A person is only eligible to stand for election as a Maitland Director if that person is a Member that is part of the Maitland Voting College, or a member of a Member that is part of the Maitland Voting College.
- (c) Nominations of an eligible person for election as a Maitland Director must be made in writing in a form prescribed by the Board. That nomination document must be signed by:
  - (i) the person nominated; and
  - (ii) the Member, who must be comprised in the Maitland Voting College, nominating that candidate.
- (d) Nominations of candidates for election as a Maitland Director must be received by the Public Officer no later than 4:00pm on the day which is fourteen (14) days prior to the meeting of the Association at which the subject election shall take place.
- (e) Within four (4) days after the date specified in clause 31(d), each candidate nominated for election as a Maitland Director may supply to the Public Officer a written statement not exceeding 300 words, which contains details of the nominee's qualifications and experience, and a statement by the nominee as to the merits of his candidacy for election as a Maitland Director.
- (f) The Public Officer shall, not less than seven (7) days prior to the meeting of the Association at which the subject election shall take place, cause to be sent to all Maitland Voting College Members a document, which includes any statement provided by each candidate for election as a Maitland Director, provided that there shall be no obligation to distribute any material which either does not comply with the requirements of this 31, or if the statement contains material which is defamatory.
- (g) Elections of Maitland Directors shall be conducted in accordance with clause 32 and the Voting Rules set out in **Appendix C**.

#### **Newcastle Directors**

- (h) Newcastle Directors are nominated by the Newcastle Voting College Members and appointed by the Newcastle Voting College for the period determined by clause 32. The Newcastle Voting College shall have the right to appoint a maximum of two (2) Newcastle Directors.
- (i) A person is only eligible to stand for election as a Newcastle Director if that person is a Member that is part of the Newcastle Voting College, or a member of a Member that is part of the Newcastle Voting College.

- (j) Nominations of an eligible person for election as a Newcastle Director must be made in writing in a form prescribed by the Board. That nomination document must be signed by:
  - (i) the person nominated; and
  - (ii) the Member, who must be comprised in the Newcastle Voting College, nominating that candidate.
- (k) Nominations of candidates for election as a Newcastle Director must be received by the Public Officer no later than 4:00pm on the day which is fourteen (14) days prior to the meeting of the Association at which the subject election shall take place.
- (l) Within four (4) days after the date specified in clause 31(k), each candidate nominated for election as a Newcastle Director may supply to the Public Officer a written statement not exceeding 300 words, which contains details of the nominee's qualifications and experience, and a statement by the nominee as to the merits of his candidacy for election as a Newcastle Director.
- (m) The Public Officer shall, not less than seven (7) days prior to the meeting of the Association at which the subject election shall take place, cause to be sent to all Newcastle Voting College Members a document, which includes any statement provided by each candidate for election as a Newcastle Director, provided that there shall be no obligation to distribute any material which either does not comply with the requirements of this 31, or if the statement contains material which is defamatory.
- (n) Elections of Newcastle Directors shall be conducted in accordance with clause 32 and the Voting Rules set out in **Appendix C**.

#### **Independent Directors**

- (o) The Independent Directors shall be elected by an Ordinary Resolution of the Maitland Directors and the Newcastle Directors.
- (p) The Maitland Directors and the Newcastle Directors must not appoint a person as an Independent Director, unless the Maitland Directors and Newcastle Directors voting in the majority in passing the Ordinary Resolution are of the opinion that the person has special qualifications, experience, business acumen and/or technical skills which would be of material benefit to the Association if that person were an Independent Director.

## **Appointment and re-appointment of the Chairman**

The Chairman of the Association shall be appointed as follows:

- (q) The Chairman is nominated by, and elected by the Association directors, for the term of office determined by clause 32.
- (r) A person shall be eligible to be elected as Chairman if the person is not a Member of the Association.
- (s) From the time commencing after the 2023 Annual General Meeting, the Chairman of the Association shall be determined by a vote of the Association directors.
- (t) The Association directors may appoint a Chairman for a period which ends no later than at the conclusion of the next-but-one annual general meeting of the Association (for example, where the Chairman is appointed after the 2023 Annual General Meeting, the Chairman cannot be appointed for a term which ends *after* the conclusion of the annual general meeting of the Association ending in 2025).
- (u) A person who serves as Chairman of the Association may be reappointed, in the same manner as the Chairman is appointed by the Association directors.

