



**Constitution of  
Brothers Rugby Limited  
ACN XXX XXX XXX**

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# ***Corporations Act 2001***

## **Company limited by guarantee**

### **Constitution**

**of**

### **Brothers Rugby Limited**

#### **Introduction**

##### **1. Replaceable rules excluded**

1.1 The replaceable rules contained in the Act do not apply to the Company.

##### **2. Definitions and interpretation**

###### **2.1 Definitions**

In this constitution:

- (1) **Act** means the *Corporations Act 2001* and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (2) **ASIC** means the Australian Securities & Investments Commission;
- (3) **Board** means the body consisting of the Directors
- (4) **business day** means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Company has its registered office;
- (5) **Company** means Brothers Rugby Limited;
- (6) **company premises** means the premises from which the Company conducts its activities;
- (7) **Director** means a member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this constitution;
- (8) **Foundation and Perpetual member** means the persons whose names are listed in Schedule 1 hereto as designated with the title "Foundation" or "Perpetual" who have been formally admitted as "Foundation and Perpetual" members under the Rules of the Playing Club as at **[insert date]**;
- (9) **Life members** means the persons whose names are listed in Schedule 1 hereto as designated with the title "Life Member" who have been formally admitted as "Life" members under the Rules of the Playing Club as at **[insert date]**, and any other persons who may be admitted to life membership in accordance with the provisions of this constitution;

- (10) **Playing Club** means the incorporated association known as Brothers Rugby Club Inc. IA 55685 A.B.N. 73 340 362 676;
- (11) **Land** means the “land” as described in Schedule 2 hereto;
- (12) **Leases** means the “lease” as described in Schedule 2 hereto;
- (13) **Liquor Act** means the *Liquor Act 1992* (Qld) and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (14) **Member** means a member for the time being of the Company under rule 10;
- (15) **Ordinary member** means the members of the Company whose names are listed in Schedule 1 hereto under the heading “Ordinary Members” and any other persons who may be admitted to ordinary membership in accordance with the provisions of this constitution.
- (16) **Register** means a register of Members kept and maintained in accordance with rule 21
- (17) **Secretary** means the person appointed to perform the duties of a secretary of the Company; and
- (18) **Sport** means rugby football, in all its forms, for the benefit of males and females, across all ages, and abilities, from beginners to elite.

## 2.2 Interpretation

- (1) Reference to:
  - (a) one gender includes all other genders;
  - (b) the singular includes the plural and the plural includes the singular; and
  - (c) a person includes a body corporate.
- (2) Except so far as the contrary intention appears in this constitution:
  - (a) an expression has the same meaning as in the Act; and
  - (b) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (3) "Including" and similar expressions are not words of limitation.
- (4) Headings and any table of contents or index are for convenience only and do not form part of this constitution or affect its interpretation.
- (5) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

### **3. Objects**

3.1 The objects for which the Company is established are:

- (1) to foster, promote, and encourage the development of the Sport;
- (2) to hold the Land as Lessee pursuant to the Leases;
- (3) to use and maintain the Land and the improvements thereon in accordance with the terms of the Leases and entirely for the benefit and in the interests of the Playing Club;
- (4) To purchase, hire, lease or otherwise acquire for the purposes of the Company any real or personal property and any rights or privileges which the Company may think necessary or convenient for the carrying out any of its objects;
- (5) To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Company or any part or parts of it in such manner as is allowed by law.
- (6) To make, draw, accept, endorse, discount, execute and issue any Security.
- (7) To borrow money from time to time and for such purpose to give any Security over the whole or any part of the property real or personal of the Company;
- (8) To take or reject any gift of property, money or goods whether subject to any special trust or not.
- (9) To erect, maintain, improve or alter any building or buildings for the purposes of the Company.
- (10) To render any financial or any other aid to the Playing Club and any other clubs or associations having similar objects.
- (11) To indemnify any person whether Members of the Company or not who may incur or have incurred any personal liability for the benefit of the Company and for that purpose to give such person, mortgages, charges or other security over the whole or any part of the real or personal property (present or future) of the Company.
- (12) To carry on all such activities as may be necessary or convenient for the purposes of the Company.
- (13) To do all things and to enter into and make any agreements that are incidental or conducive to the attainment of the objects of the Company.
- (14) To undertake and pursue all related or compatible objects as may from time to time be considered appropriate by the Company; and
- (15) to affiliate with other sporting bodies or any other body having similar objects to achieve these objects.

### **4. Powers**

4.1 The Company has all the powers of an individual and a body corporate but does not have the power to issue shares.



- 4.2 Solely for furthering the objects, the Company has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Act.
- 4.3 Despite rule 4.1 the powers of the Company are ancillary to and exercisable only to pursue the objects of the Company set out in rule 3.

## **5. Application of income and property**

- 5.1 The income and property of the Company, howsoever derived, will be applied solely towards the promotion of the objects of the Company as set forth in this constitution.

## **6. No distribution to members**

- 6.1 No portion of the income or property of the Company may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the Company.
- 6.2 Rule 6.1 does not prevent:
- (1) the payment in good faith of remuneration to any officer, servant or member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business;
  - (2) the payment of interest at a rate not exceeding 12% per annum on money borrowed from any member of the Company;
  - (3) the payment of reasonable and proper rent by the Company to a member of the Company for premises leased by the member to the Company; or
  - (4) the reimbursement of reasonable expenses properly incurred by any member on behalf of the Company.

## **7. Limited liability**

- 7.1 The liability of the members is limited.

## **8. Contribution of Members**

- 8.1 Every Member of the Company undertakes to contribute an amount not exceeding ten dollars (\$10) to the property of the Company in the event of it being wound up while the member is a member or within 1 year after the member ceases to be a member, if required for payment:
- (1) of the debts and liabilities of the Company (contracted before the member ceases to be a member);
  - (2) of the costs, charges and expenses of winding up; and
  - (3) for the adjustment of the rights of the contributories among themselves.

## **Membership**

### **9. Number of members**

9.1 The number of members for which the Company proposes to be registered is unlimited.

### **10. Membership**

10.1 The members of the Company shall consist of:

- (1) the Life Members;
- (2) the Foundation and Perpetual Members;
- (3) the Ordinary Members;
- (4) the Directors; and
- (5) Additional categories of membership, if recommended by the directors, may be created from time to time by a resolution passed by a majority of seventy five percent (75%) of the members present and voting in general meeting.

10.2 For avoidance of doubt, where an individual is eligible to be a Member in multiple membership categories they will only be entitled to cast one vote at General Meetings and attain the rights of the membership class first in the order stated in rule 10.1.

10.3 Membership of the Company shall not be transferable whether by operation of law or otherwise and all rights and privileges of Membership of the Company shall cease upon the person ceasing to be a Member whether by resignation, death, winding up or otherwise.

### **11. Life membership**

11.1 If, in the opinion of the directors, a person has rendered significant and/or distinguished services to the Company and/or the Playing Club, the directors may nominate the person to be a life member of the Company.

11.2 The Directors nomination shall be announced at an Annual General Meeting and considered by the members at such meeting.

11.3 If approved by a seventy five per cent (75%) majority of the members present and voting at such meeting the nominee shall be granted honorary life membership.

11.4 Life Members, who subject to this constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.

### **12. Foundation and Perpetual membership**

12.1 Foundation and Perpetual Members, who subject to this constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.

### **13. Director membership**

13.1 Director members shall have the right to be present and debate at General meetings but shall have no right to vote at General Meetings.

