



**CRONULLA-SUTHERLAND DISTRICT
JUNIOR RUGBY FOOTBALL LEAGUE
INCORPORATED**

CONSTITUTION

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SCHEDULE 1 - REGULATIONS

ASSOCIATIONS INCORPORATION ACT 2009 (NSW)

CONSTITUTION

of

CRONULLA - SUTHERLAND DISTRICT JUNIOR RUGBY FOOTBALL LEAGUE INCORPORATED

1. NAME OF ASSOCIATION

The name of the Association is Cronulla-Sutherland District Junior Rugby Football League Incorporated ("**Junior League**").

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

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

"Affiliate Member" means an individual who is a, referee, coach or other official who is associated with the Junior League but who is not an Individual Member.

"Annual General Meeting" means the Annual General Meeting of the Junior League held in accordance with **clause 24**.

"Board" means the President, Senior Vice President, Secretary, Treasurer and Assistant Secretary of the Junior League, who shall be ex officio members of all sub-committees with such powers and functions as provided for in this Constitution and the Competition Rules and Judiciary Guidelines, from time to time.

"Junior League" means Cronulla-Sutherland District Junior Rugby Football League Incorporated.

"Constitution" means this Constitution of the Junior League.

"Cronulla- Sutherland District" shall mean the area known as the Shire of Sutherland being the area so designated pursuant to the Local Government Act 1993 (as amended) or as may be determined from time to time by the NSW Rugby League.

"Delegate" means the person(s) appointed from time to time to act for and on behalf of a Junior Club and to represent the Junior Club at General Meetings.

"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 but does not include the Executive Director.

"District Club" means the Cronulla-Sutherland District Rugby League Football Club Limited or such other body as replaces or assumes or performs the same or similar functions as the Cronulla -Sutherland District Rugby League Football Club Limited or to which the Junior League may from time to time affiliate.

“District Referees Association” means the Cronulla- Sutherland District Referees Association Inc or such other body as replaces or assumes or performs the same or similar functions of providing referees and touch judges to officiate at competitions conducted by the Junior League.

“Executive Director” means the Executive Director of the Junior League for the time being appointed under this Constitution. Where the Junior League does not have an Executive Director, the Junior League Secretary or Public Officer will, subject to confirmation by the Board, assume the functions of the Executive Director under this Constitution.

“Financial year” means a period of 12 months commencing on 1 October and ending on 30 September each year.

“General Committee” mean the General Committee of the Junior League under **Clause 15**.

“General Meeting” means the Annual General Meeting, Special General Meeting or General Committee Meeting of the Junior League.

“NSW Rugby League” means the New South Wales Rugby League Limited or such other body as replaces or assumes or performs the same or similar function as the New South Wales Rugby League Limited.

“Individual Member” means a registered, financial member of a Junior Club or a natural person who is otherwise recognised by the Junior League as an Individual Member.

“Intellectual Property” means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Junior League or any activity of or conducted, promoted or administered by the Junior League in the Cronulla - Sutherland District.

“Junior Club” is referred to collectively as “Member Bodies” and individually as a “Member Body” which term, unless the contrary intention appears, includes the Individual Members of those bodies and the officials, coaches, managers, trainers and the assistants of any football team of the Member Bodies who are not registered as Members of such Member Bodies.

“Life Member” means an individual appointed as a Life Member of the Junior League under **clause 5**.

“Member” means a member for the time being of the Junior League under **clause 5**.

“Objects” means the objects of the Junior League in **clause 3**.

“Player” or Players” mean a player or players who is/are registered as a player or players of a Member Body.

“Public Officer” means the person appointed to be the Public Officer of the Junior League in accordance with the Act.

“Register” means a register of Members kept and maintained in accordance with **clause 7**.

“Regulations” means any Regulations made by the General Committee under **clause 41**.

“Rugby League” means the game of rugby league football played in accordance with the law laid down by the Australian Rugby League Board or such other body as replaces or assumes or performs the same or similar functions as the Australian Rugby League Board to meet local Rugby League requirements.

“Seal” means the common seal of the Junior League (if any).

“Secretary” means the person appointed to be the Secretary of the Junior League.

“Special General Meeting” means a Special General Meeting of the Junior League held in accordance with **clause 25**.

“Special Resolution” means a special resolution defined in the Act.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
- (i) Any headings and marginal notations in the Constitution have been inserted for convenience only and shall not in any way limit or govern the construction of the terms of the Constitution.

2.3 Severance

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.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE JUNIOR LEAGUE

The Junior League is established solely for the Objects. The Objects of the Junior League are to:

- (a) participate as a member of NSW Rugby League so Rugby League can be conducted, encouraged, promoted, advanced and administered in the Cronulla -Sutherland District and New South Wales;
- (b) conduct, encourage, promote, advance and administer Rugby League throughout the Cronulla -Sutherland District.
- (c) ensure the maintenance and enhancement of the Junior League, the NSW Rugby League, the Members and Rugby League along with its standards, quality and reputation for the benefit of the Members and Rugby League;
- (d) at all times promote mutual trust and confidence between the Junior League, the NSW Rugby League, and the Members in pursuit of these Objects;
- (e) at all times act on behalf of, and in the interests of, the Members and Rugby League in the Cronulla - Sutherland District;
- (f) promote the economic and community service success, strength and stability of the Junior League, the Members and Rugby League in the Cronulla - Sutherland District;
- (g) affiliate and otherwise liaise with the NSW Rugby League and adopt its rule and policy framework to further these Objects and Rugby League
- (h) use and protect the Intellectual Property;
- (i) apply the property and capacity of the Junior League towards the fulfilment and achievement of these Objects;
- (j) strive for government, commercial and public recognition of the Junior League as the controlling body for Rugby League in the Cronulla - Sutherland District;
- (k) abide by, promulgate, enforce and secure uniformity in the application of the rules of Rugby League as may be determined from time to time by Australian Rugby League and/or NSW Rugby League as may be necessary

for the management and control of Rugby League and related activities in the Cronulla - Sutherland District;