## **Directors Generally**

- (v) Prior to appointment as a Director a prospective appointee shall provide to the Association a schedule of potential conflicting interests with the Association. If a prospective appointee has a material conflicting interest with the interests of the Association, then that person must not be appointed as a Director; however, the fact that such a person is involved in the Game shall be disregarded.
- (w) The Association may at any time remove any Director from office as follows:
  - (i) A Maitland Director may be removed from office on the passing of a resolution passed by a majority of the Maitland Voting College Members, which is passed in a meeting of the Association.
  - (ii) A Newcastle Director may be removed from office on the passing of a resolution, which is passed by a majority of the Newcastle Voting College Members, which is passed in a meeting of the Association.
  - (iii) The Chairman may be removed from office on the passing of a resolution of the Members of the Association entitled to vote, that is passed by not less than seventy-

five (75) percent (%) of those Members voting in favour of that resolution.

- (x) The removal of a Director or Directors under clause 31(w) shall be subject to the provisions of this Constitution relating to the filling of casual vacancies.
- (y) The Directors shall have power at any time, and from time to time, at a duly convened meeting of Directors, to appoint a person to fill a casual vacancy. A person selected by the Directors to fill a casual vacancy must, by reference to clause 31, hold the qualifications required in order to fill the specific vacancy. A person appointed to fill a casual vacancy is deemed to fill the vacancy until the time that the person vacating the appointment would have remained as a Director, but for the vacancy occurring.
- (z) A Director who is removed from office under clause 31(w) must not be later appointed to the office of Director until a period of three (3) years elapses, commencing on the day after the date that the person was removed from office.

## **32 Retirement and rotation of Directors**

### **Initial Board upon adoption of this Constitution**

- (a) The initial Maitland Directors, upon the amalgamation of the Maitland Association and the Newcastle Association shall be:
  - (i) Rebecca Fullick.
  - (ii) Peter Martin.
- (b) The initial Newcastle Directors, upon the amalgamation of the Maitland Association and the Newcastle Association shall be:
  - (i) Jody Watsford.
  - (ii) Michael Porter.
- (c) The Maitland Directors appointed in accordance with clause 32(a) shall remain in office until the conclusion of the 2023 Annual General Meeting.
- (d) The Newcastle Directors appointed in accordance with clause 32(b) shall remain in office until the conclusion of the 2023 Annual General Meeting.
- (e) The names of the Maitland Directors and Newcastle Directors and the Director Group into which they are included shall be recorded in the minutes of the Board.

### **Rotation of Directors other than the Chairman**

- (f) At the 2023 Annual General Meeting the Maitland Directors shall retire, and an election for the two (2) Maitland Director position shall be conducted in accordance with this Constitution.
- (g) At the 2023 Annual General Meeting the Newcastle Directors shall retire, and an election for the two (2) Newcastle Director position shall be conducted in accordance with this Constitution.
- (h) Maitland Directors and Newcastle Directors elected at an annual general meeting shall take office immediately following the end of the meeting at which they are elected, and shall thereafter remain in office subject to this Constitution until the conclusion of the next-but-one annual general meeting of the Association (for example, where the Maitland Directors and the Newcastle Directors are elected for the period commencing after the conclusion of the 2023 Annual General Meeting, the term of office concludes at the conclusion of the annual general meeting of the Association held after the financial year of the Association ending in 2025).
- (i) Independent Directors shall be elected by the Maitland Directors and the Newcastle Directors for a period to be determined by those Maitland Directors and Newcastle Directors, provided that no Independent Director shall be appointed for a period that ends after the conclusion of the next but one annual general meeting of the Association after the date on which the Independent Director is elected.
- (j) Directors appointed to fill a casual vacancy, as a replacement for a retiring Director or otherwise in accordance with this Constitution shall be determined to fill a vacancy in the position vacated for the purposes of determining that person's allocation into a Director Group.
- (k) The provisions of clause 32(i) do not operate to prevent an Independent Director being appointed for a second or subsequent term in office.

**33**

### **Vacation of office**

- (a) The office of a Director becomes vacant, and a casual vacancy in that office is created, in any of the following circumstances:
  - (i) in the circumstances prescribed by the Law.
  - (ii) if an Insolvency Event occurs in relation to a Director.
  - (iii) if the Director becomes a Mentally Incapacitated Person.
  - (iv) if the Director is removed from office pursuant to this Constitution.

