

PAST BROTHERS LEAGUES CLUB (INNISFAIL) LIMITED

ACN 010 440 098

ABN 65 010 440 098

CONSTITUTION

AS AT ** SEPTEMBER 2024



Constitution of PAST BROTHERS LEAGUES CLUB (INNISFAIL) LIMITED

This is the constitution of **Past Brothers Leagues Club (Innisfail) Limited (ACN 010 440 098)** (Company).

- A. The name of the Company is **Past Brothers Leagues Club (Innisfail) Limited (ACN 010 440 098)**.
- B. The Objects for which the Company is established are:
- (i) To promote, foster and encourage the aims and objects of **Brothers Rugby League Football Club Innisfail Inc.**
 - (ii) To promote Rugby League and such other sports in the Cassowary Coast Region as determined by the Board from time to time.
 - (iii) To promote, support, foster and encourage Junior Rugby League in the Cassowary Coast Region including by providing support to any Junior Rugby League Teams or Club.
 - (iv) To promote, support, foster and encourage such other junior sports as determined by the Board from time to time including by providing support to such junior sporting Teams or Clubs.
 - (v) To promote, support, foster and encourage such other sports, pastimes and local charitable, benevolent or educational organisations as determined by the Board from time to time.
 - (vi) To establish, maintain and conduct a Sports Club to promote, foster, support, finance and encourage sporting and community activities.
 - (vii) To acquire by purchase, lease or otherwise, grounds and premises at Innisfail or elsewhere and to layout, prepare and maintain the same for such sports and pastimes as the Company considers appropriate and build or otherwise provide clubhouses, dormitories, pavilions, gymnasiums, stadiums and other buildings.
 - (viii) To acquire by purchase, lease or otherwise, any other land, buildings, tenements or premises situated contiguous or near to the Sports Club, sports grounds and premises of the Company, as may be deemed by the company likely to advance or benefit either directly or indirectly the objects of the Company.
 - (ix) To manage, improve or maintain all or any part of the land and buildings of the Company and to lease, exchange, sell or otherwise deal with and dispose of the same except any premises the subject of a licence issued under the Liquor Acts or any amending or substituted legislation either together or in portions for such considerations as the Company may think it and in particular for shares, debentures or securities of any company purchasing the same.
 - (x) To purchase, hire, make or provide and maintain, and to sell or otherwise dispose of all kinds of chattels and other personal property required or which may be conveniently used in connection with the sportsground, clubhouse and other premises of the Company.
 - (xi) To provide sport management, coaching and administration staff and training to promote and encourage the growth of sports.

- (xii) To buy, prepare and make, supply, sell and deal in all kinds of sports equipment and apparatus and all kinds of liquor, meals, food, provisions and refreshments required or used by the members of the Company or other persons frequenting the grounds, clubhouse or premises of the Company, provided that liquor shall only be supplied in accordance with the requirements of the *Liquor Act*.
- (xiii) To hire and employ all classes of persons considered necessary for the purpose of the Company and to pay them and to other persons in return for services rendered to the Company, salaries, wages, gratuities and pensions.
- (xiv) To apply for the licensing of the Club pursuant to the provisions of the *Liquor Act* or equivalent legislation.
- (xv) To promote and hold, either alone or jointly with any other association, club or persons, meetings, competitions and matches the playing sports or pastimes and to offer, give all contribute towards prizes, medals and awards and to promote, give or support, dinner, balls, concerts and other entertainments in furtherance of the objects of the company.
- (xvi) To establish, promote, sponsor or assist in establishing, promoting or sponsoring and to subscribe to or become a member of any other associations or clubs whose objects are in whole or in part similar to or complimentary or supplementary to the objects of the Company or the establishment or promotion of which may be beneficial to the Company or its members or their children, relatives and friends. Provided that no subscription or payment be paid to any such other association or club out of the funds of the Company except bone fide in furtherance of the objects of the Company.
- (xvii) To invest and deal with the monies of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (xviii) To borrow or raise and give security for money by the issue of bonds, debentures, debenture stock, bills of exchange, promissory note or other obligations of securities of the Company or by mortgage or charge upon all or any part of the property of the Company and upon such terms as to priority or otherwise as the Company shall think fit.
- (xix) To let or lease or in higher whole or any parts of the real personal property of the Company on such terms and for such purposes as the Company shall determine. Provided however, that this object shall not extend such property of the company as the subject of a licence issued under the *Liquor Act* or any amending or substituted legislation.
- (xx) To draw, except in make to endorse discount and negotiate bills of exchange and promissory notes and other negotiable instruments.
- (xxi) To advance and lend money upon such securities as may be thought proper or without taking any security.
- (xxii) To acquire by subscription, purchase or otherwise and to accept, take hold or sell shares of stock in any company, society or undertaking the objects of which are either in whole or in part be similar to those of this company such as may be likely to promote or advance the interests of this Company.
- (xxiii) Sell, dispose of or transfer the property or undertaking of the Company or any part of it except in all cases any license issued under the *Liquor Act* or any amending or substituted legislation for any consideration the Company may see fit to accept.