- (l) advance the operations and activities of the Junior League throughout the Cronulla - Sutherland District;
- (m) further develop Rugby League into an organised institution and with these Objects in view, to foster, regulate, organise and manage coaching /training/ first aid courses, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (n) review and/or determine any matters relating to Rugby League which may arise, or be referred to it, by any Member;
- (o) recognise any penalty imposed by any Member;
- (p) act as arbiter (as required) on all matters pertaining to the conduct of Rugby League in the Cronulla - Sutherland District, including disciplinary matters;
- (q) pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Rugby League in the Cronulla - Sutherland District;
- (r) adopt and implement such policies as may be developed by Australian Rugby League and/or the NSW Rugby League, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in Rugby League.
- (s) represent the interests of its Members and of Rugby League generally in any appropriate forum in the Cronulla - Sutherland District;
- (t) have regard to the public interest in its operations;
- (u) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve;
- (v) promote the health and safety of Members and all other participants in Rugby League in the Cronulla - Sutherland District;
- (w) seek and obtain improved facilities for the enjoyment of Rugby League in the Cronulla - Sutherland District; and
- (x) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE JUNIOR LEAGUE

Solely for furthering the Objects, the Junior League has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5. MEMBERS

5.1 Categories of Members

The Members of the Junior League shall consist of:

- (a) Junior Clubs, which subject to this Constitution, shall be represented by a Delegate, and who shall have the right to receive notice of General Meetings and to be present, debate and vote on behalf of the Junior Club at General Meetings;
- (b) 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;
- (b) Individual Members, Affiliate Members and the appointed Directors who shall have the right to be present at General Meetings but shall have no rights, to debate or to vote at General Meetings;
- (c) the Directors, who shall have the right to be present, debate and vote at General Meetings; and
- (d) such new or other categories of Members as may be established by the Board. Any new category of Member established by the Board can not be granted voting rights without the approval of the Junior League in a General Meeting.

5.2 Life Members

- (a) Nominations for election of Life Membership of the Junior League pursuant to the provisions of **clause 5.1 (b)** of this Constitution, shall close on the last General Meeting in September each year and Nominees so named will be considered at a General Meeting of the General Committee convened during the month of October.
- (b) Nominations must be in writing, in the form provided, from time to time, by the Junior League, bear the signature of the proposer and seconder (who must be members of the General Committee) and be accompanied by a statement by the proposer and seconder as to the Nominee's services or contribution to the game.

Any member nominated must have at least (10) successive years service or fifteen (15) broken years service as a member of the General Committee or in such other capacity for the same period of time as the General Committee may consider fulfils the requirements for Life Membership.

- (c) Nominations received, pursuant to this clause, shall be referred to the Board, who will furnish to the General Committee a report as to the correctness or otherwise of the statement accompanying such nominations.
- (d) Names and candidates receiving endorsement will be submitted to the Annual General Meeting for approval.

- (e) The Nominee or Nominees then receiving an affirmative vote, provided that such number is a number equal to at least seventy five per centum (75%) of the number of persons voting, shall be declared elected a Life Member of the Junior League with all the rights and entitlements attaching thereto.

6. AFFILIATION

6.1 Junior Clubs

- (a) To be, or remain, eligible for membership, a Junior Club must be incorporated or in the process of incorporation. This process must be complete within one year of applying for membership under this Constitution.
- (b) For such time as the Junior Club is not incorporated, the Secretary of any such unincorporated Junior Club shall be deemed to be the Member (on behalf of the unincorporated entity). The Secretary shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Junior Club as incorporated Members, to the extent that this is possible.
- (c) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Junior Club shall be resolved by the Board in its sole discretion.
- (d) Failure to incorporate within the period stated in **clause 6.1(a)** shall result in the expulsion of the Secretary (acting on behalf of the unincorporated entity) from membership. The expelled unincorporated entity shall not be entitled to re-apply for membership until it becomes incorporated.

6.2 Application for Affiliation

An application for affiliation must be:

- (a) in writing on the form prescribed from time to time by the Board (if any), from the applicant or its nominated representative and lodged with the Junior League;
- (b) accompanied by a copy of the applicant's constitution (which must be acceptable to the Junior League and must substantially conform to this Constitution) and the applicant's register of members; and
- (c) accompanied by the appropriate fee (if any).

6.3 Discretion to Accept or Reject Application

- (a) The Junior League may accept or reject an application whether the applicant has complied with the requirements in **clauses 6.1** and **6.2** or not. The Junior League shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Junior League accepts an application, the applicant shall, become a Member. Membership shall be deemed to commence upon acceptance of the application by the Junior League. The Executive Director shall amend the Register accordingly as soon as practicable.