- (v) if the Director is removed from office by the Members under the procedure prescribed in the Law.
  - (vi) if the Director resigns by notice in writing to the Public Officer or refuses to act.
  - (vii) is absent without the consent of the Board from three (3) consecutive meetings of the Board.
  - (viii) is removed from office in accordance with this Constitution.
  - (ix) dies.
  - (x) if, in the case of a Maitland Director, the Director ceases to meet the eligibility criteria specified in this Constitution in order for that person to be elected as a Maitland Director.
  - (xi) if, in the case of a Newcastle Director, the Director ceases to meet the eligibility criteria specified in this Constitution in order for that person to be elected as a Newcastle Director.
- (b) In circumstances of a casual vacancy occurring in the office of any Director:
- (i) The Maitland Voting College shall elect a replacement Maitland Director.
  - (ii) The Newcastle Voting College shall elect a replacement Newcastle Director.
  - (iii) The Maitland Directors and the Newcastle Directors shall elect a new Independent Director.
  - (iv) The Maitland Directors and the Newcastle Directors shall appoint a new Chairman in the same manner that a Chairman may be appointed in the normal course.
  - (ii) A person can be appointed as a Director under this clause in order to make up a quorum for a directors' meeting even if the total number of directors of the Association is not enough to make up that quorum.
- (c) Any appointment made pursuant to clause 33(b) shall be on terms determined by the remaining Directors subject to the requirements of this Constitution.

**Chief Executive Officer, Public Officer, Patron and Employees**

- (a) The Directors may from time to time appoint a chief executive officer of the Association for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.
- (b) The chief executive officer is not a Director and is not a member of the Board.
- (c) At any time while the chief executive officer remains appointed in that position he or she may not be appointed as a Director, even if the person is otherwise qualified under this Constitution as eligible for appointment.
- (d) The chief executive officer must report to the Board on a regular basis and as and when required by the Board.
- (e) The chief executive officer must attend meetings of Directors if required by the Board to do so; however, the chief executive officer is not entitled to vote on any resolution which is considered by the Board at any such meeting.
- (f) The Directors must appoint a Public Officer in accordance with the requirements of the Law. Despite any other provision of this Constitution the Public Officer shall be eligible for appointment as, and to serve as, a Director.
- (g) Nothing in this clause 34 shall be interpreted as restricting the Association's powers to employ any other person in any other position in accordance with the other provisions of this Constitution.
- (h) The Board may appoint a Patron or up to a maximum four (4) Patrons of the Association. The role of a Patron is to support, aid, protect and promote the Association and its objects. The Board shall not appoint a person as a Patron unless the Board decides that a prospective appointee is a person who is possessed of sufficient skills, qualifications, experience and standing in the community, necessary to discharge the functions of a Patron.

**POWERS AND DUTIES OF DIRECTORS****Powers of Directors**

- (a) Subject to the Law and this Constitution, the business of the Association shall be managed by the Directors who may exercise all powers of the Association, including but not limited to the making of rules, regulations, by-laws and all other decisions consistent with fulfilling the objects of the Association, which are not, by the Law or this Constitution, required to be exercised by the Association in general meeting.



- (b) No clauses, regulations or other decisions so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
- (c) The Directors shall not sell or otherwise dispose of the main undertaking of the Association or any land holdings of the Association without the prior approval of the Association in general meeting
- (d) Without limiting the generality of clause 35 the Directors may exercise all the powers of the Association to borrow money and to charge any property or business of the Association.

**36 Appointment of Attorneys and Returning Officers**

- (a) The Directors may, by power of attorney, appoint any person to be the attorney of the Association for the purposes, with the powers, authorities and discretions vested in or exercisable by the Board as may be specified by them and for such period and subject to such conditions as they think fit.
- (b) The Chairman shall appoint a Returning Officer to act in respect of any election of Life Members, Maitland Directors and Newcastle Directors.

**37 Negotiable instruments**

All negotiable instruments of the Association shall be executed by the persons and in the manner that the Directors decide from time to time.

**MEETINGS OF DIRECTORS**

**38 Meetings**

- (a) The Directors shall meet together as often as is necessary for the despatch of business of the Association and may adjourn and otherwise regulate their meetings as they think fit.
- (b) Any one (1) Director may, at any time, by written notice to the Chairman request that a meeting of the Directors be convened. The Chairman shall forthwith convene a meeting in accordance with such a request.
- (c) Reasonable notice must be given to every Director of the place, date and time of every meeting of the Directors. Reasonable notice of meetings of the Directors must also be given to:
  - (i) the chief executive officer in the event that the Directors require that the chief executive officer attends that meeting.

