

## Explanatory Memorandum for Proposed New Constitution

At the General Meeting of the Club to be held on 28<sup>th</sup> May 2024 at 6.00pm, members will be asked to consider a Special Resolution to adopt a new Constitution to replace the existing Constitution of the Club (**existing Constitution**).

This Explanatory Memorandum is to assist members to understand the proposed new Constitution and why it is appropriate to adopt it.

Members who wish to review the proposed new Constitution can inspect it on the Club's noticeboards, website ([www.wyongleagues.com.au](http://www.wyongleagues.com.au)) and on request via the Club's reception. Members may also obtain a copy of the proposed new Constitution and the existing Constitution upon request at the Club's office.

The Club's lawyers have advised that the Club should adopt a new Constitution to replace the existing Constitution in order to be updated to reflect and comply with the requirements of the Corporations Act, Registered Clubs Act, Liquor Act, Gaming Machines Act, and their respective Regulations.

A summary of the proposed new Constitution and its principal features is set out below. There are many additional new provisions which reflect the requirements of various pieces of legislation and industry best practice which impact on the Club.

### NAME

1. Rule 1 states that the name of the company is Wyong Rugby League Club Limited.

### PRELIMINARY

2. Rule 2.1 states that the Club is a company limited by guarantee and a non-proprietary company.
3. Rule 2.2 provides that the company is established for the purposes set out in the Constitution.
4. Rule 2.3 provides that the replaceable rules referred to in the Corporations Act are displaced or modified as provided in the Constitution.
5. Rule 2.4 provides that every member must comply with the Constitution and any By-laws of the Club.
6. Rule 2.5 provides that the Constitution has the effect of a contract between the Club and each member; and between the Club and each Director; and each member and each other member and essentially mirrors section 140 of the Corporations Act.
7. Rule 2.6 provides that the Club must supply a member with a copy of the Club's Constitution if a copy is requested by a member as prescribed by the Corporations Act.

### DEFINITIONS

8. Rule 3 sets out definitions and terms used in the proposed new Constitution.

9. Importantly, the definitions of:

- (a) Central Coast Junior Rugby League Team; and
- (b) Central Coast Senior Rugby League Team,

are those teams that have as their home ground the ground designated by the Board as the Club's home ground from time to time which is presently that adjoining the Club's premises at Kanwal.

### OBJECTS AND ORIGINAL SUBSCRIBERS

10. Rule 4 sets out the objects for which the Club was established and are a "nod" to the rugby league traditions of the Club.

11. The objects have been amended to recognise the strong rugby league traditions of the Club in Kanwal and the Central Coast Region, but also across the State generally. Importantly, the objects of a company tend to reflect the grounds for which the company was established.
12. Nowadays, the common law states that the objects of a company are to be read broadly and not strictly so as to limit the activities the company can engage in. In this regard, the final object (which is contained the Club's existing Constitution) is *"To do all things that are necessary, incidental, or conducive to these objects, and to the exercise of the powers of the Club."*

### **WINDING UP AND MEMBER'S LIABILITY**

13. Rule 5 states that the liability of the members is limited. That limit is two dollars (\$2.00) as set out in Rule 6.
14. Rule 6 provides that each member of the Club undertakes (guarantees) to contribute an amount not exceeding two dollars (\$2.00) if the Club is wound up and the assets of the Club are insufficient to discharge the liabilities. This undertaking continues for a period of twelve (12) months after the person ceases to be a member.
15. Rules 7.1 and 7.2 provide that on the winding up of the Club, if there remains any assets (after the satisfaction of all debts and liabilities), those assets shall not be distributed among the members but shall be given or transferred to an institution which has similar objects to the Club which is approved by members.

### **PROPERTY AND INCOME**

16. Rule 8.1 provides that the property and income of the Club must be applied solely towards the promotion of the objects of the Club.
17. Rules 8.2 and 8.3 set out specific requirements of the Registered Clubs Act in relation to benefits available to members.
18. Rule 8.4 provides that a director of the Club cannot be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
19. Rule 8.5 provides that the payment in good faith of reasonable and proper remuneration to any officer, employee or to any member of the Club for services actually rendered, or for interest on money lent by the director to the Club or rent on property leased to the Club by the director, is not prohibited.
20. Rule 8.6 specifies that a director shall not receive from the Club remuneration or any other benefit in money or monies worth except by way of an honorarium and for any reasonable out of pocket expenses.