### **14. Application for ordinary membership**

14.1 Any individual who:

- (1) is not less than 18 years of age at the date of application; and
- (2) is committed to the objects of the Company;

may apply for ordinary membership of the Company.

### **15. Form of application**

15.1 An application for ordinary membership must be:

- (1) in writing in a form approved by the directors;
- (2) signed by the applicant;
- (3) accompanied by any other documents or evidence as to qualification for the membership which the directors require and the application fee; and
- (4) signed by:
  - (a) a proposer and a seconder, each of whom must be an existing member of the Company or
  - (b) a proposer who must be an existing member of the Company, and two (2) seconds each of whom must be an existing member of the Playing Club.

### **16. Application fee**

16.1 The application fee payable by each applicant for ordinary membership is the sum the directors determine from time to time being not less than one thousand dollars (\$1,000)].

16.2 No application fee is payable by a Life member.

### **17. Eligibility for membership**

17.1 A person will not be eligible for membership of the Company if:

- (1) that person is a member of a disloyal organisation;
- (2) that person has been suspended or expelled from membership of another organisation which has objects and carries on activities similar to those of the Company;

- (3) that person has been convicted of an offence which, in the opinion of the directors, renders him or her unfit for membership; or
- (4) in the director's opinion, that person is guilty of conduct which could be injurious to the reputation or interests of the Company, or welfare of other members or which renders that person unfit to associate with other members.

## **18. Admission to membership**

- 18.1 The directors must, acting in the best interests of the Company and in good faith, consider an application for membership as soon as practicable after receipt and determine, subject to rule 17 and in their discretion, the admission or rejection of the applicant.
- 18.2 The directors need give no reason for the rejection of an application.
- 18.3 If an application for membership is rejected the application fee must be refunded to the applicant.
- 18.4 If an applicant is accepted for membership:
  - (1) The applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the directors;
  - (2) the secretary must notify the applicant of admission in the form of a receipt for the application fee, or in any other form the directors determine; and
  - (3) the name and details of the Member must be entered in the Register, as soon as practicable.

## **19. Notification by members**

- 19.1 Each member must promptly notify the secretary in writing of any change in his or her qualification to be a member of the Company.

## **20. Annual subscription**

- 20.1 Members are not required to pay an annual subscription.
- 20.2 Members must otherwise comply with this constitution.

## **21. Register of members**

- 21.1 A register of members of the Company must be kept in accordance with the Act.
- 21.2 The following must be entered in the Register in respect of each member:
  - (1) the full name;
  - (2) date of entry to membership;

- (3) at least one of; the residential address, telephone number or electronic mail address, of the member;
- (4) the category of membership
- (5) where applicable, the date of termination of membership; and
- (6) such other information as the directors require.

21.3 Each member must notify the secretary in writing of any change in that person's name, address, telephone or electronic mail address within 1 month after the change.

21.4 Having regard to the Act, confidentiality considerations and privacy laws, inspection of the Register will only be available as required by the Act and under rule 64. If permitted, only an extract of the Register, excluding the address or other direct contact details of any Member or Director, shall be available for inspection (but not copying) by Members, upon reasonable request.

## **22. Resignation**

22.1 A Member may resign from membership of the Company by giving written notice to the secretary.

22.2 The resignation of a Member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

22.3 The secretary must make an entry in the Register that records the date on which the Member who or which gave notice ceased to be a Member, as soon as practicable.

## **23. Cessation of membership**

23.1 A member ceases to be a member:

- (1) on the death of the member; or
- (2) if the member is expelled under rule 24.

## **24. Disciplining members**

24.1 If any member:

- (1) wilfully refuses or neglects to comply with the provisions of this constitution;
- (2) has been suspended or expelled from membership of the Playing Club; or
- (3) is guilty of any conduct which, in the opinion of the directors, is unbecoming of a member, prejudicial to the interests of the Company, injurious to the comfort and welfare of other members or renders the member ineligible for membership under rule 17.1;

the directors may resolve to censure, fine, suspend or expel the member from the Company.

- 24.2 In the case of suspension, the directors may resolve to prohibit the member from entering upon company premises for the period of suspension.
- 24.3 In the case of expulsion, the directors may resolve to remove the member's name from the register of members.
- 24.4 In exercising their powers under rule 24.1 the directors must not fine a member an amount exceeding the then current Application Fee of an ordinary member.
- 24.5 At least 1 week before the meeting of the directors at which a resolution of the nature referred to in rule 24.1 is to be considered the directors must give to the member notice of:
- (1) the meeting;
  - (2) what is alleged against the member; and
  - (3) the intended resolution.
- 24.6 At the meeting and before the passing of the resolution, the member must have an opportunity of giving orally or in writing any explanation or defence the member sees fit.
- 24.7 The member shall also be entitled to be represented by legally qualified counsel but, whether or not the member shall have been exonerated from any allegation or charge, shall not be entitled to claim or be awarded any sum of money against any loss, damage or outlay incurred in responding to the charge or allegation including the cost of engaging legal counsel.

## **25. Effect of cessation of membership**

- 25.1 If any member ceases to be a member under this constitution, the member remains liable to pay to the Company any money which, at the time of the member ceasing to be a member, the member owes to the Company on any account and for any sum for which the member is liable under rule 8 of this constitution.

## **Appointment of directors**

### **26. Composition of the board**

- 26.1 The Board must be not less than five (5) nor more than seven (7).
- 26.2 The Company in general meeting may by resolution increase or reduce the number of directors referred to in rule 26.1 but the number may not be reduced below five (5).
- 25.3 The management committee of the Playing Club shall appoint one (1) director, in accordance with rule 44.6.

### **27. Directors' qualifications**

- 27.1 The appointed Directors may have specific skills in commerce, finance, commercial property, infrastructure, marketing, law or business generally or such other skills which complement the Board composition.

## **28. Election of directors**

- 28.1 Directors elected under rule 30 shall be elected for a term of two (2) years. Subject to rule 28.2 and provisions in this constitution relating to rotation, earlier retirement or removal of Directors, Directors shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting.
- 28.2 Three (3) Directors shall retire at the annual general meeting occurring in each even year and two (2) Directors shall retire at the general meeting in each odd year until, after two (2) years the five (5) original Directors have retired after which those Directors (or their replacements) who were first elected, shall retire and so on.
- 28.3 The sequence of retirements under rule 28.2 to ensure rotational terms shall be determined by the Board by resolution in accordance with rule 73.
- 28.4 Following the adoption of this constitution, no person who has served as Director for a period of four (4) consecutive full terms (eight (8) years) shall be eligible for election or appointment as a Director until the next annual general meeting following the date of conclusion of their last term as an elected Director.

## **29. Nomination for election**

- 29.1 Each candidate for election as a Director must:
- (1) be proposed by a Member; and
  - (2) be seconded by another Member, or
  - (3) be appointed by the Playing Club management committee by ordinary resolution.
- 29.2 No Member may propose more than two (2) persons as a candidate but may second more than two (2) nominations.
- 29.3 A nomination of a candidate for election must:
- (1) be in writing;
  - (2) be signed by the candidate; and
  - (3) be signed by the proposer and seconder.
- 29.4 If the directors determine that the election is to be held at the annual general meeting pursuant to rule 30.3
- (1) a call for nominations must be made with the notice of the annual general meeting. When calling for nominations details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions may be determined by the Board from time to time;
  - (2) a nomination of a candidate for election must be received at the registered office of the Company no later than 5pm on a day which is at least 14 days prior to the annual general meeting at which the candidate seeks election; and

- (3) a list of the candidates' names in alphabetical order together with the proposers' and seconders' names must be posted in a conspicuous place in the office or usual place of meeting of the Company at least 7 days prior to the annual general meeting at which the candidates seek election.

