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Constitution

Lawyers

Level 27, Angel Place

123 Pitt Street

Sydney New South Wales 2000 Australia

GPO Box 1692

Sydney New South Wales 2001

Telephone 61 2 9291 6100

Facsimile 61 2 9221 0872

info@maddocks.com.au

www.maddocks.com.au

DX 10284 Sydney Stock Exchange

**Country Rugby Union of New South Wales Limited**

ACN 003 381 771

Overview

This is the Constitution of Country Rugby Union of New South Wales Ltd ACN 003 381 771.

The Company is a company limited by guarantee. The liability of its members is limited to the amount they have agreed to pay in the guarantee. The Company must always have at least one member and three directors.

The Constitution sets out the basis on which the Company is to be managed. Nothing in the Constitution is intended to derogate from the *Corporations Ac*t. That Act:

imposes many obligations on the Company which are not reproduced in this Constitution; and

overrules anything in this Constitution to the extent that they are inconsistent.

This Constitution replaces the replaceable rules in the *Corporations Act*. Words used in the Constitution which have a meaning in the *Corporations Act* have the same meaning in this Constitution (unless expressly stated otherwise).

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 **Country Rugby Union of New South Wales Ltd (Company)**

Constitution

# Company’s name, Objects and powers

## Name of the Company;

The name of the Company is Country Rugby Union of New South Wales Ltd.

## Objects

The Company's objects are all or any of the following:

### to be a member of New South Wales Rugby Union Ltd ACN 000 222 711 (**NSW** **Rugby Union**), or any body which may succeed it as the rugby union of New South Wales and act in accordance with the constitution and the by-laws of NSW Rugby Union or its successor

### in a manner consistent with the object set out in 1.2.1:

#### to have jurisdiction throughout Country NSW over its member zones, members, Affiliated Bodies, clubs, bodies, associations, players, employees, office bearers and any other person who is performing an official duty or function at a rugby match or other event approved or otherwise under the control of the Company (**Country NSW Stakeholders**);

#### to determine the clubs and the areas which constitute member zones in consultation with all Council Members;

#### to foster, promote and arrange rugby union football throughout Country NSW amongst Country NSW Stakeholders;

#### to prescribe laws, rules, regulations and by-laws governing the conduct of the Country NSW Stakeholders and to enforce the same by suspension or expulsion or disqualification or the imposition of such other penalties as the Company may think fit;

#### to promote and conduct inter-club and inter-union matches and inter-state, overseas and international matches and tours involving Country NSW Stakeholders;

#### to establish committees and advisory boards to assist the Company in promoting, organising and advancing rugby union football amongst the Country NSW Stakeholders across Country NSW;

#### to settle any questions or disputes between Country NSW Stakeholders on any matters relating to rugby union football within Country NSW which may be submitted to the Company for its adjudication or otherwise relating to any of the objects set out in this clause 1.2;

#### to own, administer and/or control digital, streaming and broadcast rights for all rugby matches and events in Country NSW;

### to have the legal capacity and powers of a company limited by guarantee pursuant to the Act;

### to carry on all such activities as may be necessary or convenient for the purposes of the Company; and

### to do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of any of the objects set out in this clause 1.2.

## Powers

### The Company has:

#### the legal capacity and powers of an individual; and

#### all the powers of a body corporate (other than the power to issue shares).

### However, the Company has those capacities and powers only to the extent:

#### necessary, or convenient, to carry out the Company's objects; or

#### incidental to carrying out those objects.

# Voting Members’ liability and guarantee

## Liability of Voting Members

The liability of each Voting Member is limited to the amount of the guarantee set in clause 2.2.1.

## Guarantee by Voting Members

### If the Company is wound up while a person is a Voting Member (or within one year after they stop being a Voting Member) then that person must contribute up to $100.00 to the Company for:

#### payment of the Company's debts and liabilities incurred before that person ceased to be a Voting Member;

#### payment of the costs, charges and expenses of winding-up the Company; and

#### adjustment of the rights of the contributories among themselves.

# How the Company’s income and property are to be applied

## For the Company’s objects

All of the Company's income and property must be applied solely towards the promotion of the Company's objects as set out in clause 1.2.

## No dividends to Voting Members

The Company may not pay, or transfer, any of its income or property — directly or indirectly — by way of dividend, bonus or otherwise to any person who is or has been a Voting Member, nor to any other member of the Company.

## Remuneration and expenses for Voting Members

### Regardless of clause 3.2, the Company may pay remuneration in good faith to any Voting Member, officer or employee of the Company in return for any goods or services they provide to the Company in the ordinary and usual course of business.

### The Board may authorise the repayment of any expenses a Voting Member incurs for the Company, or in connection with performing their duties for the Company.

## No dividends to Voting Members

### If the Company is to pay any remuneration to a Director for services rendered in the capacity as a Director, then the remuneration must be on reasonable commercial terms and the Board must first have:

#### consented to the Director providing those services; and

#### resolved to approve the amount of the payment.

### If the Company is to pay any remuneration to a Director for services rendered in the capacity as an employee of the Company, then the Board must first have resolved to approve the terms of that employment.