### **LIQUOR AND GAMING**

21. Rules 9.1 and 9.2 provide that liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years in accordance with the Registered Clubs Act and the Liquor Act.
22. Rule 9.3 states that a person under the age of 18 years shall not use or operate the Club's gaming facilities.
23. Rules 9.4 to 9.6 inclusive prohibit a person associated with the Club from receiving any bonuses or remuneration related to the Club's sale or supply of liquor to patrons, or from the operation of the Club's gaming machines.

### **MEMBERSHIP**

24. Rule 10.1 states that no person under the age of 18 years is to be admitted as a member of the Club.
25. Rule 10.2 sets out the categories of Full membership of the Club. The categories of Full membership of the Club are:
  - (a) Rugby League members;
  - (b) Associate members;
  - (c) Club members;
  - (d) Junior members; and

(e) Life members.

26. Rule 10.3 provides that persons who are not Full members may be admitted to the Club as Provisional members, Honorary members, or Temporary members.
27. Rule 10.4 provides that the number of Full members having the right to vote in the election of the Board shall not be less than the minimum number of Full members required by the Registered Clubs Act.
28. Rule 10.5 provides that the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution (without the need for a separate special resolution to be passed by members of that class of membership).
29. Rules 10.6 to 10.29 set out the eligibility requirements for Full membership of the Club (including Life membership) and the rights and entitlements of members.

#### Rugby League Members

30. Rules 10.7 set out the qualifications for membership of the Club as a Rugby League Member.
31. The only change to the qualification for membership as a Rugby League Member is that players, selectors, managers and trainers of a Masters Rugby League team (as defined in Rule 3.1) are not eligible for Rugby League membership of the Club.
32. Rule 10.9 provides that Rugby League Members, subject to any restrictions contained in the Constitution, Club members are entitled to:
- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
  - (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
  - (c) nominate for and be elected to hold office on the Board;
  - (d) vote in the election of the Board;
  - (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (f) propose, second, or nominate any eligible member for any office of the Club;
  - (g) propose, second or nominate any eligible member for Life membership;
  - (h) introduce guests to the Club.

#### Associate Members

33. Rules 10.10 to 10.13 set out the qualifications and rights of Associate Members which remain essentially the same as those contained in the existing Constitution and By-Laws.
34. Rule 10.11 requires an Associate Member to be 18 years old and not a Life Member or Rugby League Member at any time after becoming an Associate Member.
35. Rules 10.12 provides that Associate Members, subject to any restrictions contained in the Constitution, Club members are entitled to:
- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time;
  - (b) introduce guests to the Club;
  - (c) provided the person has been an Associate member for at least six (6) months attend general meetings (including Annual General Meetings) of the Club;
    - (i) vote on ordinary resolutions; and

- (ii) vote in the election of the Board.

36. Rule 10.13 provides that Associate Members are not entitled to:

- (a) vote on any special resolution at a general meeting (including Annual General Meetings) of the Club;
- (b) nominate for and be elected to hold office on the Board;
- (c) propose, second, or nominate any eligible member for any office of the Club;
- (d) propose, second or nominate any eligible member for Life membership.

#### Club Members

37. Club Membership is a new category of membership established to comply with section 17AC(2) of the Registered Clubs Act and is a class of membership that members of a club that amalgamates with the Club will be inserted into.

38. Club Members can apply to transfer to other classes of membership if they qualify.

39. Rule 10.15 provides that Club Members, subject to any restrictions contained in the Constitution, are entitled to:

- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (b) provided the person has been a Club member for at least six (6) months attend general meetings (including Annual General Meetings) of the Club and:
  - (i) vote on ordinary resolutions.
  - (ii) vote in the election of the Board.
  - (iii) introduce guests to the Club.

40. Rule 10.16 provides that Club Members are not entitled to:

- (a) attend general meetings (including Annual General Meetings) of the Club, except as provided above;
- (b) nominate for and be elected to hold office on the Board;
- (c) propose, second, or nominate any eligible member for any office of the Club; and
- (d) propose, second or nominate any eligible member for Life membership.

41. Rule 10.17 confers power on the Board to make By-Laws creating different classes of Club Members provided that the rights and privileges are not varied from those contained in Rules 10.15 and 10.16.

#### Junior Members

42. Rule 10.18 to 10.21 create a new class of membership known as Junior Members. The Club already has junior members of its Golf Club and these Rules set out the appropriate structure and requirements for the formal recognition of Junior Members.