29.5 If the directors determine that the election is to be held by way of postal vote pursuant to rule 30.3:

- (1) a call for nominations must be made at least 60 days prior to the annual general meeting by placing the call in a conspicuous place in the office or usual place of meeting of the Company. When calling for nominations details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions may be determined by the Board from time to time;
- (2) a nomination of a candidate for election must be received at the registered office of the Company no later than 5pm on a day which is at least 30 days prior to the annual general meeting at which the candidate seeks election; and
- (3) a list of the candidates names' in alphabetical order together with the proposers' and seconders' names must be sent to members with the notice of the annual general meeting and posted in a conspicuous place in the office or usual place of meeting of the Company at least 21 days prior to the annual general meeting at which the candidates seek election.

### **30. Election and appointment procedure – directors**

30.1 If the number of candidates for election as directors is equal to or less than the number of vacancies, the chair of the annual general meeting must declare those candidates to be duly elected as directors.

30.2 If the number of candidates for election as directors is greater than the number of vacancies, a ballot must be held for the election of the candidates as directed.

30.3 The directors must determine whether the ballot is to be held at the annual general meeting or by way of postal ballot.

30.4 If a ballot is to be held at the annual general meeting balloting lists must be prepared listing the names of the candidates only in alphabetical order.

30.5 Each member present at the meeting and entitled to vote and voting on the ballot may vote for a number of candidates equal to the number of vacancies.

30.6 If the ballot is to be held at the annual general meeting and at the commencement of the annual general meeting there is an insufficient number of candidates nominated for election as directors, nominations may be taken from the floor.

30.7 If the ballot is to be held by way of postal ballot:

- (1) the ballot and balloting lists must be sent to each person entitled to vote with the notice of the annual general meeting; and
- (2) a completed ballot must be received at the registered office of the Company not later than 5pm on the day which is 7 days prior to the annual general meeting for the vote to be counted.



- 30.8 The candidates receiving the greatest number of votes cast in their favour must be declared by the chair of the meeting to be elected as directors.
- 30.9 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the chair, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, except that if the chair:
- (1) does not exercise a casting vote; or
  - (2) is one of the candidates who received the same number of votes;
- then the names of the candidates who received the same number of votes must be put to a further ballot immediately.
- 30.10 There is not a vacancy for the purpose of this rule30 (or rules 32 or 33) because the number of directors is fewer than the maximum allowed under rule 26.1. There is a vacancy only if the number of directors is less than the number elected at the previous annual general meeting (adjusted for any increase under rule 32.1).

### **31. Time appointment or retirement takes effect**

- 31.1 Directors who are appointed at a meeting of members take office immediately after the end of the meeting.
- 31.2 Directors who retire at a meeting of members continue to hold office until the end of the meeting.

### **32. Casual vacancies and additional directors**

- 32.1 The Company in general meeting may by resolution and the directors may at any time appoint a person qualified to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors does not at any time exceed the number fixed in accordance with this constitution.
- 32.2 Any director appointed under rule 32.1 holds office until the termination of the next annual general meeting of the Company and is then eligible for re-election.

### **33. Insufficient directors**

- 33.1 In the event of a vacancy in the office of a director, the remaining directors may act, but if the number of remaining directors is not sufficient to constitute a quorum at a meeting of directors, they may act only for the purpose of increasing the number of directors to a number sufficient to constitute a quorum or convening a general meeting of the Company.

## **Powers of directors**

### **34. Validation of acts of directors and secretaries**

- 34.1 The acts of a director or secretary of the Company are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.

- 34.2 Where a person whose office as director of the Company is vacated under a provision of the Act purports to do an act as a director of the Company, that act is as valid, in relation to a person dealing with the Company in good faith and for value and without actual knowledge of the matter because of which the office was vacated, as if the office had not been vacated.

## **35. General business management**

- 35.1 The business of the Company is to be managed by or under the direction of the directors.
- 35.2 The directors may exercise all the powers of the Company except any powers that the Act or this constitution requires the Company to exercise in general meeting.
- 35.3 A rule made or resolution passed by the Company in general meeting does not invalidate any prior act of the directors which would have been valid if that rule or resolution had not been made or passed.
- 35.4 The directors may pay all expenses incurred in promoting and forming the Company.

## **36. Borrowing powers**

- 36.1 Without limiting the generality of rule 35, but subject to rule 6, the directors may exercise all the powers of the Company to borrow money, either alone or jointly, to charge, mortgage any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.
- 35.2 The directors may give any guarantee or indemnity for the payment of money or the performance of any contract, obligation or undertaking by the Company and to provide security for the performance of such contract by way of mortgage, charge or other security of the whole or any part or parts of the assets of the Company.

## **37. Appointment of attorney**

- 37.1 The directors may appoint any person or persons to be the attorney or attorneys of the Company for the purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the directors), for the period and subject to the conditions they see fit.
- 37.2 A power of attorney may contain the provisions for the protection and convenience of persons dealing with the attorney that the directors see fit and may also authorise the attorney to delegate all or any of the powers and discretions vested in the attorney.

## **38. Negotiable instruments**

- 38.1 Any two (2) directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- 38.2 The directors may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

## **Chief executive officer**

### **39. Power to appoint**

39.1 The directors may appoint any person, not being a director, to the position of chief executive officer for the period and on the terms (including as to remuneration) the directors see fit.

### **40. Not a member of the board**

40.1 The chief executive officer is not a member of the Board of the Company but may attend meetings of the directors except where the directors otherwise direct.

### **41. Powers**

41.1 The directors may, upon terms and conditions and with any restrictions they see fit, confer on a chief executive officer any of the powers that the directors can exercise.

41.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the directors.

### **42. Withdrawal of appointment or powers**

42.1 The directors may revoke or vary:

- (1) an appointment; or
- (2) any of the powers conferred on a chief executive officer.

### **43. Temporary appointments**

43.1 If a chief executive officer becomes incapable of acting in that capacity the directors may appoint any other person, not being a director, to act temporarily as chief executive officer.

## **Committees of directors**

### **44. Committees of directors**

44.1 The directors may delegate any of their powers to a committee of directors.

44.2 Directors may co-opt others who are not directors to any committee of directors from time to time.

44.3 A committee must exercise the powers delegated to it in accordance with any directions of the directors. The effect of the committee exercising a power in this way is the same as if the directors exercised it.

44.4 The directors will determine policies for the operation of respective committees of directors.

- 44.5 The meetings and proceedings of any committee consisting of two (2) or more directors are governed by the provisions in this constitution regulating the meetings and proceedings of the directors.
- 44.6 For the purpose of and pursuant to the provisions of this rule 44 the Directors shall be deemed to have appointed the one person, being a member of the Playing Club who shall have been nominated annually by the Playing Club with all the then Directors to act as a Sub Committee to assist with the Company's dealing and liaison with the Playing Club and such Sub Committee shall be deemed to meet contemporaneously with and as part of meetings of Directors pursuant to rule 67.1 hereof.

## **Removal and resignation of directors**

### **45. Removal of directors**

- 45.1 Subject to the Act the Company may by resolution remove a director from office.

### **46. Resignation of director**

- 46.1 A director may resign as a director of the Company by giving a written notice of resignation to the Company at its registered office.