### The Board may authorise the repayment of any expenses a Director incurs for the Company, or in connection with performing their duties for the Company.

## Loans and leases from Voting Members

### The Company may pay:

#### interest on money borrowed from any Voting Member; and

#### reasonable and proper rent for premises a Voting Member leases to the Company.

### For the purposes of clause 3.5, if a Voting Member pays the Company a deposit, bond or other security for the payment of fees and charges levied under the Constitution, then that payment is not a loan from the Voting Member.

# Fees imposed by the Company

## Setting fees

### The Board may recommend for approval by the Voting Members:

#### a cost payable by Voting Members by way of Membership fees and any other fees the Board thinks fit;

#### fees payable by any current or proposed Affiliated Bodies; and

#### when and in what circumstances these fees are payable.

### The Board must give Voting Members at least one month's notice of any increase in the fees, or of a change in the due date for fees payable under clause 4.1.1.

# Membership

Members

There are two categories of membership of the Company being the Voting Members and the Rugby Members

## Voting Members

### The Company’s Voting Members are the members of the Council as listed in clause 5.1.2.

### The Voting Members of the council are as follows (unless the Voting Member has resigned under clause 5.9 or clause 5.9.2, or been suspended or expelled under clauses 5.10 and 5.10.2):

####  Central Coast Rugby Union;

#### Central North Rugby Union;

#### Central West Rugby Union;

#### Far North Coast Rugby Union;

#### Illawarra Rugby Union;

#### Mid North Coast Rugby Union;

#### Newcastle Hunter Rugby Union;

#### New England Rugby Union;

#### Western Plains Rugby Union;

* + - 1. Affiliated bodies as listed in clause 16.1 and
			2. any other person admitted as a Voting Member in accordance with clauses 5.8 to 5.8.7 of this Constitution

### The Constitution recognises that each of the aforementioned zones consists of a Senior body and a Junior body who are both equally represented in all matters.

## Rugby Members

### The Company’s Rugby Members are as follows (unless the Rugby Member has resigned under clause 5.9.1 or clause 5.9.2 or been suspended or expelled under clauses 5.10.1 and 5.10.2):

#### The Patron;

#### The Honorary Life Members;

#### The players and officials;

#### The sponsors or their representatives; and

#### Such other people or group of people as the Board may decide in its absolute discretion.

## Register of Members

### The Company must keep and maintain the Register in accordance with the Act and otherwise as the Board determines.

### Any dispute that arises in relation to the Register must be referred to the Board. The Board’s decision is final and binding on all Voting Members (in the absence of manifest error).

## Types of membership

### At any time, the Board may (subject to the Act) create different types of Membership with different rights, obligations and restrictions.

### Any type of Membership created by the Board pursuant to clause 5.4 must not give any voting entitlements or voting rights to its members.

## Membership is not transferable

A Voting Member may not transfer their Membership to another person.

## Voting rights

### Each Voting Member of the council as listed in clause 5.1.2 will be entitled to two votes at a General Meeting of the Company for each matter. In each zone there will be one vote allocated to the representative of the senior organisation or structure and one vote allocated to the representative of the Junior organisation or structure. However, the Board may suspend a Voting Member's entitlement to vote pursuant to clauses 5.10 and 5.10.2 if the Voting Member owes the Company any amount that is more than 3 months overdue (or such other period as the Board determines). If a voting member is also listed as an affiliate in clause 16.1 , the maximum votes entitled will be two votes.

### Each Voting Member of the council representing an affiliated body who is not a voting member or council member , is entitled to one vote at any General Meeting of the Company for each matter.

### Rugby Members do not have any voting or decision-making rights.

### Rugby Members are entitled to attend or address meetings of the Advisory Council and the Company.

## A Voting Member’s representative

### If a Voting Member or an Applicant is not a natural person, then it must appoint (in writing) a natural person as its Representative. The Voting Member may remove and replace its Representative by giving written notice to the Board in a form the Board approves.

### The Representative may, on the Voting Member's behalf, exercise all the powers that the Voting Member could exercise at a meeting or in voting on a resolution — unless those powers are restricted in a way set out in clause 5.7.3.

### The document appointing the Representative may set out either or both of:

#### what the Representative is appointed to do; and

#### any restrictions on what the Representative may do.

### If the appointment is made by reference to a position held, then the appointment must identify the position.

### The Company must arrange for:

#### the name and address of the Representative to be entered in the Register; and

#### all correspondence and notices from the Company to the Voting Member to be served on that Representative.

## Applying and being admitted to Membership

### A person’s Application to be a Voting Member must be made in the form, and accompanied by any fee, the Board has set.

### The Board may, in its absolute discretion, accept or reject any Application.

### If the Board, in its absolute discretion, accepts an Application, it must propose the Applicant to the Voting Members to be appointed pursuant to clause 5.8.4 as a Voting Member.