43. Junior Members must be under 18 years old and their application for membership must be supported by the parent or guardian.

44. Junior Members are entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time. They have no other rights.

#### Life Members

45. Rules 10.22 to 10.29 provide that Life members have the same rights as Rugby League members but are not required to pay any annual subscription. The Rules relating to the election of Life members remain the same.

### ***Transfer between classes of membership***

46. Rule 11 deals with the transfer of members between classes of membership. This permits members of the Club to make applications to the Board to transfer from a category of membership to another (except Life Membership) subject to the members having the relevant qualifications for that category of membership.

### ***Provisional Members***

47. Rule 12 deals with Provisional membership in accordance with the requirements of the Registered Clubs Act. Any person may apply for Provisional membership upon completing and submitting the appropriate membership form and paying the membership subscription in advance (if any is applicable). The eligibility requirements and entitlements of Provisional members reflect the existing practice of the Club.

### ***Honorary Members***

48. Rule 13 deals with Honorary membership in a way that is consistent with the Registered Clubs Act.

### ***Temporary Members***

49. Rule 14 deals with Temporary membership in a way that is consistent with the requirements of the Registered Clubs Act.

## **APPLICATIONS FOR MEMBERSHIP AND ELECTION TO MEMBERSHIP**

50. Rule 15 deals with the process of the election of persons to membership of the Club and is consistent with the existing Constitution and the requirements of the Registered Clubs Act.

## **JOINING FEES, SUBSCRIPTIONS AND LEVIES**

51. Rule 16 deals with joining fees, subscriptions, and levies.
52. Subscriptions shall be due and payable on a date or dates determined by the Board from time to time. Renewal notices must be provided to all members.
53. Any person who has not paid his or her subscription by the due date shall cease to be entitled to the privileges of membership of the Club and may by resolution of the Board be removed from membership of the Club.

## **NON-FINANCIAL MEMBERS**

54. Rule 17 clarifies that Non-Financial members cease to be entitled to all of the rights and privileges of membership, which include the right to attend at the premises of the Club, the right to participate in the social and sporting activities of the Club, the right to vote, the right to attend meetings of the Club and the right to be elected to the Board.

## **REGISTERS OF MEMBERS AND GUESTS**

55. Rule 18 sets out the registers the Club is required to maintain in respect of members and guests. This is consistent with the Registered Clubs Act.

## **NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS**

56. Rule 19 requires members to advise the Club of any change in their contact details (including address, email address and telephone number) within seven (7) days to ensure compliance with the Registered Clubs Act and to keep records up to date.

## **DISCIPLINARY PROCEEDINGS**

57. Rule 20 deals with powers of the Board to discipline members. The principles of the existing disciplinary proceedings process have been retained.
58. The disciplinary proceedings process has been updated to allow for the outcome of disciplinary proceedings to be dealt with by the Board either in person or via letter sent to the member's address.

59. Rules 20.5 to 20.9 give the Secretary the power to issue a suspension of membership for a period up to 12 months if the Secretary is of the view that a member has engaged in conduct unbecoming of a member etc however the member concerned has the right to request that the matter be referred to the Board to be dealt with in the usual way at a disciplinary hearing.
60. Rule 21 provides that the Board may delegate its disciplinary powers to a disciplinary committee comprising of three (3) directors, three (3) senior managers, three (3) members or any combination of those selected by the Board, including a Disciplinary Committee for each venue if considered necessary. This is an increase from the existing practice of two (2) persons comprising the disciplinary committee.
61. The Board retains the power to review a decision of a disciplinary committee provided the Board follows the procedure set out in Rule 20.
62. Rule 22 clarifies that any member suspended from membership of the Club shall, during the period of suspension, cease to be entitled to all of the rights and privileges of membership. This includes the right to attend at the premises of the Club, the right to participate in the social and sporting activities of the Club, the right to vote, the right to attend meetings of the Club and the right to be elected to the Board.
63. Rule 23 deals with the power given to the Secretary and employees of the Club under the Liquor Act to remove persons from the Club's premises and to prevent that person from returning to the Club. These powers given to the Secretary and employees are no wider than those given under the Liquor Act.
64. Rule 24 deals with the procedure for a member to resign from the Club.

## **GUESTS**

65. Rule 25 deals with guests of members and reflects the requirements of the Registered Clubs Act.

## **PATRONS**

66. Rule 26 states that the Club may appoint patrons from time to time and sets out the membership status of a patron who is not a member.