- (c) Where the Junior League rejects an application the Junior League shall refund any fees forwarded with the application and the application shall be deemed rejected.

6.4 Re-affiliation

- (a) Junior Clubs must re-affiliate annually with the Junior League in accordance with the procedures set down by the Junior League in Regulations from time to time.
- (b) Upon re-affiliation a Junior Club must lodge with the Junior League an updated copy of its constitution (including all amendments) and must provide details of any change in its Delegate and any other information reasonably required by the Junior League. Each Junior Club must ensure that its constitution is amended to conform to any amendments made to this Constitution and/or to the NSW Rugby League's Constitution.

6.5 Deemed Membership

- (a) All members which or who are, prior to the approval of this Constitution under the Act, members of the Junior League, shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) Junior Clubs shall provide the Junior League with such details as are reasonably required by the Junior League under this Constitution within one (1) month of the approval of this Constitution under the Act.
- (c) Any members of the Junior League prior to approval of this Constitution under the Act, who are not deemed Members under **clause 6.5(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

7. REGISTER OF MEMBERS

7.1 Junior League to keep Register

The Junior League shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) the full name, address, category of membership and date of entry to membership of each Junior Club; and
- (b) the full name, residential address and date of entry to membership of each Director and Life Member; and
- (c) where applicable, the date of termination of membership of any Junior Club.

Junior Clubs, Directors and Life Members shall provide notice of any change and required details to the Junior League within one (1) month of such change.

7.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Life Member

or Director, shall be available for inspection (but not copying) by Members who make a reasonable written request given to the Executive Director.

7.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Junior League and that they are bound by this Constitution and the Regulations, Australian Rugby League and NSW Rugby League Constitutions and Regulations;
- (b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or General Committee other entity with delegated authority;
- (c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Junior League, NSW Rugby League and Australian Rugby League
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Rugby League in the Cronulla - Sutherland District; and
- (e) they are entitled to all benefits, advantages, privileges and services of Junior League membership.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A Member having paid all arrears of fees payable to the Junior League may resign or withdraw from membership of the Junior League by giving one (1) months' notice in writing to the Junior League of such resignation or withdrawal.
- (b) A Junior Club may not resign, disaffiliate or otherwise seek to withdraw from the Junior League without approval by Special Resolution of the Junior Club. A copy of the relevant minutes of the Junior Club meeting showing that the Special Resolution has been passed by the Junior Club must be provided to the Junior League.
- (c) If a Junior Club ceases to be a Member under this Constitution, the Junior League membership of all Individual Members affiliated or registered with or through the Junior Club shall not automatically cease at that time, but shall be dealt with in accordance with the Regulations.
- (d) Upon the Junior League receiving notice of resignation of membership given under **clauses 9.1(a)** and **(b)**, an entry in the Register shall be made

recording the date on which the Member who or which gave notice ceased to be a Member.

9.2 Discontinuance for breach

- (a) Membership of the Junior League may be discontinued by the Board upon breach of any clause of this Constitution or the Regulations, including but not limited to the failure to pay any monies owed to the Junior League, failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under **clause 9.2(a)** without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain the breach, that Member's membership shall be discontinued under **clause 9.2(a)** by the Junior League giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.3** as soon as practicable.

9.3 Discontinuance for failure to re-affiliate

Membership of the Junior League may be discontinued by the Board if a Junior Club has not re-affiliated with the Junior League within one (1) month of re-affiliation falling due. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.3** as soon as practicable.

9.4 Member to Re-apply

A Member whose membership has been discontinued under **clauses 9.2** or **9.3** must seek renewal or re-apply for membership in accordance with this Constitution and;

- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Board.

9.5 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Junior League and its property and shall not use any property of the Junior League including Intellectual Property. Any Junior League documents, records or other property in the possession, custody or control of that Member shall be returned to the Junior League immediately. Where a Junior Club ceases to be a Member it shall also forfeit all representation rights on the Board and at General Meetings.

9.6 Delegate Position Lapses

The position of Delegate shall lapse immediately on cessation of membership of a Junior Club.

9.7 Membership may be Reinstated

Membership which has been discontinued under this **clause 9** may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

9.8 Membership not Transferable

- (a) A right, privilege or obligation which Member Body or individual Member Body has by reason of being a member of the Junior League:-
- (i) is not capable of being transferred or transmitted to another Member Body or person; and
 - (ii) terminates upon cessation of that Member Body's membership or Individual's Membership for any reason.

9.9 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

10. DISCIPLINE

10.1 Disciplinary Powers

- (a) Where the Board is advised in writing or considers that a Member has allegedly:
- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the NSW Rugby League or the Australian Rugby League Constitutions or Regulations or any resolution or determination of the Board or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Junior League, NSW Rugby League, Australian Rugby League and/or Rugby League; or
 - (iii) brought the Junior League, NSW Rugby League, Australian Rugby League, any other Member or Rugby League into disrepute;

the Board may commence or cause to be commenced, disciplinary proceedings against that Member, and that Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Junior League set out in this Constitution and Regulations.

- (b) The Board may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall investigate such matter and furnish to the Board a report outlining its recommendation in respect of all such matters.
- (c) The Judiciary Committee appointed shall have the power to cite or cause to appear before it any Member Body or person over which the Junior League exercises jurisdiction or control when investigation or hearing such complaint.