### The Voting Members may, by special resolution, resolve to appoint an Applicant to be a Voting Member.

### If the Board rejects an Application, then:

#### it must arrange for any money the Applicant tendered with the Application to be repaid to the Applicant, without interest; and

#### the Board does not have to give any reasons for the rejection.

### An Applicant does not become a Voting Member until the Company has:

#### received any fee that applies; and

#### the name and address of the Applicant (and its Representative if relevant) are entered in the Register.

### Each Voting Member is liable for all taxes, duty and charges payable in respect of their Application, their Membership and any related transaction or document. Each Voting Member indemnifies the Company and will keep it indemnified in respect of any liability for all those amounts.

## Resigning from Membership: and ongoing liability

### A Voting Member may resign from Membership by giving written notice to the Company. When the notice period expires, the Voting Member stops being a Voting Member but:

#### they remain liable for any money they owe the Company; and

#### under clause 2.2.1, they remain liable for another 12 months.

### A Voting Member also resigns if they owe the Company any amount that is more than 6 months overdue (the Board may change the length of that period). If a Voting Member resigns under this clause, then the Board may reinstate their Membership if they pay the outstanding amount.

## Suspending, expelling and disciplining a Voting Member

### The Board may — in the way described in clause 5.10.2 — suspend, expel, fine, impose any other penalty on or take any other disciplinary action against a Voting Member, in its absolute discretion, if a Voting Member:

#### has committed a breach of any obligation or duty under this Constitution;

#### amends, alters or otherwise changes its constitution in such manner as to conflict with this Constitution and the by-laws, rules and regulations of the Company; acts in a way inconsistent with the objects of the Company as described in clause 1.2 or any by-laws, rules and regulations imposed by the Board; or

#### has engaged in conduct detrimental to the interests of the Company.

### For any suspension, expulsion or discipline to be valid:

#### at least 21 days before the Board meeting at which the resolution is considered, the Voting Member must be given written notice of:

##### the meeting;

##### the intended resolution; and

##### the particulars of the alleged act, omission or conduct complained of;

#### at the meeting (and before the resolution is passed), the Voting Member must be given the opportunity to explain themselves in writing or orally (or both if they request it);

#### if the Voting Member does give an explanation, then the Board must take it into account;

#### the relevant resolution must be passed by 75% of the Directors present and voting, with the Voting Member the subject of the resolution unable to vote on the resolution;

#### the Board must arrange for the Voting Member to be given written notice of any Board resolution on the matter; and

#### if the Board resolves to expel the Voting Member, then the Voting Member ceases to be a Voting Member when the Board serves them with the notice.

## Removing an expelled Voting Member’s name from the Register

### If a Voting Member is expelled from the Company, then their name (and that of any Representative they have appointed) must be removed from the Register. The Company has no liability to the Voting Member in respect of their removal from the Register.

### When a Voting Member's name is removed from the Register, the Voting Member no longer has:

#### any rights or privileges attaching to Membership; or

#### any rights which they had against the Company that arose out of their Membership.

## Honorary Life Members

### Subject to clause 5.13.6, any past or present officer of the Company or who holds or has held office in a Voting Member organisation and has rendered distinguished service to rugby union football may be elected at any Annual General Meeting as an Honorary Life Member by special resolution in accordance with clause 5.12.6(f). All Honorary Life Members will be entitled to receive notice of General Meetings and to attend and speak at such General Meetings.

### No more than one (1) new Honorary Life Member will be elected in any calendar year.

### Honorary Life Members will be non-voting members of the Company. Honorary Life Members will not be entitled to vote at General Meetings or any other meetings of the Company.

### Honorary Life Members are not entitled to:

#### receive any income or property — directly or indirectly — by way of dividend, bonus or otherwise from the Company; or

#### receive remuneration from the Company in return for any good or services they provide to the Company in the ordinary and usual course of business,

and undertake to contribute no more than $1 to the Company if the Company is wound up.

### Every Honorary Life Member will receive a gold life members badge upon election. They will also receive tickets each season to admit the Honorary Life Member to any match under the control of the Company or any Voting Member.

### The following conditions must be observed in election of Honorary Life Members:

#### nominations may be made by Voting Members and/or by Honorary Life Members;

#### nominations by Voting Members is limited to one person. If there is more than one nomination, the Voting Members must decide by ballot the person to be nominated;

#### nominations by Honorary Life Members is limited to one person. If there is more than one nomination, the Honorary Life Members must decide by ballot the person to be nominated;

#### notice of each nomination must be given to the Chair who will report each nomination to the Board at least two meetings of the Board prior to the next Annual General Meeting;

#### at the meeting of the Board preceding the Annual General Meeting, each nomination will be considered, and the Board may, in its discretion, endorse the nominee(s) and submit the name(s) to the next Annual General Meeting; and

#### voting at such Annual General Meeting must be by ballot. The nominees will not be declared elected unless the election is made with the consent of 75% of the Voting Members. Upon election, the name(s) of the person(s) must be entered into a register of Honorary Life Members.

## Key performance indicators set by Voting Members

Voting Members will set key performance indicators for the Board annually. The Board must report on such key performance indicators to the Voting Members no fewer than two times per annum.