- (xxiv) Take part or assist in the promotion or control of any sports or pastimes and to arrange for the representation of the Company or any club established, maintained, conducted, carried, promoted or sponsored by the Company in upon any corporation or body concerned with the promotional control of sports or pastimes.
- (xxv) To do all such other lawful things as may appear to be incidental or conducive to the attainment of the above objects or any of them.
- (xxvi) This Constitution shall be deemed to be the rules of the Club for the purpose of the *Liquor Act*.
- C. It is hereby declared that in the interpretation of clause B, the meaning of any of the Company's objects shall not be restricted by reference to any other object or by the juxtaposition of two or more objects and that in the event of an ambiguity, clause B shall be construed in such a way as to widen and not to restrict the powers of the Company provided that any such interpretation must strictly adhere to the restrictions imposed by clause D.
- D. The Income and property of the Company, wheresoever derived, shall be applied solely towards the promotion of the objects of the Company set forth in this Constitution. No part of the income or property of the Company shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Company. Provided that nothing in this clause shall prevent the payment, in good faith, of reasonable and proper reimbursement of expenses to or for the benefit of any Director whilst acting on behalf of the Company, or payment of proper remuneration to any employee of the Company or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding interest at the rate at the time being charged by Bankers in Innisfail for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Company, nor the payment for services rendered to any company of which a member of the Board may be a member or director and as such member or company shall not be bound to account for any share of profits they may receive in respect of such payment.
- E. The liability of the members of the Company is limited to the amount of Guarantee contained in rule 23 of this constitution.
- F. If upon the winding up or dissolution of the Company property remains, after satisfaction of all its debts and liabilities, it shall not be paid to or distributed among the members, but shall be given or transferred to some other institution/s having objects similar to the objects of the Company, and which shall prohibit the distribution of income and property among the members to an extent at least as great as imposed on the Company under this Constitution.
- G. True Accounts shall be kept of the sums of money received and expended by the Company, and the manner in respect of which such receipt and expenditure takes place, and of property, credits and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting the same, that may be imposed in accordance with the regulations of the Company for the time being in force, shall be open to the inspection of the members. Once, at least every year, the accounts of the property shall be examined in the correctness of the balance sheet ascertained by one or more properly qualified members of a recognised Institute, Association or Body of Accountants and if required by the Act or other legislation shall be properly audited.
- H. This document as amended from time to time in accordance with the provisions of *Corporations Act 2001*, will be the Constitution of the company, which is a public company limited by guarantee and subject to the terms of clauses A-H the following general operative provisions shall apply.

GENERAL OPERATIVE PROVISIONS

1 Definitions and interpretation

1.1 Definitions

The following definitions apply in this constitution:

Act means the Corporations Act 2001 (Cth).

Alternate means an alternate Director appointed under rule 3.1 of this constitution.

Appointor in relation to an Alternate, means the Director who appointed the Alternate.

Board means the Directors acting collectively under this constitution.

Company means the company named at the beginning of this constitution, as amended from time to time.

Director means a person who is at any time, a director of the Company.

Executive Director means a Director who is an employee of the Company, or acts in an executive capacity for the Company, under a contract for services, and includes a Managing Director.

Interest Rate means, in relation to each rule in which that term is used:

- (a) the rate for the time being prescribed by the Board in respect of that rule; or
- (b) if no rate is prescribed, the RBA Cash plus 5% each year.

Managing Director means a managing director appointed under rule 6.1.

Member means a person whose name is entered in the Register.

Officer has the meaning given by section 9 of the Act.

Ordinary Resolution means a resolution passed at a meeting of Members by a majority of the votes cast by Members entitled to vote on the resolution.

Register means the register of Members kept as required by sections 168 and 169 of the Act.

Secretary means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with this constitution.

Special Qualification means that the Member is also a current financial member of **Brothers Rugby League Football Club Innisfail Inc.**

Special Resolution means a resolution of which notice has been given and that has been passed by at least 75% of the votes cast by Members present and entitled to vote on the resolution.

1.2 Interpretations

- (a) Headings are for convenience only and do not affect interpretation. The following rules also apply in interpreting this constitution, except where the context makes it clear that a rule is not intended to apply.
- (b) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - (iv) anything (including a right, obligation or concept) includes each part of it.
- (c) A singular word includes the plural and vice versa.
- (d) A word that suggests one gender includes the other genders.
- (e) If a word is defined, another part of speech has a corresponding meaning.
- (f) If an example is given of anything (including a right, obligation or concept) (eg, by use of the word “including”) the example does not limit the scope of that thing.
- (g) The word “agreement” includes an undertaking or other binding arrangement or understanding whether or not in writing.
- (h) A reference to something being written or in writing includes that thing being represented or reproduced in any mode in a visible form.
- (i) A word (other than a word defined in rule 1.1) that is defined by the Act has the same meaning in this constitution where it relates to the same matters as the matters for which it is defined in the Act.
- (j) A reference to a chapter, part, division, or section is a reference to a chapter, part, division or section of the Act.
- (k) A reference to a rule is to a rule of this constitution.