10.2 Disciplinary Procedure

- (a) Each Member Body shall have power to cite or cause to appear before it any of its members or a person under its jurisdiction or control against whom a complaint of conduct under **clause 10.1 (a)**.
- (b) After proper inquiry it may disqualify, suspend, fine or otherwise deal with any such person and must report its decision in the case of a suspension or disqualification to the Secretary of the Junior League and the District Club in writing within seven (7) days of the date of such decision.
- (c) Every disqualification or suspension imposed pursuant to this **clause 10** shall operate throughout the Cronulla-Sutherland District unless an appeal therefrom shall have been finally determined and allowed.
- (d) If the General Committee has reasonable grounds to believe that any Member Body has failed to make proper enquiry after receiving a complaint of the nature referred to in **clause 10.2 (a)** it may direct such Member Body to commence or complete the inquiry, and failing compliance within a reasonable time the Board may take such action as it deems fit.
- (e) The District Club shall be the final appellate body in the Cronulla-Sutherland District in all matters of dispute, involving any one or more of those Member bodies or persons referred to in **clause 10.1** except where there is provision to the contrary in this Constitution.
- (f) A member or person of any Member Body while under suspension or disqualification shall not be eligible to hold office with the Junior League or his/her Member Body.

11. SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and any fees or other levies payable by Members to the Junior League the time for and manner of payment, shall be as determined by the Board.

12. EXISTING DIRECTORS

- (a) The members of the administrative or governing body (by whatever name called) of the Junior League in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution. After this General Meeting the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (b) The person known and appointed to the position of Executive Director (or similar title) immediately prior to approval of this Constitution under the Act shall continue in that position following such approval, subject to any contractual arrangements.

13. POWERS OF THE BOARD.

Subject to the Act and this Constitution, the business of the Junior League shall be managed, and the powers of the Junior League shall be exercised, by the Board. In particular, the Board shall act in accordance with the Objects and shall operate for the

benefit of the Members and the community throughout the Cronulla - Sutherland District.

14. COMPOSITION OF THE BOARD

14.1 Composition of the Board

The Board shall comprise:

- (a) five (5) elected Directors;

who must all be Individual Members and who shall be elected under **clause 16**; and

- (b) up to two (2) appointed Directors;

who need not be Individual Members and who may be appointed by the Directors in accordance with **clause 17**.

A Director can not also be a Delegate.

14.2 Election and Appointment of Directors

- (a) The elected Directors shall be elected under **clause 16**.

- (b) The appointed Directors may be appointed under **clause 17**.

14.3 Portfolios

The Board may allocate portfolios and/or titles to Directors.

15. GENERAL COMMITTEE

15.1 General Committee

The General Committee shall consist of:-

- (a) The following Office Bearers who shall be elected at the Annual General Meeting or subsequent meeting and who shall hold office until the next succeeding Annual General Meeting:-
 - (i) Patrons
 - (ii) Vice - Presidents (minimum sixteen (16))
 - (iii) Social Secretary
 - (iv) Representative Team Secretary
 - (v) Recorder
 - (vi) Promotions Chairperson
 - (vii) Coaching Director
 - (viii) Registration and Grading Chairperson
 - (ix) Judiciary Chairperson
 - (x) Grounds Chairperson
 - (xii) Insurance Chairperson

- (b) (i) One (1) delegate from each Member Body, who must be the President or the Secretary of that Member Body, provided that where the Member Body enters ten (1) or more teams in the Competition such Member Body shall be entitled to

one (1) additional delegate. Such delegates shall be bona fide members of the Member Body they represent.

- (i) Two (2) delegates from the District Referees Association, one who must be the Director or Co-Director of Referees.
- (iii) Life Members.
- (iv) One (1) delegate from the District Club.

16. ELECTED DIRECTORS AND OFFICE BEARERS

16.1 Nominations

- (a) Nominations for elected Director and Office Bearer positions shall be called for forty-eight (48) days prior to 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 shall be as determined by the Board from time to time.
- (b) Nominees for elected Director and Office Bearer positions must declare any position they hold in a Junior Club including as an officer (howsoever described including as a Delegate) or as a full time employee.

16.2 Form of Nomination

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by an authorised representative from two (2) Junior Clubs;
- (d) certified by the nominee (who must be an Individual Member) expressing his willingness to accept the position for which he is nominated; and
- (e) delivered to the Junior League not less than thirty-five (35) days before the date fixed for the Annual General Meeting.

16.3 Elections

- (a) If the number of nominations received for the Board and General Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board and General Committee then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Board or General Committee or if a person is not approved by the majority of Members under **clause 16.3(a)**, the positions will be deemed casual vacancies under **clause 18.1**.

- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board and General Committee.
- (d) Voting shall be conducted in such manner and by such method as may be determined by the Board from time to time.

16.4 Term of Appointment for Elected Directors and Office Bearers

- (a) Directors and Office Bearers elected under this **clause 16** shall be elected for a term of one (1) year. Subject to provisions in this Constitution relating to earlier retirement or removal of Directors and Office Bearers, elected Directors and Office Bearers shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the next succeeding Annual General Meeting following.
- (b) Following the adoption of this Constitution, no person who has served as an elected Director for a period of four (4) consecutive full terms shall be eligible for election as an elected Director until the next Annual General Meeting following the date of conclusion of his last term as an elected Director.