# General Meetings: frequency and notice

## Annual General Meeting required

### The Company must hold an Annual General Meeting:

#### in every calendar year;

#### within five months after the end of its financial year; and

#### at the time and place the Board determines.

## Convening Extraordinary Meetings

### An Extraordinary Meeting may be convened:

#### by the Board at such time and place as the Board thinks fit, (as long as it complies with the Act); and

#### by Voting Members as allowed under the Act.

## Notice of General Meetings

### The Board must give at least 21 days' written notice of a General Meeting to the Voting Members, the Directors, the Patron, Honorary Life Members, the Rugby Members and the Auditor (unless a change to that arrangement is made under clause 6.4). The notice must specify:

#### the place, the day and the hour of meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);

#### the general nature of the meeting’s business;

#### the details of any special resolutions to be proposed at the meeting; and

#### that Voting Members are entitled to appoint a proxy who must be a Voting Member.

### A Voting Member that is a company is responsible for notifying its Representative of any General Meeting.

### General Meetings must be held 3 times a year.

## Changing the notice procedure for General Meetings

### A meeting may be convened in a way other than, and on shorter notice than, clause 6.3.1 requires as long as:

#### all the Voting Members entitled to vote at the meeting consent to the change beforehand; and

#### the notice and the shorter notice period comply with the Act.

## Failure to receive Notice

### A meeting and its proceedings and resolutions are valid even if any one or more of the following is the case:

#### the Company accidentally omitted to give notice of a meeting to any Voting Member; or

#### any Voting Member did not receive notice of the meeting.

# General Meetings: proceedings

## Use of technology in conferencing

### The Chair may (with the approval of the meeting) confer with Voting Members and others by radio, telephone, facsimile, computer, Internet, closed circuit television or other electronic means of audio or audio-visual communication. Any resolution passed using such a system is to be treated as having been passed at a meeting of the Voting Members held on the day and at the time the conference was held — even if the Voting Members were not present together in one place at the time. This clause does not limit the discretion of the Voting Members to regulate their meetings.

### The provisions of this Constitution regulating the proceedings of the Voting Members apply so far as they are capable to such conferences.

## Business at the meeting

### The ordinary business of an Annual General Meeting may include:

#### considering any annual financial report, directors’ report and Auditor’s report;

#### appointing the Auditors and fixing the Auditor’s remuneration (if the Company is required to have an auditor);

#### to nominate and elect the President; and

#### to elect any nominee to become an Honorary Life Member.

### All other business at an Annual General Meeting, and all business at an Extraordinary Meeting, is regarded as special business.

## Quorum required

For any business to be transacted at any General Meeting — except the adjournment of the meeting — a quorum must be present. The quorum for a General Meeting is 50% of the total votes eligible to be cast by Voting Members, present in person or by Representative, proxy or attorney.

## If no Quorum present

### If a quorum is not present within half an hour after the time appointed for a General Meeting, then:

#### if the meeting was convened on the requisition of Voting Members, then it will be dissolved; or

#### in any other case, the meeting will be adjourned to the same day in the next week at the same time and place (or at such other place as the Chair decides). If at that adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting, then the Voting Members present are a valid quorum.

## Chair of the meeting

### The Chair or in the Chair’s absence, the Deputy Chair is to preside as chair at every General Meeting.

### If at any General Meeting neither the Chair nor the Deputy Chair is present within fifteen minutes after the time appointed for holding the meeting (or if neither is willing to preside), then the Voting Members present are to choose a Director to preside. If no Director is present (or if all Directors present decline to preside), then those persons present will choose a Voting Member who is present to preside as Chair.

## Adjourning (and resuming) a meeting

### The Chair of a General Meeting:

#### may, with the consent of the Voting Members present and entitled to vote at any meeting, and at which a quorum is present, adjourn a meeting; and

#### must adjourn a meeting if the meeting directs them to do so.

### If the Chair adjourns a General Meeting, then they may do so to another time or place (or both).

### If a General Meeting is adjourned for one month or more, then the Company must arrange for a new notice of the adjourned meeting to be given.

### After an adjourned meeting is resumed, the only business that may be transacted at the meeting is business that was unfinished before the adjournment.

## Auditor attending meeting

### The Auditor is entitled:

#### to attend any General Meeting of the Company;

#### to receive the same notices of, and other communications relating to, any General Meeting that a Voting Member is entitled to receive; and

#### to be heard at any General Meeting which the Auditor attends on any part of the business of the meeting which concerns the Auditor in that capacity. The Auditor’s right to be heard exists even if the Auditor retires at that meeting or if a resolution to remove the Auditor from office is passed at that meeting.

# General Meetings: voting

## Show of hands vote

###  Every item of business submitted to a General Meeting is to be decided in the first instance by a show of hands of the Voting Members, or their Representatives, who are personally present and entitled to vote. The voting entitlement of each Voting Member is set out at clause 5.6. The Chair will have a casting vote.

## Evidence of resolution

### It is conclusive evidence that a resolution has been passed (regardless of whether there is any proof of the number or proportion of the votes recorded in favour of or against the resolution) if:

#### the Chair declares that a resolution has been passed or lost (having regard to the majority required); and

#### an entry to that effect has been made in the Company's books and signed by the Chair of that, or the next meeting.

### In the event of an equality of votes on a proposed resolution, the proposed resolution will be declared lost.

## Poll vote

### The Chair or any Voting Member present (personally or by Representative, proxy or attorney) may demand a poll before, or on the declaration of the result of, a show of hands. Any person who has demanded a poll may withdraw their demand.