- (ii) the Public Officer in the event that the Directors require that the Public Officer attends that meeting.
- (d) Where any Director is for the time being outside of Australia, notice need only be given to that Director if contact details have been given.
- (e) A notice of a meeting of Directors:
  - (i) must specify the time and place of the meeting;
  - (ii) need not state the nature of the business to be transacted at the meeting; and
  - (iii) may be given in person or by post or by telephone, facsimile or other electronic means.
- (f) A Director may waive notice of any meeting of Directors by notifying the Association to that effect in person or by post, telephone, facsimile or other electronic means.
- (g) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any thing done or resolution passed at the meeting if:
  - (i) the non-receipt or failure occurred by accident or error;
  - (ii) before or after the meeting, the Director waived or waives notice of that meeting under clause 38(f) or has notified or notifies the Association of his or her agreement to that thing or resolution personally or by post, telephone, facsimile or other electronic means; or
  - (iii) the Director attended the meeting.
- (h) A person who attends a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting.

**39 Meetings by technology**

- (a) For the purposes of the Law, each Director, on becoming a Director (or on the adoption of this Constitution), consents to the use of the following technology for calling or holding a Board meeting:
  - (i) video;
  - (ii) telephone;
  - (iii) electronic mail;
  - (iv) any other technology which permits each Director to communicate with every other Director; or

- (v) any combination of the technologies described in the above paragraphs.
- (b) A Director may withdraw the consent given under this clause in accordance with the Law.
- (c) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
  - (i) the participating Directors shall, for the purpose of every provision of this Constitution concerning meetings of the Directors, be taken to be assembled together at a meeting and to be present at that meeting; and
  - (ii) all proceedings of those directors conducted in that manner shall be as valid and effective as if conducted at a meeting at which all of them were present.

**40 Quorum at meetings**

A quorum for a meeting of Directors is the presence or, subject to clause 39, participation as permitted by the Law of at least three (3) Directors including at least one (1) Maitland Director and at least one (1) Newcastle Director.

**41 Chairman**

- (a) The chairman of all meetings of the Board and the Association shall be the Chairman appointed in accordance with clauses 31 and 32.
- (b) Where a meeting of Directors is held and:
  - (i) a chairman has not been elected as provided by clause 41(a); or
  - (ii) the Chairman is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting,

the Directors present shall elect one of the Directors to act as the chairman of the meeting.
- (b) The Chairman shall have a casting vote in addition to any vote to which the Chairman may be entitled as a Director.

**42 Proceedings at meetings**

Subject to this Constitution, questions arising at a meeting of Directors shall be decided by a majority vote of Directors present and voting and any such decision, such decision which shall for all purposes be taken to be a decision of the Board.

## DIRECTORS' OWN INTERESTS

### 43 Disclosure of interests

- (a) A Director is not disqualified by the Director's office from contracting with the Association in any capacity.
- (b) A contract or arrangement made by the Association with a Director or in which a Director is in any way directly or indirectly interested shall not be avoided merely because the Director is a party to or interested in it.
- (c) A Director is not liable to account to the Association for any profit derived in respect of a matter in which the Director has a material personal interest, merely because of the Director's office or the fiduciary relationship it entails, if the Director has:
  - (i) declared the Director's interest in the matter as soon as practicable after the relevant facts have come to the Director's knowledge; and
  - (ii) not contravened this Constitution or the Law in relation to the matter.

A general notice that the Director is an officer or member of a specified entity or organisation stating the nature and extent of the Director's interest in the entity or organisation shall, in relation to a matter involving the Association and that entity or organisation, be a sufficient declaration of the Director's interest, provided the extent of that interest is not materially greater at the time of first consideration of the relevant matter by the Directors than was stated in the notice.

- (d) Subject to the Law, a Director may not vote in respect of a matter in which that Director has a material personal interest.
- (e) If the provisions of clause 43 and the Law have been observed by any Director with regard to any contract or arrangement in which the Director is in any way interested, the fact that the Director signed the document evidencing the contract or arrangement shall not in any way affect its validity.
- (f) Each Director must provide the Association with notification from time to time of that Director's interests for the purposes of this clause 43.
- (g) The Association shall maintain register of those interests of Directors notified to the Association from time to time.
- (h) Nothing in this clause 43 shall operate to limit the operation of the Associations Incorporation Act as it applies to the interests of members of the Board.

**44 Disputes Between Members**

- (a) Disputes between Members (arising in the capacity and context of the parties being Members) shall be resolved in accordance with the rules and regulations (including any member protection rules and policies, any codes of conduct, and any policies concerning the adjudication on disputes) established by the Board.