### **47. Vacation of office of director**

- 47.1 In addition to any other circumstances in which the office of a director becomes vacant under the Act, the office of a director becomes vacant if the director:
- (1) becomes bankrupt or suspends payment or compounds with his or her creditors;
  - (2) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (3) is not present (either personally or by an alternate director) at three (3) consecutive meetings of directors without special leave of absence from the directors and the directors declare his or her seat to be vacant;
  - (4) ceases to be qualified as a director under rule 27;
  - (5) becomes disqualified from being a director under the Act or any order made under the Act;
  - (6) is removed from office in accordance with rule 45; or
  - (7) resigns from office in accordance with rule 46.

### **48. Playing Club appointee**

- 48.1 If an appointee of the Playing Club pursuant to rule 44.6 hereof shall die, resign or otherwise cease to hold office the Playing Club shall be entitled to appoint a replacement appointee.

## **Directors' interests**

### **49. Prohibition on being present or voting**

49.1 Except where permitted by the Act a director who has a material personal interest in a matter that is being considered at a meeting of directors:

- (1) must not be counted in a quorum;
- (2) must not vote on the matter; and
- (3) must not be present while the matter is being considered at the meeting.

49.2 If a director who has a material personal interest in a matter that is being considered at a meeting of the directors is not prohibited by the Act from being present at the meeting and voting, the director may be present, be counted in the quorum and may be heard but may not vote on the matter.

### **50. Director to disclose interests**

50.1 A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the director's knowledge, declare the nature of the interest at a meeting of the directors or by written notice to the secretary of the Company.

50.2 A director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as director must declare at a meeting of the directors of the Company or by written notice to the secretary of the Company the fact and the nature, character and extent of the conflict.

50.3 For the purposes of rules 50.1 and 50.2, a director's interest or any conflict must be disregarded if it arises from or relates solely to:

- (1) a guarantee to be given by the director (or by persons including the director or by a body corporate of which the director is a member or officer) in respect of a loan to the Company; or
- (2) the position of the director as a director of a related body corporate.

### **51. Effect of interest in contract**

51.1 If a director has an interest in a contract or proposed contract with the Company (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the directors, and the director discloses the nature and extent of the interest or duty at a meeting of the directors or by written notice to the secretary of the Company:

- (1) the contract may be entered into; and
- (2) if the disclosure is made before the contract is entered into:
  - (a) the director may retain benefits under the contract even though the director has an interest in the contract;

- (b) the Company cannot avoid the contract merely because of the existence of the interest; and
- (c) the director is not disqualified from the office of director.

51.2 For the purposes of rule 51.1 **contract** includes an arrangement, dealing or other transaction.

## **52. Other interests**

52.1 Without limiting rule 50 or rule 51 a director may to the extent permitted by the Act:

- (1) hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with the office of director;
- (2) be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company is or may be interested.

## **53. Extension of meaning of "Company"**

53.1 For the purposes of rules 50, 51 and 52 **Company** includes any subsidiary of the Company and any other organisation in which the Company or any subsidiary of the Company is or becomes a shareholder or is otherwise interested.

## **54. Other directorships and shareholdings**

54.1 A director of the Company may be or become a director, officer, employee or member of any company promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable for any reasonable benefits received as a director, officer, employee or member of the other company.

54.2 Subject to the Act:

- (1) the directors of the Company may exercise the voting power conferred by the shares or other interest held by the Company in another company in favour of a resolution appointing themselves or any of them as directors or other officers of the other company;
- (2) any director of the Company may vote at a meeting of directors of the Company in favour of a resolution that the Company exercises its voting power conferred by the shares or other interest held by the Company in the other company to appoint that director as a director or other officer of the other company;
- (3) any director of the Company may be appointed as representative of the Company and may vote at a general meeting of the other company in favour of a resolution appointing that director as a director or other officer of the other company; and
- (4) a director of the Company who is also a director of the other company may vote as a director of the other company in whatever manner he or she sees fit, including voting in favour of a resolution appointing the director to any other office in the other company and a resolution appointing any other directors of the Company as directors or other officers of the other company.

## **55. Directors' remuneration**

- 55.1 The Company may not remunerate its directors for services rendered in his or her capacity as a director of the Company.
- 55.2 The Company may pay a director for work he or she does for the Company, other than as a director, if the amount is no more than a reasonable fee for the work done.

## **56. Directors' expenses**

- 56.1 The Company may reimburse a director for reasonable expenses properly incurred in connection with the Company's business.
- 56.2 The directors must approve all payments the Company makes to directors.

## **57. Financial benefit**

- 57.1 To the extent, if any, required by the Act, a director must ensure that the requirements of the Act are complied with in relation to any financial benefit given by the Company to the director or to any other related party of the director.

## **Secretary**

### **58. Terms of office of secretary**

- 58.1 A secretary of the Company holds office on the terms and conditions (including as to remuneration) that the directors determine.

## **Indemnity and insurance**

### **59. Indemnity**

- 59.1 To the extent permitted by the Act, the Company indemnifies:

- (1) every person who is or has been an officer of the Company; and
- (2) where the Board considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Company;

against any liability incurred by that person in his or her capacity as an officer of the Company or of the related body corporate (as the case may be).

- 59.2 In accordance with section 199A of the Act, the Company must not indemnify a person against:

- (1) any of the following liabilities incurred as an officer of the Company:
  - (a) a liability owed to the Company or a related body corporate;

- (b) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
  - (c) a liability that is owed to someone other than the Company or a related body corporate and did not arise out of conduct in good faith; or
- (2) legal costs incurred in defending an action for a liability incurred as an officer of the Company if the costs are incurred:
- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under rule 59.2(1);
  - (b) in defending or resisting criminal proceedings in which the person is found guilty;
  - (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
  - (d) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

Rule 59.2(2)(c) does not apply to costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for a court order.

- (3) For the purposes of rule 59.2(2) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

### 59.3 An officer of the Company must:

- (1) give notice to the Company promptly on becoming aware of any Claim against the officer that may give rise to a right to be indemnified under rule 59.1;
- (2) take such action as the Company reasonably requests to avoid, dispute, resist, appeal against, compromise or defend any Claim or any adjudication of a Claim;
- (3) not make any admission of liability in respect of or settle any Claim without the prior written consent of the Company;
- (4) allow the Company or its insurers to assume the conduct, negotiation or defence of any Claim and, on request by the Company, render all reasonable assistance and co-operation to the Company or its insurers in the conduct of any Claim, including giving the Company or its insurers any document, authority or direction that the Company or its insurers may reasonably require for the prosecution or advancement of any counterclaim or cross-claim;
- (5) on request by the Company or its insurers, do everything necessary or desirable which the Company reasonably requests to enable the Company or its insurers (so far as it is possible) to be subrogated to and enjoy the benefits of the officer's rights in relation to any counterclaim or cross-claim or any claims against any third party and render such assistance as may be reasonably requested by the Company or its insurers for that purpose; and



- (6) notify any Claim to an insurer or any other person who may be liable to indemnify the officer in respect of that Claim and promptly take all reasonable steps to enforce all the officer's rights against the insurer or other person.

59.4 In rule 59.3 **Claim** means:

- (1) any writ, summons, cross-claim, counterclaim, application or other originating legal or arbitral process against an officer as an officer of the Company;
- (2) any hearing, complaint, inquiry, investigation, proceeding or application commenced or originating against an officer as an officer of the Company; or
- (3) any written or oral demand or threat that might result in the officer reasonably believing that any such process, hearing, complaint, inquiry, investigation, proceeding or application referred to in rule 59.4(1) or 59.4(2) may be initiated.