### A poll demanded on any question of adjournment must be taken before any adjournment.

### The poll is to be taken:

#### in the manner and at the time and place as the Chair of the meeting directs; and

#### either at once or after an interval or adjournment or otherwise.

### The result of the poll is to be the resolution of the meeting at which the poll was demanded.

### If there is a dispute as to the admission or rejection of a vote, then the Chair will finally determine that dispute.

### At a poll, the Chair will have a casting vote.

## Continuing with other business before a Poll

After a poll has been demanded, the meeting may continue with any business other than the issue on which poll has been demanded.

# General Meetings: appointing a proxy

## Eligibility to be proxy

### Any Voting Member of the Council may:

#### appoint a natural person who is a Voting Member, or a Representative, as a proxy to vote on the Voting Member's behalf; and

#### direct the proxy to vote either for or against each or any resolution.

### A proxy may only represent one Voting Member at any given time and vote on such Voting Member’s behalf.

## Company receiving notice of proxy

### For an appointment of a proxy to be valid, the Company must receive the document appointing the proxy (and an original, or certified copy, of the power of attorney, if any, under which it is signed):

#### at least 48 hours before the time for holding the relevant meeting or adjourned meeting or poll; and

#### at one of:

##### the Registered Office;

##### a fax number at the Registered Office; or

##### a place, fax number or electronic address specified for such purpose in the notice of meeting.

### An instrument appointing a proxy is valid for any adjournment of the meeting to which it relates — unless it states something to the contrary.

## Form of proxy

### An instrument appointing a proxy must be signed by the appointor, or his or her attorney, and must contain the following information:

#### the Company name;

#### the Voting Member's name and address;

#### the Voting Member’s type of Membership;

#### the proxy's name or the name of the office held by the proxy; and

#### the meetings at which the appointment may be used.

## Proxy’s voting instructions

A document appointing a proxy may specify the way in which the proxy is to vote for a particular resolution. If it does so, then the proxy must vote on the resolution as specified.

## Proxy’s authority

### A document appointing a proxy will be treated as giving the proxy:

#### authority to demand, or join in demanding, a poll; and

#### the power to act generally at the meeting for the person giving the proxy (except to the extent to which the proxy is specifically directed to vote for or against any proposal).

# General Meeting: appointing an attorney

## Voting Member appointing an attorney

### Any Voting Member may, by duly executed power of attorney, appoint an attorney to act on the Voting Member's behalf at all, or certain specified, meetings of the Company. If the attorney wishes to appoint a proxy for the Voting Member granting the power of attorney, then the attorney must at the Registered Office (or any other place the Board determines) produce:

#### the power of attorney for inspection; and

#### any evidence the Board requires that it has been properly executed.

## Directors appointing an attorney of the Company

### The Directors may, by power of attorney, appoint any person whether nominated directly or indirectly by the Directors to be an attorney or attorneys of the Company. The appointment:

#### may be for any purposes and with powers, authorities and discretions (not exceeding those vested in, or exercisable by, the Directors under this Constitution);

#### may authorise any attorney to sub-delegate all or any of the powers, authorities and discretions vested in them;

#### may be for periods and on conditions as the Directors think fit; and

#### may contain provisions for the protection and convenience of persons dealing with any attorney as the Directors think fit.

# General Meeting: voting by attorney or proxy

## Validity of vote after death or revocation

If a person who has appointed a proxy or attorney has either died or revoked the appointment but any notice in writing of the death or revocation has not been received at the Registered Office before the meeting, then a vote given in accordance within the terms of appointment will be valid.

## Person who has appointed proxy or attorney may attend meetings

A person who has appointed a proxy or attorney may attend and take part in a meeting. Doing so does not revoke the appointment — unless the person votes on the resolution to which the appointment applies.

# Directors

## Number and qualifications of Directors

### The number of Directors comprising the Board will be 9 in total and will comprise:

#### 8 Directors elected in accordance with this Constitution; and

#### the President.

### The directors will represent the following bodies:

#### 2 Directors will represent New South Wales Country Seniors Rugby Union;

#### 2 Directors will represent New South Wales Country Juniors Rugby Union;

#### 2 Directors will represent New South Wales Country Rugby Union Referees Association Inc with a senior and Junior focus; and

#### 2 Directors will represent New South Wales Country Women’s Rugby Union with a senior and Junior focus.

## Length of appointment

### Each elected Director will hold office for 3 years from the date on which they were appointed — at that time, they must retire (but they are eligible for re-appointment).

### A Director will be entitled to be re-elected at the expiry of their term as a Director for a further term, but not for more than a total of 2 further terms (9 years in total).

### 3 Directors and/or the President will be eligible for re-election or reappointment (as the case may be) in accordance with this clause 12 each year.