**45 Board Committees**

- (a) The Directors may delegate any of their powers to a committee or committees consisting of such number of them and/or other persons as the Directors may determine, in accordance with this Constitution. A committee may consist of one or more persons. The Chairman shall be an ex officio member of every committee established by the Directors.
- (b) A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors. A power so exercised shall be taken to have been exercised by the Directors.
- (c) The number of members whose presence at a meeting of a committee is necessary to constitute a quorum is the number determined by the Directors and, if not so determined, is three (3) or the total number of members of the committee, whichever number is the lesser. Unless the Directors determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.
- (d) Minutes of all the proceedings and decisions of every committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Law to be made, entered and signed.

**46 Written resolutions**

- (a) If a document:
  - (i) is sent to all those entitled to receive notice of a meeting at which a resolution could be put;
  - (ii) contains a statement that the signatories to it are in favour of that resolution;
  - (iii) the terms of the resolution are set out or identified in the document; and
  - (iv) has been signed by all of the Directors entitled to vote on that resolution,

a resolution in those terms is passed on the day on which and at the time at which the document was signed by such Directors and the document has effect as a minute of the resolution.

- (b) For the purposes of clause 46(a):
  - (i) Two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be taken to constitute a document containing a statement in those terms signed by those Directors at the time at which the last of those documents to be signed was signed by a Director; and
  - (ii) a facsimile or electronic mail which is received by the Association or an agent of the Association and is sent for or on behalf of a Director shall be taken to be signed by that Director not later than the time of receipt of the facsimile or electronic mail by the Association or its agent in legible form.

#### **47 Defects in appointments**

- (a) All acts done by any meeting of the Directors, committees of Directors or any person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of the committee.
- (b) Clause 47(a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a committee or to act as a Director or that a person so appointed was disqualified.

#### **MINUTES OF MEETINGS**

48. The Directors shall cause minutes to be duly entered in books provided for the purpose:
- (a) of all appointments of officers;
  - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (c) of all orders made by the Directors and of any committee of the Directors;
  - (d) all resolutions of the Association; and
  - (e) of all resolutions and proceedings of meetings of the Association, of all meetings of the Directors of the Association, and of all meetings of any committee of the Directors,

and such minutes, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

49. Copies of all minutes shall be forwarded to the Public Officer as soon as possible.

## **PUBLIC OFFICER AND OFFICERS**

### **50 Public Officer**

- (a) Subject to this clause, a Public Officer of the Association holds office on the terms and conditions, as to remuneration and otherwise, as the Directors decide. A Public Officer shall be appointed at the first meeting of Directors after a vacancy in that office occurs.
- (b) The Directors may at any time terminate the appointment of a Public Officer.

### **51 Other officers**

- (a) The Directors may from time to time may, in accordance with this Constitution:
- (i) create any other position or positions in the Association with such powers and responsibilities as the Directors from time to time confer; and
- (ii) appoint any person, whether or not a Director to a position or positions created under clause 51(a)(i).
- (b) The Directors may at any time terminate the appointment of a person holding a position created under clause 51(a)(i) and may abolish the position.

## **EXECUTING DOCUMENTS**

### **52 Execution of documents**

- (a) Subject to clause 37, the Association may execute documents in any way that an incorporated association registered in New South Wales is permitted to execute documents.
- (b) The Public Officer is an Authorised Signatory for the purposes of the execution of documents by the Association.
- (c) The Board may by Ordinary Resolution appoint other Authorised Signatories in accordance with the provisions of the Law.

## **INSPECTION OF RECORDS, ACCOUNTS AND AUDIT**

### **53 Inspection of records**

- (a) The books and records of the Association shall be kept in the custody and control of the Public Officer.
- (b) The Directors have the power to authorise a Member to inspect books of the Association (to the extent, at the time and places and under the conditions the Directors consider appropriate).
- (c) A Member (other than a Director) does not have the right to inspect any document of the Association except as provided by the Law or authorised by the Directors.

### **54 Accounts and Reporting to Members**

The Directors shall:

- (a) cause proper accounts and other records to be kept and audited;
- (b) send copies of the financial report, directors' reports and auditor's report to the Members in accordance with the requirements set out in the Associations Incorporation Act.
- (c) cause to be laid before each annual general meeting the financial report, the Directors' report and the auditor's report for the last financial year that ended before the annual general meeting.

### **55 Audit and financial year**

- (a) A properly qualified auditor or auditors shall be appointed to the Association to review the financial statements, the notes thereto and the Directors' declaration about the financial statements and the notes thereto and report to the Members on whether the auditor is of the opinion that the financial report is in accordance with the Law, complies with accounting standards and presents a true and fair view.
- (b) The financial year of the Association shall end on 31 October in each calendar year.