## **60. Insurance**

60.1 The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company or a related body corporate of the Company against any liability incurred by the person as an officer of the Company or a related body corporate except a liability (other than one for legal costs) arising out of:

- (1) conduct involving a wilful breach of duty in relation to the Company; or
- (2) a contravention of section 182 or 183 of the Act.

60.2 In the case of a director, any premium paid under this rule is not remuneration for the purpose of rule 55.

## **61. Director voting on contract of insurance**

61.1 Despite anything in this constitution, a director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the director against a liability incurred by the director as an officer of the Company or of a related body corporate.

## **62. Liability**

62.1 An officer of the Company is not liable for the act, neglect or default of any other officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of his or her office unless it arises through his or her own negligence, default, breach of duty or breach of trust.

## **63. Meaning of "officer"**

63.1 For the purposes of rules 59, 61, 61 and 62, **officer** means a director, secretary, chief executive officer or attorney of the Company.

## Inspection of records

### 64. Rights of inspection

- 64.1 The directors of the Company, or the Company by a resolution passed at a general meeting, may authorise a Member to inspect the books and records of the Company.
- 64.2 Subject to the Act, the directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities, registers or other relevant documents of the Company will be open for inspection by the Members. In making a determination under this rule the directors may take into account any relevant privacy or confidentiality matter(s).
- 64.3 For the avoidance of doubt a Member other than a director does not have the right to inspect any document of the Company, other than the minute books for the meetings of its members and for resolution of members passed without meetings, except as provided by law or authorised by the directors or by the Company in general meeting without the express authority in rule 64.1.
- 64.4 Directors have the rights of inspection and access provided by section 198F of the Act.

### 65. Confidential information

- 65.1 Except as provided by the Act, no member (not being a director) is entitled to require or receive any information concerning the business, trading or customers of the Company or any trade secret, secret process or other confidential information of or used by the Company.

## Meetings of directors

### 66. Circulating resolutions

- 66.1 The directors may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution (except a director absent from Australia who has not left an electronic address at which he or she may be given notice) sign a document containing a statement that he or she is in favour of the resolution set out in the document.
- 66.2 Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
- 66.3 If a majority of directors is in favour of a resolution it is deemed to be passed when the last director in favour of it signs.
- 66.4 A facsimile or email addressed to or received by the Company and purporting to be signed or sent by a director for the purpose of this rule 66 must be treated as a document in writing signed by that director.

### 67. Meetings of directors

- 67.1 The directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they see fit.

## **68. Calling directors' meetings**

- 68.1 A meeting of directors may be called at any time by at least one third of the directors providing a written request to that effect to the secretary stating the reason or reasons for the meeting and the nature of the business to be despatched.
- 68.2 The secretary must on the requisition of such directors call a meeting of the directors.

## **69. Notice of meeting**

- 69.1 Not less than 14 days' notice of a directors' meeting must be given to each director except that it is not necessary to give notice of a meeting of directors to any director who:
- (1) has been given special leave of absence; or
  - (2) is absent from Australia and has not left an electronic mail address at which he or she may be given notice.
- 69.2 Any notice of a meeting of directors may be given in writing or orally, and whether by telephone, electronic mail or any other means of communication.

## **70. Technology meeting of directors**

- 70.1 A directors' meeting may be held using telephone or, if consented to by all directors, other technology. The consent may be a standing one. A director may only withdraw the consent within a reasonable period before the meeting.
- 70.2 If a directors' meeting is held using any technology and all the directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- 70.3 The following provisions apply to a technology meeting:
- (1) each of the directors taking part in the meeting must be able to hear and be heard by each of the other directors taking part in the meeting; and
  - (2) at the commencement of the meeting each director must announce his or her presence to all the other directors taking part in the meeting.
- 70.4 If the secretary is not present at a technology meeting one (1) of the directors' present must take minutes of the meeting.
- 70.5 A director may not leave a technology meeting by disconnecting his or her link to the meeting unless that director has previously notified the chair of the meeting of his or her intention to leave.
- 70.6 A director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that director has previously obtained the express consent of the chair to leave the meeting.

## **71. Charing directors' meetings**

- 71.1 The directors must elect a director (“**the Chairman**”) to chair their meetings.
- 71.2 The Chairman is to be elected at the first directors' meeting held after the annual general meeting each year and shall hold office until the conclusion of the next annual general meeting.
- 71.3 The directors may elect a director present to chair a meeting, or part of it, if:
- (1) a director has not already been elected to chair the meeting; or
  - (2) a previously elected chairman is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act for the meeting or part of the meeting.
- 71.4 The directors may appoint a deputy chairman who, in the absence of the Chairman at a meeting of directors, may exercise all powers and authorities of the Chairman.
- 71.5 For any ceremonial or other administrative or relevant purpose the Chairman shall be deemed to hold the office of and be referred to as “the President”.

## **72. Quorum**

- 72.1 The quorum for a directors' meeting is a simple majority of the then current number of directors or as otherwise determined by the directors. The quorum must be present at all times during the meeting.

## **73. Passing of directors' resolutions**

- 73.1 For a resolution of the directors to be passed a majority of the votes cast by directors entitled to vote on the resolution must be in favour of the resolution.
- 73.2 The Chairman has a casting vote if necessary in addition to any vote he or she has as a director. The Chairman has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

## **Meetings of members**

### **74. Circulating resolutions**

- 74.1 This rule 74 applies to resolutions which the Act, or this constitution, requires or permits to be passed at a general meeting, except a resolution under section 329 of the Act to remove an auditor.
- 74.2 The Company may pass a resolution without a general meeting being held if a majority of all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 74.3 Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.

- 74.4 If a majority of members is in favour of it a resolution is deemed to be passed when the last member in favour of it signs.
- 74.5 If the Company receives by electronic transmission a copy of a document referred to in this rule 74 it is entitled to assume that the copy is a true copy.

## **75. Calling of general meeting**

- 75.1 A majority of directors may call a general meeting whenever they see fit.
- 75.2 Except as permitted by law, a general meeting, to be called the **annual general meeting**, must be held at least once in every calendar year but not before 1 November and not after 31 December.
- 75.3 Except as provided in the Act, no member or members may call a general meeting.

## **76. Period of notice of meeting**

- 76.1 Subject to the provisions of the Act as to short notice, at least twenty one (21) days' notice of a general meeting must be given in writing to those persons who are entitled to receive notices from the Company.

## **77. Persons entitled to notice of general meeting**

- 77.1 Written notice of a meeting of the Company's members must be given individually to:
- (1) each member entitled to vote at the meeting;
  - (2) each director; and
  - (3) the Company's auditor.
- 77.2 No other person is entitled to receive notice of general meetings.

## **78. How notice is given**

- 78.1 The Company may give the notice of meeting to a Member:
- (1) by handing it to the member personally;
  - (2) by sending it by post to the address of the member in the register of members or the alternative address (if any) nominated by the member;
  - (3) by sending it to the electronic email address (if any) nominated by the member;
  - (4) by sending it by other electronic means (if any) nominated by the member; or
  - (5) by notifying the member in accordance with rule 78.2.
- 78.2 If the member nominates:

- (1) an electronic means (**nominated notification means**) by which the member may be notified that notices of meeting are available; and
- (2) an electronic means (**nominated access means**) the member may use to access notices of meeting;

the Company may give the member notice of the meeting by notifying the member (using the nominated notification means):

- (3) that the notice of meeting is available; and
- (4) how the member may use the nominated access means to access the notice of meeting.