## Election of Directors

### Directors will be elected by the Voting Members who will each hold 2 votes.

### In relation to Directors elected by a Voting Member under clause 12.3:

#### a Voting Member may exercise its right to elect its Director by giving notice to the Company accompanied by any document required under the Constitution or the Act to be signed by the relevant Director; and

#### to the maximum extent permitted by law, the Directors may consider the interests of their electing Voting Members in exercising their duties as Directors, including when voting on matters at Board meetings.

## Officers

### The President will be the Chair. In the absence of the President, the Vice-President will be the Chair.

### The Board may appoint a chief executive officer (who will also become the company secretary) and any other officers and employees to the extent necessary to carry out the Company's objects. The chief executive officer must not be, or have been, a Director of the Company.

## Patron

The Board may appoint a Patron of the Company from time to time to hold that title for as long as the Board may determine. The Patron will be entitled to attend all meetings of the Company but has no voting entitlement. The Patron will not be a member or director of the Company, unless separately admitted as such in accordance with this Constitution.

## President and Vice-President

### The Board must determine the functions and duties of the President and the Vice-President.

### The Voting Members will elect the President and the Board will appoint the Vice-President, who will each hold office from the end of the Annual General Meeting at which they were elected or appointed until the end of the Annual General Meeting three (3) years after the Annual General Meeting at which they were elected or appointed — at that time, they must retire (but they are eligible for re-election).

### If the office of President becomes vacant during the term, the Vice-President will succeed to that office for the balance of the term of the President and will be eligible to be elected President as if he has remained Vice-President during the term of the President.

### If the office of Vice-President becomes vacant during the term, the Board must appoint a Vice-President for the balance of the term of the Vice-President.

## Disqualification of Directors

### The office of a Director will be vacated if the Director:

#### suffers an Insolvency Event;

#### becomes of unsound mind;

#### is absent for three consecutive Board Meetings without leave of the Board (unless the Board resolves to the contrary);

#### resigns from their Directorship by giving written notice to the Company;

#### if the Board resolves, on written recommendation of the Board Nomination Committee, that an appointed Director is not suitably qualified to perform the duties and functions required of a director;

#### fails to adhere to the codes, policies and protocols of the Company; or

#### ceases to hold office by reason of any order made under the Act.

# Powers of the Board

## The board controls and directs the company

### The control and direction of the Company and the management of its property and affairs are vested in the Board and endorsed by the council including:

#### funding representative programs through the imposition of player levies or by any other manner as the Board sees fit;

#### Imposing and collecting affiliation fees from any voting members or Affiliated Bodies;

#### Managing sponsorship opportunities and agreements across the Company;

#### Funding, acquiring and managing all rugby equipment, uniforms and apparatus;

#### Liaising with NSW Rugby Union, Rugby Australia Limited, and all state and federal governmental departments with respect to any matter the Board deems necessary; and

#### Considering and deciding on all other matters related or incidental to the funding, sponsorship or operation of the Company, its member zones , voting members and Affiliated Bodies; and

#### Determining in its sole discretion, who will be able to use, wear or display the New South Wales Country Rugby Union crest.

### The Board may take all steps and do all things to further the Company's objects set out in clause 1.2, including, without limitation, conduct such competitions as the Board may determine from time to time as endorsed by the council.

### The Board may exercise all powers of the Company that are not required to be exercised or done by the Company in General Meeting.

## Borrowing

The Board may raise money in any manner it thinks fit including by borrowing money (whether on the security of the Company's assets or not) and the issuing of a security for any other purpose — so long as this is done to further the Company's objects set out in clause 1.2.

## Investment

The Board may invest the Company’s money in any manner, and for any period, it thinks fit.

## Negotiable instruments

A Director or any officer authorised by the Board for the purpose, may sign, draw, accept, endorse or otherwise execute (as the case may be) the following documents for and on behalf of the Company: all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company.

# Proceedings of the Board

## General

### The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

### The Board must meet at least 6 times a year.

## Use of technology in Board conferencing

### The Board may, if it thinks fit, confer by radio, telephone, facsimile, computer, Internet, closed circuit television or other electronic means of audio or audio-visual communication. Any resolution passed using such a system is to be treated as having been passed at a meeting of the Board held on the day and at the time the conference was held — even if the Directors were not present together in one place at the time. This clause does not limit the discretion of the Board to regulate its meetings.

### The provisions of this Constitution regulating the proceedings of the Board apply so far as they are capable to such conferences.

## Notice of meeting

### At any time, the Board may convene a Board meeting by notice served on each Director. The Secretary is to arrange that notice at the request of the Chair.

### The proceedings of a Board meeting are valid even if:

#### the Company accidentally omitted to give notice of a meeting to any Director; or

#### any Director did not receive notice of the meeting.

## Quorum

### A quorum for Board meetings is (unless the Board determines otherwise) if the number of Directors:

#### is an even number, half of the Board plus one other director; or

#### is an odd number, the odd number nearest to, and greater than, half of the number of Directors,

## Chair

### The Chair is to chair every Board meeting.

### If at a Board meeting Chair is not present within fifteen minutes after the time appointed for holding that meeting (or if neither is willing to chair), then the Directors present will choose one of their number to chair the meeting.

## Voting

### Questions arising at any meeting will be decided by a majority of votes. Each Director present is entitled to one vote. The Chair will have a casting vote in the event of a tied vote.