## **BOARD OF DIRECTORS**

67. Rule 27.1 provides that the Board will consist of nine (9) Directors comprising of a Chairperson, two (2) Vice Chairpersons, Rugby League Committee Chairperson, Rugby League Committee Vice Chairperson and four (4) Ordinary directors. This is consistent with the existing Constitution.
68. Rule 27.2 provides that the Board shall continue to be elected triennially. This is consistent with the existing Constitution.
69. Rule 27.3 provides that only Life members and Rugby League Members who have been a Rugby League Members for a period of at least three (3) continuous years immediately prior to the date of election shall be eligible to stand for and be elected or appointed to the Board of directors of the Club. This is consistent with the existing Constitution.
70. Rule 27.4 provides the criteria for a member's eligibility to stand for the Board. Rule 27.4 reflects the existing Constitution, but includes a couple of additional eligibility criteria by providing that a member who:
- (a) is an employee (including a Contracted Rugby League Player); or
  - (b) is currently under suspension pursuant to the disciplinary proceedings rules;
  - (c) is not a financial member of the Club;
  - (d) is disqualified from managing any company under the Corporations Act;
  - (e) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
  - (f) is prohibited from being a director by reason of any order or declaration made under the Corporations Act, Liquor Act, Registered Clubs Act or any other applicable legislation;

shall not be eligible to stand for or be elected to the Board.

71. Rule 27.5 defines a “*Contracted Rugby League Player*” to mean a player that is playing under an employment contract rather than under a playing agreement or some other arrangement. This is included because the Registered Clubs Act prohibits an employee of the Club from being a director and some players are now regarded as being employees.
72. Rule 27.6 provides that any person who is elected or appointed to the Board must complete the mandatory training for directors, as required by the Registered Clubs Act.
73. Rule 27.7 provides that a member is not entitled to be elected or appointed to the Board if he or she does not have a Director Identification Number (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board, as is required by the Corporations Act.

## **ELECTION OF BOARD**

74. Rule 28 sets out a comprehensive procedure for the election of the Board. The procedure accords with the requirements of the Corporations Act, Registered Clubs Act and industry best practice.
75. Rule 28.1(j) provides that if at the close of nominations there are insufficient candidates nominated, those members nominated are declared elected and any vacancies remaining will be casual vacancies and may be filled in accordance with Rule 34.3 (discussed below). This is a change to the existing Constitution which provided that any vacancies to be filled at the Annual General Meeting by calling for nominations from the floor of the meeting.
76. Rule 28.1(p) allows the Secretary to determine how the result of the ballot is to be given to the Annual general Meeting and sets out the options.
77. Rule 28.2 provides that only the Chairperson of the Club will be elected at the Annual General Meeting after the declaration of the election results. To qualify to be the Chairman, a person must have been a Director on the Board for two (2) years immediately prior.
78. At the first meeting of the Board following each Annual General Meeting, the Board shall elect from its number the:
- (a) 2 x Vice Chairpersons; and
  - (b) Rugby League Committee Chairperson; and
  - (c) Rugby League Committee Vice Chairperson.

## **POWERS OF THE BOARD**

79. Rule 29 deals with the Board’s powers. The provisions reflect the Corporations Act, Registered Clubs Act and industry best practice.
80. Rules 29.2 to 29.22 set out the Board’s Specific Powers and expand on those powers under headings Committees, Sub-Clubs and By-Laws. The powers reflect industry best practice.

## **PROCEEDINGS OF THE BOARD**

81. Rule 30 deals with proceedings of the Board. The provisions reflect the powers contained in the Corporations Act and the Registered Clubs Act relating to the use of technology for Board meetings, and requiring the Board to meet at least once per quarter, rather than once per month.
82. Rule 30.4 provides that the quorum for a meeting of the Board shall be a majority of directors.
83. Rule 30.5 allows the Chairperson at any time and the Secretary upon the request of not less than three (3) directors to convene a meeting of the Board.
84. Rule 30.6 provides that all decisions of the Board are determined by a majority vote. In the case of an equality of votes the Chairperson of the meeting has a second or casting vote. This is consistent with the existing Constitution.
85. Rule 30.8 allows a meeting of the Board to be called or held using technology:

- (a) at one or more physical venues;
- (b) at one or more physical venues and using virtual meeting technology; or
- (c) using virtual meeting technology only.

86. This is consistent with the Corporations Act and the Registered Clubs Act.
87. Rule 30.9 and 30.10 permit the Board to have circular resolutions which are passed where the majority of the Board sign in writing, confirm by their agreeance by email or through any electronic board management portal being used.