17. APPOINTED DIRECTORS

17.1 Appointment of Directors

The elected Directors may appoint up to two (2) appointed Directors.

17.2 Qualifications for Appointed Directors

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be Individual Members but must be natural persons. Appointed Directors can not also be a Delegate.

17.3 Term of Appointment for Appointed Directors

- (a) Appointed Directors may be appointed by the elected Directors and Office Bearers under this Constitution for a term of one (1) year, which shall commence from the first Board meeting after the Annual General Meeting until after the conclusion of the next succeeding Annual General Meeting following.
- (b) Following the adoption of this Constitution, no person who has served as an appointed Director for a period of four (4) consecutive full terms shall be eligible for appointment as an appointed Director until the next Annual General Meeting following the date of conclusion of his last term as an appointed Director.

18. VACANCIES ON THE BOARD AND GENERAL COMMITTEE

18.1 Casual Vacancies

Any casual vacancy occurring in the position of Director or Office Bearer may be filled by the remaining Directors or Office Bearers from among appropriately qualified

persons. Any, casual vacancy may only be filled for the remainder of the Director's or Office Bearer's term under this Constitution.

18.2 Grounds for Termination of Director or Office Bearer

In addition to the circumstances in which the office of a Director or Office Bearer becomes vacant by virtue of the Act, the office of a Director or Office Bearer becomes vacant if the Director or Office Bearer:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his office in writing to the Junior League;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
- (f) holds any office of employment with the Junior League;
- (g) is directly or indirectly interested in any contract or proposed contract with the Junior League and fails to declare the nature of his interest;
- (h) in the opinion of the Board (but subject always to this Constitution):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Junior League; or
 - (ii) has brought the Junior League into disrepute;
- (j) is removed by Special Resolution; or
- (j) would otherwise be prohibited from being a Director of a corporation under the *Corporations Act 2001 (Cth)*.

18.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Director to a number sufficient to constitute such a quorum.

19. MEETINGS OF THE BOARD

19.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it

thinks fit. A Director may at any time convene a meeting of the Board within a reasonable time.

19.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.

19.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by email, telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution and such notice specifies that Directors are not required to be present in person;
 - (iii) if a failure in communications prevents **clause 19.3(b)(i)** from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until **clause 19.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
 - (iv) any meeting held where one (1) or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

19.4 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is four (4).

19.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than seven (7) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than two (2) days prior to such meeting.

19.6 Chairperson

The Board shall appoint a Chairperson from amongst its number. The Chairperson shall be the nominal head of the Junior League and will act as chair of any Board meeting or General Meeting or General Committee Meeting at which he is present. If the Chairperson is not present, or is unwilling or unable to preside at a Board meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.

19.7 Directors' Interests

A Director is disqualified by holding any place of profit or position of employment in the Junior League or in any company or incorporated association in which the Junior League is a shareholder or otherwise interested or from contracting with the Junior League either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Junior League in which any Director is in any way interested will be void unless approved by the Board.

19.8 Conflict of Interest

A Director shall declare his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

19.9 Disclosure of Interests

- (a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

19.10 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **clause 19.9** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

19.11 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Director in accordance with **clauses 19.8, 19.9** and/or **19.10** must be recorded in the minutes of the relevant meeting.

20. MEETINGS OF THE GENERAL COMMITTEE

20.1 The General Committee shall hold a General Meeting not later than the first week in November and an Annual General Meeting not later than the second week in November each year. At least fourteen (14) days notice of the date of such meetings and the business to be transacted there at shall be published and made available to all members of the General Committee, the District Club and the District Referees Association.

20.2 The business to be conducted at an Annual General Meeting shall be:-

- (a) Confirmation of the Minutes of the previous Annual General Meeting.
- (b) The consideration and adoption of the Annual Report and Statement of Receipts and Payments for the preceding year, either with or without amendment.
- (c) Appointment of Auditors
- (d) Appointment of Legal Counsel
- (e) Election of Directors and Officer Bearers
- (f) Such other business as may be provided for in this Constitution or as the meeting shall decide to deal with.

20.3 The Secretary of the Junior League shall at the request of the Board, or on receipt of a request in writing signed by at least fifteen (15) members of the General Committee call a Special General Meeting of the General Committee at any time. Notice of such meeting shall be given to the members of the General Committee at least seventy two (72) hours before the time of the proposed meeting and shall specify the business proposed to be transacted there at.

20.4 The General Committee shall hold such Extraordinary General Meetings, as it shall from time to time decide.

20.5 Any meeting of the General Committee may be adjourned to such time and place, as a majority of those present shall decide.

20.6 Any Office Bearer or Member Body delegate who is absent without reasonable excuse from three (3) consecutive meetings of the General Committee, may be called upon by the General Committee to show cause why that person should not be removed from the office occupied by him/her and that the office be declared vacant, provided that this section shall not apply to the Patrons or Life Members.

21. EXECUTIVE DIRECTOR

21.1 Appointment of Executive Director

An Executive Director may be appointed by the Board for such term and on such conditions as the Board thinks fit.

21.2 Executive Director to act as Secretary and Public Officer

The Executive Director shall act as and carry out the duties of Secretary and Public Officer of the Junior League and shall administer and manage the Junior League in accordance with the Act and this Constitution.