### However, the Board may suspend a Director’s entitlement to vote if the Director (or the Voting Member for whom the Director is a Representative) owes the Company any amount that is more than 3 months overdue (or such other period as the Board determines).

## Delegation by the Board

### Subject to clause 14.7.2, the Board may, as it thinks fit, delegate any of its powers to individual Directors or Voting Members or to committees or advisory boards, including a Board Nomination Committee. A committee or advisory board may consist of the Directors or Voting Members (or both) or any other person that the Board thinks fit. Any individual or committee must comply with any Board direction, including by-laws imposed by the Board, about how to execute the delegated powers.

### The Board may not delegate its power to delegate.

### The meetings and proceedings of any committee will be governed by the provisions of this Constitution that regulate the meetings and proceedings of the Board so far as they apply and so far as the Board has not replaced them.

### Any recommendations issued to the Board by any advisory council will not be binding on the Board.

## Defects in appointment

### An act done in good faith by any meeting of the Board, any meeting of any committee formed by the Board or by any person acting as a Director will not be invalidated merely because of:

#### any defect in the election, appointment or tenure of a Director or person acting on any such committee; or

#### the disqualification of any of them.

# Board minutes and circulated resolutions

## Making Board resolutions

### The Board may make resolutions either:

#### in a meeting, of which minutes must be kept as set out in clause 15.2; or

#### by circulated resolution which must be made and kept as set out in clause 15.3.

## Minutes to be kept

### The Board must arrange for:

#### proper minutes to be made of the proceedings and resolutions of all meetings of the Company, the Board and committees formed by the Board;

#### the minutes to be entered in books kept for that purpose; and

#### the minutes to be signed by the Chair of the meeting or by the Chair of the next meeting.

## Circulated Resolution General

### If all the Directors have signed a document containing a statement that they are in favour of a resolution set out in the document, then that resolution is to be treated as having been passed as a Circulated Resolution at a meeting of the Board held at the time and date on which the resolution was last signed by a Director. (However, the reference to “all the Directors” in this clause does not include any Director who is not entitled to vote on the Resolution.)

### Any Circulated Resolution may consist of several documents in identical terms, each signed by one or more Directors and must be entered in the relevant book of minutes of the Company.

## Evidence of proceedings and resolutions

A minute or Circulated Resolution that is recorded and signed in accordance with clause 15.2 or 15.3 to 15.3.2 (as the case may be) is evidence of the proceeding or resolution to which it relates (unless the contrary is proved).

# Affiliated Bodies

## Existing affiliated body

The current affiliated body of the Company is

* Country Junior Rugby Union of New South Wales Inc.

And

* NSW Country Rugby Union Referees Association Inc

## Applying for affiliation

### Any organisation whether incorporated or unincorporated, formed within the State of New South Wales for the purpose of administering and controlling or assisting with the administration and control of the game of rugby within Country NSW may apply for affiliation with the Company.

### All applications will be considered by the Board which must consider such application at the next General Meeting.

### Voting members must vote on any application submitted in accordance with this clause 16 and an organisation will become an Affiliated Body by the Voting Members passing a special resolution approving such application for affiliation with the Company.

## Terminating an affiliation

The Members may terminate the affiliation of an Affiliated Body by passing a special resolution.

# Accounts

## Financial year

The financial year of the Company commences on 1 October in each year and ends on 30 September of that year.

## Accounts to be kept

### The Board must arrange for the Company to keep proper books of account that:

#### record true and complete accounts of the affairs and transactions of the Company; and

#### give a true and fair view of the state of the Company's affairs and explain its transactions.

## Location and inspection of accounts

### The Board must arrange for the books of account:

#### to be kept at the Registered Office, or in a place or places it thinks fit; and

#### to be open to the inspection of the Directors during usual business hours.

## Auditor

The Company will comply with the Act in relation to the appointment, removal and resignation of an Auditor.

# Indemnity

## Definition of Liability and Officer

### In clauses 18.2 to 18.3:

#### **Liability** means costs, losses, liabilities and expenses.

#### **Officer** means a Director, secretary or other officer of the Company and includes a former Officer, but does not include an auditor or agent of the Company.

## Indemnity of Officers

### The Company must indemnify every Officer out of the assets of the Company against any Liability incurred by that Officer in their capacity as an Officer by reason of any act or thing done or omitted to be done by that person:

#### in that capacity; or

#### in any way in the discharge of that person's duties; or

#### by reason of or relating to the person's status as an Officer.

### However, the indemnity in clause 18.2 does not extend to any Liability from, or against, which the Company is not permitted by the Act to exempt or indemnify the Officer.

## Indemnity of Proceedings

### Without limiting clause 18.2, the Company must indemnify every Officer out of the assets of the Company against any Liability incurred by that person in defending proceedings, whether civil or criminal, in respect of any act or thing done by the Officer in that person's capacity as such Officer.

### However, the indemnity in clause 18.3 does not extend to any Liability from, or against, which the Company is not permitted by the Act to exempt or indemnify the Officer.