#### **MATERIAL PERSONAL INTERESTS AND REGISTERED CLUBS ACCOUNTABILITY CODE**

88. Rules 31 and 32 introduce new provisions in relation to corporate governance and accountability for the Club which are consistent with the Corporations Act and the Registered Clubs Act.

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

89. Rule 33 provides that the members in a general meeting may by ordinary resolution remove any director, or the whole Board, before the expiration of his, her or their period of office and appoint another person or persons in his, her or their place. This Rule reflects the Corporations Act and the existing practice of the Club.

#### **VACANCIES ON THE BOARD**

90. Rule 34.1 clarifies how a casual vacancy on the Board arises. Rule 34.3 states that the Board has the power to fill a casual vacancy. Any person appointed to fill a casual vacancy will hold office only until the next Annual General Meeting.

#### **GENERAL MEETINGS**

91. Rules 35.1 to 35.8 inclusive relate to the calling and holding of general meetings (and Annual General Meetings) of the Club. The Rules are significantly more comprehensive than the existing Constitution.
92. The Rules in relation to general meetings reflect the requirements of the Corporations Act and registered Clubs Act.

#### **CALLING AND HOLDING GENERAL MEETINGS**

93. Rules 35.1 requires that a general meeting must be held for a proper purpose and permits the Board to call a general meeting at any time, and permits members to request a general meeting.
94. Rules 35.1(d) to (k) sets out the requirements for members to request a general meeting. The requirements reflect to Corporations Act.
95. Rules 35.1(l) and (m) permit the Board to:
- (a) cancel or postpone a general meeting in certain circumstances (except where the general meeting is called pursuant to a request from members); and
  - (b) withdraw any resolution which has been proposed by the Board.
96. Rules 35.1(n) and (o) permit the Club to hold general meetings at two (2) or more venues using technology and to hold virtual only meetings. These Rules are consistent with the Corporations Act and Registered Clubs Act.

#### **NOTICE OF GENERAL MEETING**

97. Rule 35.1 sets out the requirements for notice of general meetings of the Club and reflect the requirements of the Corporations Act.

#### **ANNUAL GENERAL MEETING**

98. Rule 35.3 relates to the Annual General Meeting and reflect the requirements of the Corporations Act.



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

99. Rule 35.4 sets out the statutory right for the Club's auditor to be given notice of all general meetings and the auditor's entitlement to be heard at all general meetings. These requirements reflect the Corporations Act.

## **CHAIR AT GENERAL MEETINGS**

100. Rule 35.5 confirms that the Chairperson of the Club is entitled to take the chair at every general meeting of the Club.
101. Rule 35.5 also sets out the steps to be taken if the Chairperson is not present or unwilling or unable to take the chair of a general meeting.

## **ATTENDANCE AND VOTING AT GENERAL MEETINGS**

102. Rule 35.6 relates to attendance and voting at general meetings
103. Only:
- (a) Life members;
  - (b) financial Rugby League members; and
  - (c) financial Associate members and financial Club members with at least six (6) months membership of the Club,
- can attend general meetings and Annual General Meetings of the Club.
104. The rights of those classes of membership to vote on business at general meetings is set out in the Rights of Members.
105. Proxy voting is not permitted. This is a requirement of the Registered Clubs Act.
106. Every member eligible to vote, either by show of hands or a poll, is entitled to one vote.
107. A member, who is also an employee of the Club, is not permitted to vote. This is a requirement of the Registered Clubs Act.
108. All questions and resolutions (other than Special Resolutions) shall be decided by a simple majority of votes.
109. Voting shall be on a show of hands unless a poll is demanded by five (5) members or the Chairperson.

## **QUORUM AT GENERAL MEETINGS**

110. Rules 35.7 details the quorum required for general meetings. This remains the same as in the Club's existing Constitution.
111. Rule 35.7(a) provides that no business may be transacted at a general meeting unless a quorum of members is present.
112. Rule 35.7(b) provides that, at any general meeting (including an Annual General Meeting) ten per cent (10%) of eligible Life members and Rugby League Members or twenty (20) eligible Life members and Rugby League Members (whichever is lesser) present in person or electronically and eligible to vote shall be a quorum. This is consistent with the existing Constitution.
113. Rules 35.7(c) and (d) set out the procedure to be followed if a quorum is not present.