## **NOTICES**

### **56 Notices generally**

- (a) Any Member who has not left at or sent to the registered office a place of address, facsimile number or an electronic mail address (for registration in the Register) at or to which all notices and documents of the Association may be served or sent shall not be entitled to receive any notice.



- (b) A notice may be given by the Association to any Member by:
  - (i) serving it on the Member personally;
  - (ii) sending it by post to the Member or leaving it at the Member's address as shown in the Register or the address supplied by the Member to the Association for the giving of notices;
  - (iii) facsimile to the facsimile number supplied by the Member to the Association for the giving of notices; or
  - (iv) transmitting it electronically to the electronic mail address given by the Member to the Association for the giving of notices.
- (c) Notice to a Member whose address for notices is outside Australia shall be sent by airmail, facsimile or electronic mail.
- (d) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected:
  - (i) in the case of a notice of a meeting, on the day next after the date of its posting; and
  - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (e) Where a notice is sent by facsimile or electronic transmission, service of the notice shall be taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the business day after it is sent.

**57 Notices of general meeting**

- (a) Notice of every general meeting shall be given in a manner authorised by clause 56:
  - (i) to every Member entitled, by reference to clause 10, entitled to receive notice;
  - (ii) each Director;
  - (iii) any auditor to the Association; and
  - (iv) any other person entitled to receive such notice under this Constitution or by operation of the Law.
- (b) Except as required by the Law, no other person is entitled to receive notice of general meetings.

## INDEMNITY

### 58 Indemnity and insurance

- (a) To the extent permitted by law and without limiting the powers of the Association, the Association must indemnify each person who is, or has been, a Director or Public Officer or officer of the Association against any liability which results from facts or circumstances relating to the person serving or having served in that capacity in relation to the Association:
- (i) to any person (other than the Association or a Related Body Corporate), which does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
  - (ii) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to such proceedings in which the court grants relief to the person under the Law.
- (c) The Association need not indemnify a person as provided for in clause 58(a) in respect of a liability to the extent that the person is entitled to the benefit of an indemnity in respect of that liability under a contract of insurance.
- (d) To the extent permitted by law and without limiting the powers of the Association, the Directors may authorise the Association to, and the Association may enter into any:
- (i) documentary indemnity in favour of; or
  - (ii) insurance policy for the benefit of,
- a person who is, or has been, a Director, Public Officer, employee or other officer of the Association.
- (e) The benefit of each indemnity given in clause 58(a) continues, even after its terms or the terms of this paragraph are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

## AMENDMENT TO THIS CONSTITUTION

### 59 Process for amendment, and no amendment et cetera without NSWRL approval

In addition to any requirements imposed by the Associations Incorporation Act, no step taken for the purpose of any amendment, alteration, modification,

supplementation, repealing or replacement of this Constitution shall be of any effect unless it is approved by a Special Resolution of the Maitland Voting College and a Special Resolution of the Newcastle Voting College.

Schedule 1

Emblem



## Appendix A

### Schedule of Members and Voting Colleges at the Effective Date

(including a schedule of deceased life members of the Maitland Association and the Newcastle Association at the Effective Date)

Class of Membership	List of Members in Class
<b>Maitland Association members at Effective Date</b>	<p>Cessnock Minor Rugby League Incorporated</p> <p>Dungog Junior Rugby League Incorporated</p> <p>East Maitland Junior Rugby League Football Club Incorporated</p> <p>Greta Branxton Rugby League Football Club Incorporated</p> <p>Kurri Minor Rugby League Incorporated</p> <p>Morpeth Junior Rugby League Club Incorporated</p> <p>Thornton/Beresfield Rugby League Incorporated</p> <p>West Maitland Junior Rugby League Football Club Incorporated</p> <p>West Wallsend Junior Rugby League Football Club Incorporated</p> <p>Woodberry Junior Rugby League Football Club Incorporated</p>
<b>Newcastle Association members at Effective Date</b>	<p>Belmont North Rugby League Club Incorporated</p> <p>Cardiff Junior Rugby League Football Club Incorporated</p> <p>Central Charlestown Junior Rugby league Football Club Incorporated</p> <p>Dudley Redhead Junior Rugby League Football Club Incorporated</p> <p>Glendale Junior Rugby League Football Club Incorporated</p> <p>Kotara Junior Rugby League Football Club Incorporated</p> <p>Lakes United Junior Rugby League Football Club Incorporated</p>