21.3 Specific Duties

The Executive Director shall:

- (a) as far as practicable attend all Board Meetings and all General Meetings;
- (b) prepare the agenda for all Board and General Meetings;
- (c) record and prepare minutes of the proceedings of all Board Meetings and General Meetings, and shall use his best endeavours to distribute those minutes to Clubs promptly from the date of the meeting; and
- (d) regularly report on the activities of, and issues relating to, the Junior League.

21.4 Board Power to Manage

Subject to the Act, this Constitution, the Regulations and any policy directive of the Board, the Executive Director has power to perform all such things as appear necessary or desirable for the proper management and administration of the Junior League. No resolution passed by the Junior League in General Meeting shall invalidate any prior act of the Executive Director or the Board which would have been valid if that resolution had not been passed.

21.5 Executive Director may employ

The Executive Director may in consultation with the Board, as appropriate, employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the Executive Director determines.

22. DELEGATIONS

22.1 Board may Delegate Functions

The Board may by instrument in writing create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines from time to time. In exercising its power under this clause the Board must take into account broad stakeholder involvement

22.2 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board or the Executive Director by the Act or any other law, or this Constitution or by resolution of the Junior League in General Meeting.

22.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

22.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **clause 19** above. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Board with details of all material decisions and shall provide any other reports, minutes and information as the Board may require from time to time.

22.5 Delegation may be Conditional

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

22.6 Revocation of Delegation

The Board may by instrument in writing, at any time revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

23. SEAL

- (a) The Junior League may have a Seal upon which its corporate name shall appear in legible characters.

- (b) The Seal must not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Junior League's minute book.
- (c) The affixing of the Seal must be witnessed by two (2) Directors, unless the Board determines otherwise.

24. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Junior League shall be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

25. SPECIAL GENERAL MEETINGS

25.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Junior League and, where, but for this clause more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

25.2 Requisition of Special General Meetings

- (a) The Executive Director shall on the requisition in writing of not less than five percent (5%) of voting Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Junior League and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Executive Director does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to the Junior League, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

26. NOTICE OF GENERAL MEETINGS

- (a) Notice of every General Meeting shall be given to every Junior Club and Life Member or other Member entitled to receive notice at the address appearing in the Register kept by the Junior League. The Auditor, Executive Director and Directors shall also be entitled to notice of every General Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.

- (c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote; and
 - (iii) forms of authority in blank for proxy votes.
- (d) Notice of every General Meeting shall be given in the manner authorised in **clause 45**.

27. BUSINESS

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and Auditors, the election of Directors under this Constitution and the appointment of the Auditors.
- (b) All business that is transacted at a General Meeting and all business that is transacted at an Annual General Meeting, with the exception of those matters set down in **clause 27(a)** shall be special business.
- (c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

28. NOTICES OF MOTION

- (a) Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Executive Director not less than thirty-five (35) days (excluding receiving date and meeting date) prior to the General Meeting.
- (b) If a motion is lost it shall not be re-submitted for consideration at a General Meeting of the Junior League until after the expiration of three (3) months from the date of the Meeting at which it was last moved.

29. PROCEEDINGS AT GENERAL MEETINGS

29.1 Quorum

No business shall be transacted at any General Meeting or sub-committee Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Junior League shall be seventy five per centum (75%) of Junior Clubs represented by their Delegates.

29.2 Chairperson to preside

The Chairperson of the Board shall, subject to this Constitution, preside as chair at every General Meeting except:

- (e) in relation to any election for which the Chairperson is a nominee; or
- (f) where a conflict of interest exists.

If the Chairperson is not present, or is unwilling or unable to preside the Delegates present shall appoint another Director to preside as Chairperson for that meeting only.

29.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the Chairperson may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **clause 29.3 (c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

29.4 Returning Officer

- (a) For the purpose to conduct any election or elections provided for in this Constitution, the Board may appoint a person to act as Returning Officer and such other person or persons as it deems fit to assist him/her.
- (b) A person appointed as Returning Officer pursuant to the provisions of this clause shall in the performance of his/her duties act in accordance with the procedures set out in this Constitution.

29.5 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (g) the Chairperson; or
- (h) a simple majority of Delegates on behalf of their Members.

29.6 Recording of Determinations

Unless a poll is demanded under **clause 29.5**, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Junior League shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

29.7 Where Poll Demanded

If a poll is duly demanded under **clause 29.5** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

30. VOTING AT GENERAL MEETINGS

30.1 Members Entitled to Vote

Each Junior Club shall be entitled to one (1) vote at General Meetings which, subject to this clause shall be exercised by the Junior Club's Delegate. No other Member shall be entitled to vote but shall subject to this Constitution have, and be entitled to exercise, those rights set out in **clause 5.1**. The Directors, Executive Director, Officer Bearer, Life Members and District Referees Association Delegate shall also have a right to vote at General Meetings.

30.2 Chairperson May Exercise Casting Vote

Where voting at General Meetings is equal the Chairperson may exercise a casting vote. If the Chairperson does not exercise a casting vote the motion will be lost.

30.3 Postal Voting

No motion shall be determined by a postal ballot unless determined by the Board. If the Board so determines, the postal ballot shall be conducted under the procedures set by the Board from time to time.

31. PROXY VOTING

- (a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Board from time to time, has been duly completed and executed and is lodged with the Executive Director at or before the commencement of the meeting. Proxies shall only be exercised by Members entitled to vote. No Member entitled to vote shall exercise more than one (1) proxy vote at any one (1) time.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Delegate or Life Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may exercise the proxy vote as he thinks fit.