## **79. When notice is given**

79.1 A notice of meeting sent by post is taken to be given 3 days after it is posted.

79.2 Except as provided by rule 79.3, a notice of meeting given to a member under rule 78.1(3) is taken to be given on the business day after it is sent.

79.3 A notice of meeting given to a member under rule 78.1(3) is not effective if:

- (1) in the case of service by facsimile, the Company's facsimile machine issues a transmission report that the transmission was unsuccessful;
- (2) in the case of service by electronic mail, the Company's computer reports that delivery has failed; or
- (3) in either case the addressee notifies the Company immediately that the notice was not fully received in a legible form.

79.4 A notice of meeting given to a member under rule 78.1(5) is taken to be given on the business day after the day on which the member is notified that the notice of meeting is available.

79.5 A certificate signed by a manager, secretary or other officer of the Company that the notice was posted or given in accordance with this rule 79 is conclusive evidence of the matter.

## **80. Period of notice**

80.1 Subject to the Act and this constitution where a specified number of days' notice or notice extending over any period is required to be given, the day of service is excluded, and the day upon which the notice expires is included.

## **81. Contents of notice**

81.1 A notice of a general meeting must:

- (1) set out the place, date and time for the meeting (and, if the meeting is to be held in two (2) or more places, the technology that will be used);
- (2) state the general nature of the meeting's business;

- (3) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
- (4) be worded and presented in a clear, concise and effective manner.

## **82. Notice of adjourned meeting**

- 82.1 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

## **83. Accidental omission to give notice**

- 83.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under this constitution does not invalidate the proceedings at or any resolution passed at the meeting.

## **84. Postponement of general meeting**

- 84.1 The directors may postpone the holding of any general meeting whenever they see fit (other than a meeting requisitioned by members as provided by the Act) for not more than forty two (42) days after the date for which it was originally called.
- 84.2 Whenever any meeting is postponed (as distinct from being adjourned under rule 86.3 or rule 87.3) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

## **85. Technology**

- 85.1 The Company may hold a meeting of its members at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

## **86. Quorum**

- 86.1 The quorum for a meeting of the Company's members is equal to double the number of directors currently elected plus one and the quorum must be present at all times during the meeting.
- 86.2 In determining whether a quorum is present, individuals attending as proxies, attorneys or body corporate representatives are counted. If an individual is attending both as a member and as an attorney or body corporate representative, the individual is counted only once.
- 86.3 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:
- (1) where the meeting was called by the members or upon the requisition of members, the meeting is dissolved; or

- (2) in any other case, the meeting is adjourned to the date, time and place the directors specify. If the directors do not specify one (1) or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week;
  - (b) if the time is not specified – the same time; and
  - (c) if the place is not specified – the same place.

86.4 If no quorum is present at the resumed meeting within thirty (30) minutes after the time for the meeting, the meeting is dissolved.

## **87. Chair at general meetings**

87.1 If the directors have appointed one (1) of their number as chair of their meetings, the person appointed presides as chair at every meeting of the Company's members.

87.2 Where a meeting of the Company's members is held and:

- (1) a chair has not been appointed as referred to in rule 87.1; or
- (2) the chair is not present within thirty (30) minutes after the time appointed for the holding of the meeting or is unwilling to act;

the directors present may appoint one (1) of their number to chair the meeting and in default of their doing so the members present must appoint another director, or if no director is present or willing to act then the members present may appoint any one (1) of their number to chair the meeting.

87.3 The Chairman must adjourn a meeting of the Company's members if the members present with a majority of votes at the meeting agree or direct that the chair must do so.

## **88. Business at adjourned meetings**

88.1 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

## **89. Attorney of member**

89.1 An attorney for a member may do whatever the member could do personally as a member, but if the attorney is to vote at a meeting of members or a class of members the instrument conferring the power of attorney or a certified copy of it must be produced to and approved by the Company at least forty eight (48) hours before the meeting.

## **Voting at meetings of members**

### **90. How vote may be exercised**

90.1 Subject to rule 89 at any general meeting of members, each member present has one (1) vote on a show of hands and on a poll.



90.2 The vote may be exercised in person or by an attorney.

## **91. Objections to right to vote**

91.1 A challenge to a right to vote at a meeting of members:

- (1) may only be made at the meeting; and
- (2) must be determined by the chair, whose decision is final.

91.2 A vote not disallowed following the challenge is valid for all purposes.

## **92. How voting is carried out**

92.1 A resolution put to the vote at a meeting of the Company's members must be decided on a show of hands unless a poll is demanded.

92.2 On a show of hands, a declaration by the Chairman is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

92.3 Unless otherwise required by this constitution or the Act, all resolutions of the Company are ordinary resolutions which are resolutions passed by more than fifty percent (50%) of the votes cast by members entitled to vote on the resolutions.

## **93. Matters on which a poll may be demanded**

93.1 A poll may be demanded on any resolution.

93.2 A demand for a poll may be withdrawn.

## **94. When a poll is effectively demanded**

94.1 At a meeting of the Company's members, a poll may be demanded by:

- (1) at least three (3) members entitled to vote on the resolution; or
- (2) the Chairman.

94.2 The poll may be demanded:

- (1) before a vote is taken;
- (2) before the voting results on a show of hands are declared; or
- (3) immediately after the voting results on a show of hands are declared.

## **95. When and how polls must be taken**

- 95.1 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the Chairman directs.
- 95.2 A poll on the election of a chair or on the question of an adjournment must be taken immediately.
- 95.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 95.4 The result of the poll is the resolution of the meeting at which the poll was demanded.

## **96. Chair's casting vote**

- 96.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting has a casting vote in addition to any vote he or she may have in his or her capacity as a member.
- 96.2 The chair has a discretion both as to the use of the casting vote and as to the way in which it is used.

## **Annual general meeting**

### **97. Business of an annual general meeting**

- 97.1 The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:
- (1) the consideration of the annual financial report, directors' report and auditor's report;
  - (2) the election of directors;
  - (3) the receipt and consideration of a report from the Playing Club;
  - (4) the appointment of the auditor;
  - (5) the fixing of the auditor's remuneration; and
  - (6) the appointment of a life member pursuant to the recommendation (if any) of the directors.

All other business transacted at an annual general meeting and all business transacted at any other general meeting is special business.

- 97.2 The business of the annual general meeting also includes any other business which under this constitution or the Act ought to be transacted at an annual general meeting.
- 97.3 The chair of the annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Company.

97.4 If the Company's auditor or the auditor's representative is at the meeting, the chair of an annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

## **98. Resolutions proposed by members**

- 98.1 A member may not at any meeting move any resolution relating to special business unless:
- (1) members with at least five percent (5%) of the votes that may be cast on the resolution have given the Company notice of the resolution or the requirements of section 249N of the Act have otherwise been satisfied, and two (2) months' notice has elapsed since the notice was given; or
  - (2) the resolution has previously been approved by the directors.

## **Minutes**

### **99. Minutes to be kept**

- 99.1 The directors must keep minute books in which they record within one (1) month:
- (1) proceedings and resolutions of meetings of the Company's members;
  - (2) proceedings and resolutions of directors' meetings (including meetings of a committee of directors);
  - (3) resolutions passed by members without a meeting; and
  - (4) resolutions passed by directors without a meeting.
- 99.2 The directors must ensure that minutes of a meeting are signed within a reasonable time after the meeting by one (1) of the following:
- (1) the chair of the meeting; or
  - (2) the chair of the next meeting.
- 99.3 The directors must ensure that minutes of the passing of a resolution without a meeting are signed by a director who was present at the meeting at which the resolution was passed within a reasonable time after the resolution is passed.
- 99.4 Without limiting rule 99.1 the directors must record in the minute books:
- (1) all appointments of officers;
  - (2) the names of the directors present at all meetings of directors of the Company;
  - (3) in the case of a technology meeting, the nature of the technology; and
  - (4) all other matters required by the Act to be recorded in the minute books, including each notice and standing notice given by a director of a material personal interest.