	<p>Macquarie United Sub-Junior Rugby League Football Incorporated</p> <p>Mallabula Panthers Junior Rugby League Football Club Incorporated</p> <p>Myall River Junior Rugby League Football Club Incorporated</p> <p>Nelson Bay Junior Rugby League Football Club Incorporated</p> <p>Kotara Junior Rugby League Football Club Incorporated</p> <p>Raymond Terrace Junior Rugby League Football Club Incorporated</p> <p>South Lakes Junior Rugby League Football Club Incorporated</p> <p>South Newcastle Rugby League Football Club (Juniors) Incorporated</p> <p>Stockton Junior Rugby League Football Club Incorporated</p> <p>Swansea-Caves Junior Rugby League Football Club Incorporated</p> <p>Valentine Eleebana Junior Rugby League Football Club Incorporated</p> <p>Wallsend Maryland Tigers RLFC Incorporated</p> <p>Wangi Junior Rugby League Football Club Incorporated</p> <p>Waratah Mayfield Junior Rugby Football League Incorporated</p> <p>Newcastle Western Suburbs Schoolboys Football Association Incorporated</p> <p>Windale Junior Rugby League Football Club Incorporated</p> <p>Newcastle Coalfields Rugby League Referees Association Incorporated</p>
<p><b>Maitland Association life members at the Effective Date (*denotes deceased)</b></p>	<p>Brian Ayers*, Sandy McPherson*, Bruce Humphries*, Brian Archer*, Bob Meredith*, Barry Pilgrim, Lloyd Crockett, Dulcie Mullard, Eddie Meskauskas, Mick Styman, Annette Smith, Chris Arnott, Rosemary March, Graham Bailey, David Watson, Grant Woolnough, Nunzia Galloway</p>

<b>Newcastle Association life members at the Effective Date (*denotes deceased)</b>	Neville Allen, Col Baggs*, Peter Baglin*, Sarah Baglin*, Keith Barry*, William Bower*, Neville Bradford*, P. Brown, Peter Budden, Max Carroll, Keith Cartwright, Ken Clack, P. Clark, Doug Cross, Harry Dagwell, Harry Davis*, David Edwards, Burt Hattam*, K Hedley, Col Hemson*, E Herron, Arthur G Hughes*, AG Johnstone*, Brian Keelan*, Neville Lyddiard, Graham Lunn*, J McBride*, W Malloy, Col Makin*, J Negline, Ray O'Connor, TW Parker*, Alan Parsons, J Parsons, Garry Payne, Ken Pilgrim, Greg Powell*, Val Rollins*, C Stow, J Passmore*, J Tansey, John Thomas, Steve Vidot, Albert Young*, Greg Campbell, Kerrie Steel, Les Dries.
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<b>Voting College</b>	<b>Members that are Members of that Voting College</b>
<b>Maitland Voting College</b>	<p>Cessnock Minor Rugby League Incorporated</p> <p>Dungog Junior Rugby League Incorporated</p> <p>East Maitland Junior Rugby League Football Club Incorporated</p> <p>Greta Branxton Rugby League Football Club Incorporated</p> <p>Kurri Minor Rugby League Incorporated</p> <p>Morpeth Junior Rugby League Club Incorporated</p> <p>Thornton/Beresfield Rugby League Incorporated</p> <p>West Maitland Junior Rugby League Football Club Incorporated</p> <p>West Wallsend Junior Rugby League Football Club Incorporated</p> <p>Woodberry Junior Rugby League Football Club Incorporated</p>
<b>Newcastle Voting College</b>	<p>Belmont North Rugby League Club Incorporated</p> <p>Cardiff Junior Rugby League Football Club Incorporated</p> <p>Central Charlestown Junior Rugby league Football Club Incorporated</p> <p>Dudley Redhead Junior Rugby League Football Club Incorporated</p> <p>Glendale Junior Rugby League Football Club Incorporated</p>