32. STRATEGIC FORUM OF ASSOCIATION

32.1 Strategic Forums

The Junior League shall hold a strategic forum at least once per year. The object of the strategic forum is to:

- (a) inform the Board of significant membership issues;
- (b) assist the Board to design or review the Junior League's strategic plan and direction;

- (c) discuss statewide issues;
- (d) provide feedback to the Board on the results of its governance decisions in practice at Member level.

32.2 Attendees at Strategic Forums

The following persons may attend strategic forums of the Junior League:

- (a) up to two (2) representatives from each Junior Club;
- (b) the Directors; and
- (c) such other persons the Board considers should be invited.

33. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this clause applies to disputes under this Constitution between a Member and:
 - (i) another Member; or
 - (ii) the Junior League.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent tribunal established by the NSW Rugby League in accordance with the procedures determined by the NSW Rugby League from time to time.
- (d) The Board may prescribe additional grievance procedures in Regulations consistent with this **Clause 33**.

34. RECORDS AND ACCOUNTS

34.1 Records

The Junior League shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Junior League and the Board and shall produce these as appropriate at each Board or General Meeting.

34.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Executive Director.

34.3 Junior League to Retain Records

The Junior League shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

34.4 Board to Submit Accounts

The Board shall submit to the Members at the Annual General Meeting the statements of account of the Junior League in accordance with this Constitution and the Act.

34.5 Accounts Conclusive

The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.

34.6 Accounts to be Sent to Members

The Executive Director shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the Auditor's report and every other document required under the Act (if any).

34.7 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Junior League, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any three (3) duly authorised Directors or in such other manner as the Board determines.

34.8 Treasurer to Submit Monthly Accounts

The Treasurer of the Junior League shall furnish to the General Committee at least once a month a financial statement detailing items of revenue, income and payments at the time that statements are furnished and he or she shall produce a statement from any financial institutions/s with whom the Junior League operates an account at such General Meeting of the General Committee as it may determine.

35. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by the Junior League in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act* and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Junior League in General Meeting.
- (b) The accounts of the Junior League shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

36. LEGAL COUNSEL

A properly qualified legal practitioner or legal practitioners shall be appointed by the Junior League in General Meeting. The legal practitioner's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act*, *Legal Profession Act* and generally accepted principles, and/or any applicable code of conduct. The legal practitioner may be removed by the Junior League in General Meeting.

37. INCOME

37.1 Income and property of the Junior League shall be derived from such sources as the Board determines from time to time.

37.2 The income and property of the Junior League shall be applied solely towards the promotion of the Objects.

37.3 Except as prescribed in this Constitution or the Act:

- (a) no portion of the income or property of the Junior League shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Junior League to any Member who holds any office of the Junior League.

37.4 Nothing in **clauses 37.2** or **37.3** shall prevent payment in good faith of or to any Member for:

- (a) any services actually rendered to the Junior League whether as an employee, Director or otherwise;
- (b) goods supplied to the Junior League in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Junior League;
- (e) any out-of-pocket expenses incurred by the Member on behalf of the Junior League;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

38. WINDING UP

- (a) Subject to this Constitution the Junior League may be wound up in accordance with the Act.
- (b) The liability of the Members of the Junior League is limited.
- (c) Every Member undertakes to contribute to the assets of the Junior League if it is wound up while a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Junior League contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Junior League, such an amount not exceeding one dollar (\$1.00).

39. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Junior League there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to another

organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Junior League by this Constitution. Such organisation(s) to be determined by the Members in General Meeting at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

40. ALTERATION OF CONSTITUTION AND COMPETITION RULES AND JUDICIARY GUIDELINES

- (a) This Constitution shall not be altered except by Special Resolution.
- (b) The General Committee shall have power at any time to make Rules and/or alter Competition Rules and Judiciary Guidelines not inconsistent with this Constitution for the purpose of carrying out the Objects of the Junior League. In particular, and without in any way limiting this power, the General Committee shall have power to make or alter Competition Rules and Judiciary Guidelines with respect to:-
 - (i) The creation of Junior Clubs.
 - (ii) The constitution, control, management and membership of Member Bodies
 - (iii) Life Membership of the Junior League.
 - (iv) Players uniforms.
 - (v) Registration and qualification of players.
 - (vi) The relationship between a player and his Member Body including the movement of players between Member Bodies.
 - (vii) Contracts between Players and Junior Clubs.
 - (viii) The Assurance Fund.
 - (ix) The designation, composition, powers and functions of sub-committees.
- (c) On any matter of urgency the Chairman may waive the requirement of notice provided for in clause with the consent of at least seventy five per centum (75%) of the quorum of the General Committee whom are present at a General Meeting when the proposal for waiver of that requirement is so moved.

41. REGULATIONS

41.1 Board to Formulate Regulations

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Junior League, the advancement of the purposes of the Junior League and Rugby League in the Cronulla - Sutherland District as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution, the NSW Rugby League and Australian Rugby League constitutions, any regulations made by NSW Rugby League or Australian Rugby League and any policy directives of the Board.

42.2 Regulations Binding

All Regulations are binding on the Junior League and all Members.

41.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Junior League in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations and shall continue to apply.