## **ADJOURNMENT OF GENERAL MEETINGS**

114. Rule 35.8 relates to the adjournment of general meetings by the Chairperson or with the consent of the meeting.

## **MEETINGS AND VOTING**

115. Rule 36 reflects section 30C(3) of the Registered Clubs Act and allows the Board or a committee of the Club to:

- (a) distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means; and
- (b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
- (c) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.

## **MEMBERS' RESOLUTIONS AND STATEMENTS**

116. Rule 37 provides for members' resolutions and statements by members.
117. Rule 37 also sets out the procedure for members to require the Board to include an item of business or notice of motion in the business of an Annual General Meeting. The Rule reflects the Corporations Act requirements.

## **MEMBER COMPLAINTS**

118. Rule 38 sets out the process for members to make complaints about any aspect of the Club.
119. Rule 38.1 provides that minor complaints must be made to the supervisor or manager on duty at the relevant time.
120. Rule 38.2 provides that serious complaints must be made to the Chief Executive Officer in writing by post or hand delivered to Club's reception.
121. Rules 38.3 to 38.5 provide that:
- (a) the Club:
    - (i) will endeavour to confirm receipt of a complaint within a reasonable time provided the complainant's details are provided.
    - (ii) where appropriate, will review complaints and may conduct investigations.
  - (b) complainants will not be informed of the outcome of a complaint.
122. If a complaint is determined by the Club to be frivolous or vexatious, that will be grounds for disciplinary action against the member for conduct unbecoming a member of the Club.

## **MINUTES**

123. Rule 39 provides that minutes of all resolutions and proceedings at general meetings must be entered in the Minute Book within one month of the meeting and signed by the chairperson of that meeting or the chairperson of the next succeeding meeting. This reflects the Corporations Act requirements.

## **ACCOUNTS AND REPORTING TO MEMBERS**

124. Rule 40 deals with the accounts and reporting to members and is consistent with the Corporations Act and Registered Clubs Act.

## **FINANCIAL YEAR**

125. Rule 41 provides that the financial year of the Club shall commence on the first day of July in each year and will end on the last day of June in the following year. This is consistent with the existing Constitution.

## **AUDITORS**

126. Rule 42 requires the Club to appoint an auditor and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board. This is a requirement of the Corporations Act.

## **SECRETARY**

127. Rule 43 requires the Board to appoint one Secretary who will be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

## **EXECUTION OF DOCUMENTS**

128. Rule 44 deals with execution of documents and the common seal of the Club.

## **NOTICES**

129. Rule 45 deals with the requirements of giving notice to members, including by electronic means or by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.
130. The requirements of Rule 45 are in accordance with the Corporations Act and the Registered Clubs Act. Where a notice of a meeting is sent:
- (a) by post it shall be deemed to have been received by the member on the day following the posting.
  - (b) by electronic means it is deemed to be received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

## **INDEMNITY OF OFFICERS**

131. Rule 46 deals with the insurance and indemnification of the officers and auditors of the Club in accordance with the Corporations Act.

## **INTERPRETATION**

132. Rule 47 deals with the interpretation of the Club's Constitution and provides that a decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to it or on any matter arising therefrom, is conclusive and binding on all members of the Club.

## **AMENDMENTS TO CONSTITUTION**

133. Rule 48 provides for amendments to the Constitution. The Constitution can only be amended by way of Special Resolution passed at a general meeting of members. Only Life members and financial Rugby League members can vote on any Special Resolution to amend the Constitution. This is consistent with the existing Constitution and the existing practice of the Club.

## **CLUB COLOURS**

134. Rule 49 relates to the Club Colours and provides that the predominant Central Coast Senior Rugby League Team and Central Coast Junior Rugby League Team sporting colours of the Club will be green and gold. The Rule reflects the existing Constitution.

This summary is intended to provide members with sufficient background and information to enable them to make an informed decision in relation to the proposed special resolution to adopt the new Constitution. However, there may be matters about which members may have questions not covered by this Memorandum. In those circumstances, they are invited to raise their questions with the Chief Executive Officer who, if necessary, will obtain advice from the Club's lawyers to pass back to the member.

The Board considers the proposed new Constitution as being a significant improvement on the existing Constitution and it recommends that members vote in favour of the Special Resolution. To be passed, the Special Resolution will need votes from not less than three-quarters (75%) of those members who being eligible to do so vote in person at the meeting.

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**Dated:** 29/04/2024

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**Ben Coghlan**  
Chief Executive Officer