	<p>Kotara Junior Rugby League Football Club Incorporated</p> <p>Lakes United Junior Rugby League Football Club Incorporated</p> <p>Macquarie United Sub-Junior Rugby League Football Incorporated</p> <p>Mallabula Panthers Junior Rugby League Football Club Incorporated</p> <p>Myall River Junior Rugby League Football Club Incorporated</p> <p>Nelson Bay Junior Rugby League Football Club Incorporated</p> <p>Kotara Junior Rugby League Football Club Incorporated</p> <p>Raymond Terrace Junior Rugby League Football Club Incorporated</p> <p>South Lakes Junior Rugby League Football Club Incorporated</p> <p>South Newcastle Rugby League Football Club (Juniors) Incorporated</p> <p>Stockton Junior Rugby League Football Club Incorporated</p> <p>Swansea-Caves Junior Rugby League Football Club Incorporated</p> <p>Valentine Eleebana Junior Rugby League Football Club Incorporated</p> <p>Wallsend Maryland Tigers RLFC Incorporated</p> <p>Wangi Junior Rugby League Football Club Incorporated</p> <p>Waratah Mayfield Junior Rugby Football League Incorporated</p> <p>Newcastle Western Suburbs Schoolboys Football Association Incorporated</p> <p>Windale Junior Rugby League Football Club Incorporated</p> <p>Newcastle Coalfields Rugby League Referees Association Incorporated</p>
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**Appendix B**

**Notice of Proxy**

To: The Public Officer  
Hunter Junior Rugby League Incorporated  
[address]  
[address]

[NAME OF MEMBER] hereby appoints [NAME OF PROXY] of [ADDRESS OF PROXY] as proxy to vote on [NAME OF MEMBER]'s behalf at the meeting of Hunter Junior Rugby League Incorporated to be held on [DATE OF MEETING] and any adjournment thereof.

**Constitution – Clause 26**

	RESOLUTION IN NOTICE OF MEETING	HOW PROXY IS TO VOTE
1		
2		
3		
4		
5		

Signed:

Dated:

## Appendix C

### Rules Governing Elections

#### Part A

#### **BALLOT PAPERS IN HUNTER JUNIOR RUGBY LEAGUE ASSOCIATION INCORPORATED ELECTIONS**

**Note:** The capitalised terms used in this **Parts A and B** of this **Appendix C** have the same meanings as given to those terms in clause 1 of the Constitution of Hunter Junior Rugby League Incorporated, unless expressly stated to the contrary.

#### **INFORMAL BALLOT PAPERS**

1 The following rules shall apply in the conduct of any election provided for pursuant to the Constitution of the Association or otherwise conducted by the Association:

- (a) Subject to the provisions of Rule 2 below, ballot paper shall be informal if:
- (i) it is not authenticated by the initials of the presiding Returning Officer.
  - (ii) it is not an original ballot paper.
  - (iii) if the voter makes any mark or obliteration on the ballot paper other than indicating his preferred candidate or his affirmative or negative vote in respect of each candidate.
  - (iv) It has no vote indicated on it, or does not indicate the voter's first preference for at least one candidate.
  - (v) It has upon it any mark, obliteration or writing by which, in the opinion of the Returning Officer, the voter can be identified.

2 Any mark or obliteration on the face of a ballot paper, which is made and appropriately initialled by the Returning Officer for the purpose of denoting which candidates, whose names are listed on the ballot paper, are properly entitled to stand for election to the office that the named person is listed as a candidate for, shall be deemed to be a valid amendment to the ballot paper which shall not render the ballot paper informal for the purposes of Rule 1 above.

## Part B

### VOTING RULES

In the conduct of any election provided for under the provision of this Constitution a Returning Officer shall act in accordance with the following procedures.

#### **Voting for election of Maitland Directors and Newcastle Directors of the Association**

##### **Notes**

- A. Separate elections shall be conducted for candidates nominated for positions as Maitland Directors and candidates nominated for positions as Newcastle Directors.**
- B. Only those Members authorised by this Constitution to vote in elections of Maitland Directors shall be allowed to vote in those elections.**
- C. Only those Members authorised by this Constitution to vote in elections of Newcastle Directors shall be allowed to vote in those elections.**

A reference below to an **Eligible Voter** is a reference to a Member entitled to vote in elections of Maitland Directors or Newcastle Directors, but the reference only applies to the election in which they are eligible to vote.

##### **Rules**

- 1. Voting shall proceed on the basis that an Eligible Voter shall mark a “**X**”, “**✓**” or similar symbol in the box adjacent to each Eligible Nominee that the Eligible Voter wishes to vote for.
- 2. An Eligible Voter may vote for anywhere between one (1) and two (2) candidates, however a **ballot paper shall be invalid for all purposes** in any event where an Eligible Voter casts a vote for greater than two (2) candidates.
- 3. The two (2) candidates who receive the highest number of valid votes shall be declared elected.
- 4. In the case of a tie for the third and last position the person to be declared elected shall be decided by a drawing of lots conducted by the Returning Officer.

#### **Affirmative / Negative Voting for Life Members**

- 1 Elections shall be conducted in accordance with the procedure set out in clause 13 of the Constitution.