## **Accounts, audit and records**

### **100. Accounts**

- 100.1 The directors must cause proper accounting and other records to be kept in accordance with the Act.
- 100.2 The directors must distribute copies of every profit and loss account, balance sheet and statement of cash flows (including every document required by law to be attached to them) as required by the Act.

### **101. Audit**

- 101.1 If required by the Act, a registered company auditor must be appointed.
- 101.2 The remuneration of the auditor must be fixed, and the auditor's duties regulated in accordance with the Act.

## **Liquor Act compliance**

### **102. Liquor Act compliance**

- 102.1 The directors must ensure that the Company complies with its obligations under the Liquor Act.

## **Execution of documents**

### **103. Common seal**

- 103.1 The Company may, but need not, have a common seal.

### **104. Use of common seal**

- 104.1 If the Company has a common seal the directors must provide for its safe custody.
- 104.2 The common seal may not be fixed to any document except by the authority of a resolution of the directors or of a committee of the directors duly authorised by the directors.
- 104.3 The Company executes a document with its common seal if the fixing of the seal is witnessed by:
- (1) two (2) directors of the Company; or
  - (2) a director and the secretary of the Company.

## **105. Execution of documents without common seal**

- 105.1 The Company may execute a document without using a common seal if the document is signed by:
- (1) two (2) directors of the Company; or
  - (2) a director and the secretary of the Company.

## **106. Execution of document as a deed**

- 106.1 The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rule 104 or rule 105.

## **107. Execution – general**

- 107.1 The same person may not sign in the dual capacities of director and secretary.
- 107.2 A director may sign any document as director, with or without the common seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature complies with the requirements of this constitution as to execution despite his or her interest.
- 107.3 Rules 104 and 105 do not limit the ways in which the directors may authorise documents (including deeds) to be executed on behalf of the Company.

## **Inadvertent omissions**

### **108. Formalities omitted**

- 108.1 If some formality required by this constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the directors that the omission has directly prejudiced any member financially, or resulted in a detriment to a member or the affairs of the Company generally. The decision of the directors is final and binding on the Company.

## **Alterations**

### **109. Alterations**

- 109.1 The Australian Taxation Office must be notified in writing of any alterations to this constitution.

## **Winding up**

### **110. Winding up**

- 110.1 If upon the winding up or dissolution of the Company any property remains, after satisfaction of all debts and liabilities, that property must not be paid to or distributed among the members of the Company but must be given or transferred to the Playing Club or if the Playing Club is not then in existence to the Queensland Rugby Union or its successor or some other institution or institutions determined by the members of the Company at or before the time of dissolution which has similar objects to the Company and which by its constitution prohibits the distribution of its income and property to its members in the same manner as prescribed by rules 5 and 6 of this constitution.
- 110.2 If the members do not make the necessary determination under rule 110.1, the Company may apply to the Supreme Court to determine the institution or institutions.

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# Schedule 1

## Listing Members

As at the X<sup>th</sup> day of XXX 2021

NAME			MEMBERSHIP STATUS		
Known as	Initials	Surname	FOUNDATION	PERPETUAL	LIFE
Kevin	K.G.	Alcock		Perpetual	
Erroll	E.A.	Allan	Foundation	Perpetual	
John	J.L.	Amies		Perpetual	
Dr. Peter	P.N.	Andersen			Life Member (2005)
Ross	R.M.	Anderson	Foundation	Perpetual	
Paul	P.M.	Andrews	Foundation	Perpetual	
William	W.B.	Andrews	Foundation	Perpetual	Life Member (2018)
Albert	A.J.	Baker	Foundation		
James	J.P.	Banaghan		Perpetual	
Tony	A.E.	Barrett			Life Member (2017)
Peter	P.	Bechtel		Perpetual	
Paul	P.M.	Bone	Foundation	Perpetual	
Jim	J.L.	Bourke	Foundation		
Paul	P.T.	Bourke	Foundation		
Patrick	P.T.	Bourke		Perpetual	
Leon	L.	Brosnan	Foundation		
Edmund	E.H.	Burke		Perpetual	
Galvin	C.G.	Burke		Perpetual	
Glen	G.P.	Cameron	Foundation		
David	D.	Cameron		Perpetual	
Brian	M.B.	Carlton-Smith	Foundation	Perpetual	
Geoffrey	G.C.	Clarke		Perpetual	
Prof. William	W.B.	Coman AM	Foundation	Perpetual	
Raymond	R.T.	Compton	Foundation		
Robert	R.S.	Conn	Foundation	Perpetual	Life Member (1989)
John	J.D.	Connolly			Life Member (2014)
Desmond	D.M.	Connor	Foundation	Perpetual	Life Member (2013)
Robert	R.J.	Conquest		Perpetual	
Rev. Fr. Leo	L.	Coote	Foundation	Perpetual	
Sean	S.F.	Costello	Foundation		
Michael	M.C.	Crank		Perpetual	
Barry	B.	Crawford		Perpetual	
Dennis	D.	Croft	Foundation	Perpetual	Life Member (2006)
Stephen	S.J.	Cronan		Perpetual	
Dr. Anthony	A.D.	Cruise	Foundation		
John	J.G.	Cumming		Perpetual	
Peter	P.J.	Curtis	Foundation	Perpetual	
	C.	David	Foundation		
Vivian	V.J.	Davies	Foundation		

Brian	B.J.	Dawson	Foundation		Life Member (1977)
Warren		Dawson		Perpetual	
James	J.A.	Delahunty	Foundation	Perpetual	
John	J.P.	Diamond		Perpetual	Life Member (2020)
Mark	M.F.A.	Downing	Foundation		
Adrian	A.W.	Duffy		Perpetual	
Neil	N.J.	Duncalfe	Foundation		
Richard	R.J.	Dunsdon	Foundation		
David	D.A.	Dunworth	Foundation	Perpetual	Life Member (2008)
Dr. Robert	R.B.	Dunworth	Foundation		
John	J.J.	Dwyer		Perpetual	
Peter	P.F.	Dwyer		Perpetual	
John	J.A.	Eales AM			Life Member (2001)
John	J.L.	Ellis	Foundation		
Anthony "Arch"	A.J.	Fanning		Perpetual	
Brigid	B.	Felsman			Life Member (1991)
Gregory	G.B.	Felsman		Perpetual	
Dan	D.	Flynn	Foundation		
James	J.E.F.	Frayne			Life Member (2015)
Paul	P.D.	French		Perpetual	Life Member (2020)
Michael	M.E.	Freney	Foundation		
Paul	P.H.	Freney	Foundation		
Kevin	K.J.A.	Goodwin	Foundation		
Ken	K.F.	Gordon	Foundation		
Robert		Gower		Perpetual	
John "Monty"	J.V.J.	Grainger	Foundation		
Dennis	D.G.	Greathead		Perpetual	
Graeme	G.K.	Griffith	Foundation		
Duncan	D.M.	Hall	Foundation		
	T.	Hall	Foundation		
Chris	C.B.	Handy	Foundation	Perpetual	Life Member (2014)
William	W.T.	Harrison	Foundation	Perpetual	
Damien		Harrison		Perpetual	
Kevin		Harrison		Perpetual	
Maurice	M.	Hartigan	Foundation		
Vince	V.J.	Hefferan	Foundation		
Ross	R.A.	Hewitt		Perpetual	
David	D.L.	Hine			Life Member (2010)
Peter	P.B.	Hoare		Perpetual	Life Member (1998)
Stephen	S.K.	Hodge	Foundation		
Desmond	D.J.	Hogan OAM, RFD, RD			Life Member (2004)
Daniel	D.M.	Honan	Foundation		
Greg	G.R.	Hose	Foundation		
Terry	P.T.	Jackman AO		Perpetual	
Tom	T.S.	Jackman		Perpetual	
Anthony	A.N.	Johnson	Foundation		
Peter	P.F.	Johnson		Perpetual	
Samuel	S.R.	Johnston		Perpetual	