41.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the Board and prepared and issued by the Executive Director. Junior Clubs shall take reasonable steps to distribute information in the Bulletins to Individual Members. The matters in the Bulletins are binding on all Members.

42. STATUS AND COMPLIANCE OF THE JUNIOR LEAGUE

42.1 Recognition of Junior League

The Junior League is a member of NSW Rugby League and is recognised by NSW Rugby League as the controlling authority for Rugby League in the Cronulla -Sutherland District and subject to compliance with this Constitution and the NSW Rugby League and Australian Rugby League constitution shall continue to be so recognised and shall administer Rugby League in the Cronulla - Sutherland District in accordance with the Objects.

42.2 Compliance of Association

The Members acknowledge and agree the Junior League shall:

- (a) be or remain incorporated in New South Wales;
- (b) apply its property and capacity solely in pursuit of the Objects and Rugby League;
- (c) do all that is reasonably necessary to enable the Objects to be achieved;
- (d) act in good faith and loyalty to ensure the maintenance and enhancement of Rugby League, its standards, quality and reputation for the benefit of the Members and Rugby League;
- (e) at all times act in the interests of the Members and Rugby League;
- (f) not resign, disaffiliate or otherwise seek to withdraw from NSW Rugby League without approval by Special Resolution; and
- (g) abide by the NSW Rugby League and Australian Rugby League Constitutions and the rules of Rugby League.

42.3 Operation of Constitution

The Junior League and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Rugby League are to be conducted, promoted, encouraged, advanced and administered throughout the Cronulla - Sutherland District; and
- (b) to ensure the maintenance and enhancement of Rugby League. its standards, quality and reputation for the benefit of the Members and Rugby League;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Rugby League and its maintenance and enhancement;
- (d) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) to act in the interests of Rugby League and the Members;
- (f) that should a Member have administrative, operational or financial difficulties the Junior League may act to assist the Member in whatever manner the Junior League considers appropriate.

43. JUNIOR LEAGUE'S CONSTITUTION

43.1 Constitution of the Junior League

This Constitution will clearly reflect the objects of the NSW Rugby League and will conform to the NSW Rugby League constitution, subject always to the Act.

43.2 Operation of NSW Rugby League Constitution

- (a) The Junior League will take all reasonable steps to ensure this Constitution conforms to the NSW Rugby League constitution subject always to the Act.
- (b) The Junior League shall provide to NSW Rugby League a copy of this Constitution and all amendments to this document. The Junior League acknowledges and agrees that the NSW Rugby League has power to veto any provision in its Constitution which, in NSW Rugby League's opinion, is contrary to the objects of NSW Rugby League.

43.3 Register

The Junior League shall maintain, in a form acceptable to NSW Rugby League but otherwise in accordance with the Act, a Register of all Junior Clubs and if appropriate all Individual Members.

44. STATUS AND COMPLIANCE OF JUNIOR CLUBS

44.1 Compliance

Junior Clubs acknowledge and agree that they shall:

- (a) be or remain incorporated in New South Wales;
- (b) nominate a Delegate annually to attend General Meetings, and shall inform the Association of the details of that person accordingly;
- (c) provide the Junior League with copies of their audited accounts, annual financial reports and other associated documents as soon as practicable, following the Club's Annual General Meeting;
- (d) must register all players each season with the Junior League in accordance with the Competition Rules.
- (e) recognise the Junior League as the authority for Rugby League in the Cronulla-Sutherland District, the NSW Rugby League as the authority in New South Wales and the Australian Rugby League as the national authority for Rugby League;
- (f) adopt and implement such communications and Intellectual Property policies as may be developed by the Junior League and/or the NSW Rugby League from time to time; and
- (g) have regard to the Objects in any matter of the Club pertaining to Rugby League.

44.2 Junior Club Constitutions

- (a) The Junior Clubs' constituent documents will clearly reflect the Objects and will conform to this Constitution.
- (b) Junior Clubs will take all reasonable steps necessary to ensure their constituent documents conform to this Constitution.
- (c) Junior Clubs shall provide to the Junior League a copy of their constituent documents and all amendments to these documents. Clubs acknowledge and agree that the Junior League has power to veto any provision in a Junior Club's constitution which, in the Junior League's opinion, is contrary to the Objects.
- (d) The constituent documents of each Junior Club shall, at the earliest available opportunity, but within one year of the commencement of this Constitution, recognise the Junior League as the authority for Rugby League in the Cronulla - Sutherland District the NSW Rugby League as the authority in New South Wales and the Australian Rugby League as the national authority for Rugby League in Australia.

44.3 Register

Junior Clubs shall maintain, in a form acceptable to the Junior League, a Register of all Members of the Junior Club. Each Junior Club shall provide a copy of the Register at a time and in a form acceptable to the Junior League, and shall provide regular updates of the Register to the Junior League.

45. NOTICE

- (a) Notices may be given by the Junior League to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address, or in the case

of a Delegate, to the last notified address, facsimile number or electronic mail address.

- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three (3) days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

46. PATRONS AND VICE PATRONS

The Junior League at its Annual General Meeting may appoint annually on the recommendation of the Board a chief patron and such number of patrons as it considers necessary, subject to approval of that person or persons.

47. INDEMNITY

- (a) Every Director and employee of the Junior League shall be indemnified out of the property and assets of the Junior League against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Junior League shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Junior League; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Junior League.