# Notices

## Method of service of notices

### The Company may serve notice on any Voting Member in the ways shown in the left-hand column of the table below. A notice will be taken to be served at the time shown in the right-hand column of that table on the relevant row. Any notice to be served on a Representative is served by serving it on the relevant Voting Member.

| **Way of serving notice** | **Timing of notice taken to be** |
| --- | --- |
| Personally | When served |
| By sending it through the ordinary post to the Voting Member's Registered Address | 3 days after the day it is posted. In proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and deposited as a prepaid letter at the post office or in some postal receptacle. |
| By leaving it at their Registered Address in an envelope addressed to the Voting Member. | **Business Day**: The same day it is left at the Registered Address.**Non-Business Day:** The Business Day after it is left at the Registered Address.  |
| By sending it to the fax number or electronic address (if any) nominated by the Voting Member. | On the Business Day after it is sent. |

### A certificate in writing signed by the Secretary or any officer of the Company that the envelope containing the notice was properly stamped, addressed and posted or delivered will be conclusive evidence of the service of such notice.

# Distribution of property on winding-up

## Distribution on winding-up or dissolution

### If on the winding-up or dissolution of the Company after all its debts and liabilities have been satisfied there remains any property, then that property must not be paid to or distributed among the Voting Members, nor any other members of the Company.

### Instead, this property must be given or transferred to some other institution or institutions that have:

#### objects similar to the objects of the Company (if there is one); and

#### a Constitution which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under clause 0 of this Constitution.

### Choosing which institution or institutions the Company will transfer this property to must be done by:

#### a special resolution of the Voting Members at or before the time of the Company’s dissolution; or

#### if no such special resolution is passed, then by a Judge or Registrar of the Supreme Court of the State or such other court of competent jurisdiction.

# Replaceable Rules displaced

Each of the provisions of the Act that would, but for this clause, apply to the Company as a replaceable rule is expressly displaced and does not apply to the Company.

# Definitions and Interpretation

In this Constitution:

**Act** means the *Corporations Act 2001* (Commonwealth).

**Affiliated Bodies** means any organisation (whether incorporated or unincorporated) which is affiliated with the Company in accordance with clause 16.

**Annual General Meeting** means the annual general meeting of Voting Members.

**Applicant** means a person who lodges an Application under this Constitution.

**Application** means an application to become a Voting Member.

**Auditor** means the auditor or auditors of the Company, if the Company is required to have one. If the Company is not required to have an auditor, but has one, then it includes any such auditor.

**Board** means the board of directors of the Company.

**Business Day** means Monday to Friday excluding public holidays in the State or Territory the Company is registered in.

**Chair** means the person who is elected to this office in accordance with clause 12.4.

**Club** means any incorporated or unincorporated rugby club in the State whose members play in any rugby competition.

**Company** means Country Rugby Union of New South Wales Limited ACN 003 381 771.

**Constitution** means this Constitution, as amended.

**Council** meanseach zone which is part of the Country Rugby Union of New South Wales.

**Council Members** means Voting Members.

**Country NSW** means that area of New South Wales situated outside the County of Cumberland and any area within the Country of Cumberland as the Board may from time to time approve.

**Directors** means the members individually or collectively of the Board.

**Extraordinary Meeting** means a General Meeting of Voting Members other than an Annual General Meeting.

**General Meeting** means an Annual General Meeting or an Extraordinary Meeting of the Company.

**Honorary Life Member** means an honorary life member of the Company as elected pursuant to clause 5.13

**Insolvency Event** means the appointment of an administrator or other external manager, a compromise or arrangement with creditors, a winding-up, dissolution, deregistration, assignment for the benefit of creditors, scheme, composition or arrangement with creditors, insolvency, bankruptcy or similar event, or becoming otherwise unable to pay debts as and when they fall due.

**Juniors** means any members or players who are under 18 as of the 1 January in that year.

**Membership** means membership of the Company.

**Patron** means the Patron of the Company elected in accordance with clause 12.5.

**President** means the President of the Company elected in accordance with clause 12.6.2

**Register** means the register of Voting Members kept in accordance with the Act.

**Registered Address** means the address of a Voting Member shown in the Register.

**Registered Office** means the registered office of the Company.

**Representative** means a person as described in clause 5.7.

**Secretary** means the Executive Officer who is appointed to this office in accordance with clause 12.4.2

**Vice-President** meant the Vice-President of the Company appointed in accordance with clause 12.6.

**Voting Member** means a person admitted to Membership as a voting member in accordance with this Constitution.

In this Constitution, unless the context requires otherwise:

### a person includes a corporate body, association, firm, partnership, or other unincorporated body;

### a statute includes regulations under it and consolidations, amendments, re-enactments or replacements of any of them;

### this or any other document includes the document as varied or replaced regardless of any change in the identity of the parties;

### a clause, schedule or appendix is a reference to a clause, schedule or appendix in or to this Constitution;

### a word or phrase that is defined has the corresponding meaning in its other grammatical forms

### writing includes all modes of representing or reproducing words in a legible, permanent and visible form;

### the singular includes the plural and vice versa;

### a gender includes all other genders; and

### headings and sub-headings are inserted for ease of reference only and do not affect the interpretation of this Constitution.