Paul		Jones		Perpetual	
Ben	B.J.	Kehoe	Foundation		
Robert	R.J.	Kelly	Foundation		
Jim	J.	Kennedy	Foundation		
Bruce	B.M.	Kennedy		Perpetual	
Desmond	D.J.	Kissane			Life Member (2019)
Bernie	B.T.	Knapp		Perpetual	
Paddy	P.L.	Knapp		Perpetual	
Greg	G.J.	Lalor	Foundation		
John	J.R.	Lavin		Perpetual	
Peter	P.R.	Lavin		Perpetual	Life Member (2012)
Eric		Leach		Perpetual	
Barry	B.A.	Leal	Foundation		
Ben	B.D.	L'Estrange		Perpetual	
David	R.D.	L'Estrange	Foundation		
Thomas	T.P.	L'Estrange		Perpetual	
Robert	R.J.	Lette	Foundation		
Peter	P.B.	Lewis		Perpetual	
Brian	B.	Lister	Foundation		
Kevin	K.A.	Lynagh	Foundation		
Geoff	G.A.	Lynch	Foundation		
Morris	M.J.	Lyons	Foundation		
John	J.A.	Lyons		Perpetual	
Barry		MacDonald		Perpetual	
Paul	R.P.	Mahoney		Perpetual	Life Member (2011)
James		Mainwaring		Perpetual	
John	J.D.	McAndrew		Perpetual	
Anthony	A.J.	McDermott OAM			Life Member (2016)
Andrew	A.J.	McGruther		Perpetual	
Dick	R.B.	McGruther AM, OBE	Foundation		Life Member (1982)
Peter	P.B.	McKenna	Foundation		
Paul	P.E.	McLean MBE			Life Member (1996)
Dennis	D.F.	McLoughlin	Foundation		
Paul	M.P.	McSweeney		Perpetual	
Ray	R.F.	Meagher OAM	Foundation		
Paul	V.P.	Mills		Perpetual	
Rev. Fr. Paul	P.F.	Moloney	Foundation		
Robert		Muller		Perpetual	
John	J.F.	Murphy			Life Member (2017)
Jim	J.P.	Noonan	Foundation		
Robert		Norris		Perpetual	
Joseph	J.P.	O'Donnell	Foundation		
Barry	P.B.	O'Driscoll			Life Member (1988)
Dallas	D.J.	O'Neill	Foundation		Life Member (2016)
Daniel	D.H.	O'Reilly AAM			Life Member (2019)
Jerry	J.K.	O'Reilly	Foundation		
Denis	D.J.	O'Rourke			Life Member (2013)
Ross	R.	Padgett	Foundation		

Michael		Perry		Perpetual	
Alex	A.M.	Pope	Foundation		
Graham	G.E.	Powell		Perpetual	
Sandra	S.	Prestwidge		Perpetual	
Ron	R.G.J.	Price			Life Member (2003)
Paul		Purcell		Perpetual	
Peter	P.	Quinn	Foundation		
Bill	W.	Reid	Foundation		
Judge Orazio "Ray"	O.	Rinaudo AM	Foundation	Perpetual	
Dick	R.S.	Roberts			Life Member (1997)
Kevin	K.J.	Ryan	Foundation		
Angelo	A.R.	Scarabosi	Foundation		
Michael	M.C.	Seymour		Perpetual	
Tony	A.A.	Shaw AM	Foundation	Perpetual	Life Member (1985)
Michael	M.T.	Sherman	Foundation		
John		Skinner		Perpetual	
James	J.G.	Sloan		Perpetual	
Robert	R.H.	Smith	Foundation		
Alfredo	A.	Sorbello	Foundation	Perpetual	
Noel		Stacey		Perpetual	
Mark	M.D.	Stanton			Life Member (2015)
Paul	P.A.	Stephenson		Perpetual	
Jim	C.J.	Stewart			Life Member (2010)
William	W.J.	Stewart		Perpetual	
Maxwell	M.F.	Talbot	Foundation		
Adrian	A.	Taylor	Foundation		
Cameron	C.	Taylor	Foundation		
Daniel		Taylor		Perpetual	
David		Taylor		Perpetual	
James	J.	Taylor		Perpetual	
Justin	J.	Taylor	Foundation		
Paul	P.	Taylor		Perpetual	
Warwick	W.J.	Taylor	Foundation		
Gavin "Sandy"	G.A.	Thompson QC	Foundation		
Daniel	D.J.	Tighe		Perpetual	
Joseph	J.G.	Tully		Perpetual	
Michael	M.A.	Tynan		Perpetual	
Paul	D.P.	Tynan		Perpetual	
Ron	R.W.	Ure	Foundation	Perpetual	Life Member (2009)
Geoff	G.C.	Vincent	Foundation		
Ron	R.C.	Virgen OAM			Life Member (1987)
Vincenzo		Vitanza		Perpetual	
John	J.L.	Wagner	Foundation		
Robert	R.P.	Ward	Foundation		
Mark		Warnock		Perpetual	
Robert	R.N.	Watson		Perpetual	
Michael	M.H.	Watt ONZM			Life Member (2000)
Anthony	A.J.	West		Perpetual	

Geoff	G.A.	White		Perpetual	
Terence	T.A.	White AO	Foundation	Perpetual	
Anthony	A.J.	Williams		Perpetual	
Dr. Paul	P.R.	Williams	Foundation	Perpetual	
Sydney	S.C.	Williams QC	Foundation	Perpetual	
James	J.H.	Windsor			Life Member (2015)
David "Dibby"		Withers		Perpetual	
John	J.C.	Wren		Perpetual	
William	W.A.	Wright	Foundation		
Francis	F.	Zappalla	Foundation		
Mark	M.	Ziegenfusz	Foundation		

Listing Ordinary Members

As at the X<sup>th</sup> day of XXX 2021

Ordinary Member		
Title	Surname	Given names

## Schedule 2

### Land and Lease description

<b>Term</b>	<b>Means</b>
<b>Land</b>	means the partitioned allotments relating to Stage 2 and Stage 5 from the original land [Part of the land in Item 2, the whole of the Lots 3 & 4 on RP33564 and the whole of Lease A in Lot 1 on RP33563, Lease B in Lot 2 on RP33564 and Lease C in Lot 1 on RP33562 on SP183505] which is the subject of the Leases;
<b>Lease</b>	means the partitioned allotments relating to Stage 2 and Stage 5 from the original registered lease number [Lease number OP312416] over [Part of the land in Item 2, the whole of the Lots 3 & 4 on RP33564 and the whole of Lease A in Lot 1 on RP33563, Lease B in Lot 2 on RP33564 and Lease C in Lot 1 on RP33562 on SP183505] from the Brisbane City Council in favour of the Company;

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