2 Directors

2.1 Number of Directors

- (a) The Company must have at least six (6) but no more than nine (9) Directors.
- (b) Not less than two-thirds (2/3) of the Directors shall hold a special qualification.

2.2 Directors

- (a) Subject to Rule 2.1, a person may be appointed as a Director if: -
 - (i) they are a Member; and
 - (ii) over the age of 18 years; and
 - (iii) not a disqualified person in accordance with Part 2D.6 of the Act.
 - (iv) they are not an employee of the Company.
- (b) Subject to Rule 2.2(c), the Directors shall be appointed by the Company, by Ordinary Resolution at a General Meeting, in accordance with Rule 2.3.
- (c) In addition, the Directors may appoint a Director to fill a casual vacancy.
- (d) The Appointment of each Director (including an appointment to fill a Casual Vacancy) shall be for a term expiring at the next Annual General Meeting of the Company, but a Director shall be eligible for re-election for a further term.

2.3 Elections of the Board of Directors

- (a) Nominations for appointment as a Director shall be made in writing and signed by two members entitled to vote and shall be accompanied by the nominee's written consent and shall state whether the nominee holds the special qualification. All nominations shall be delivered to the Secretary at least 21 days prior to the date fixed by the Board for the Annual General Meeting.
- (b) Subject to rule 2.1 (b), if the number of persons who nominate for appointment as Director either with a special qualification or without a special qualification is equal to or less than the number of positions in each case to be filled, those persons shall be deemed to be duly elected as from the date of the Annual General Meeting.
- (c) If at the time of holding a General Meeting, the number of persons who nominate for appointment as Director either with the special qualification or without the special qualification is less than the number of relevant positions to be filled, the Chair of the meeting may in their discretion (but is not obliged to) call for further nominations from the floor of the meeting for the appointment of such additional number of Directors as may be required, subject always to Rule 2.1.
- (d) If, at the end of the General Meeting, or anytime thereafter, the number of Directors appointed is less than the number required, the Directors who have been duly elected may, but shall not be obliged to, appoint additional Directors to fill up the vacant positions and the Directors so appointed shall hold office until the next Annual General Meeting.
- (e) In the event of there being more nominations for either category of Director (i.e. with a special qualification or without a special qualification) than the number required, the election of Directors shall be conducted at a General Meeting by show of hands among the members in attendance and entitled to vote, unless a poll is demanded by not less than five (5) members in attendance in person at the meeting and entitled to vote, in which case the election of Directors shall be conducted by poll in accordance with Rule 16.3.
- (f) In the event of there being more nominations for Directors with special qualification than the minimum number required by Rule 2.1(b), nothing shall be deemed to prevent such

additional nominees being considered for election to fill any remaining positions as Directors subject to the maximum number of Directors stipulated in Rule 2.1(a).

2.4 Cessation of Director's appointment

A person automatically ceases to be a Director if the person:

- (a) is not permitted by the Act (or by an order made under the Act) to be a Director;
- (b) becomes disqualified from managing corporations under part 2D.6 of the Act and is not given permission or leave to manage the Company under section 206GAB or 206G of the Act;
- (c) is, or becomes, of unsound mind, or becomes physically or mentally incapable of performing the functions of that office, or that person's estate is liable to be dealt with in any way under the law relating to mental health;
- (d) is, or becomes an employee of the Company;
- (e) fails to attend (either personally or by an Alternate) three (3) consecutive Board meetings (not including meetings of a committee of the Board) without leave of absence from the Board;
- (f) resigns by notice in writing to the Company;
- (g) is removed from office under rule 2.5;
- (h) was appointed to the office for a specified period and that period expires.

2.5 Removal from office

Whether or not a Director's appointment was expressed to be for a specified period, the Company may, by Ordinary Resolution, remove a Director from office.

2.6 Too few Directors

If the number of Directors is reduced below the minimum required by rule 2.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number; or
- (b) to convene a meeting of Members; and
- (c) in emergencies.

3 Alternates

3.1 Appointment of Alternate

A Director (other than an Alternate) may appoint a person who is approved by the Board (without the vote of the Appointor) to act as Alternate for a specified period or each time the Appointor is unable to attend a Board meeting or act as a Director. A Director that is appointed as a Director with the special qualification may only appoint an Alternate who also holds the special qualification while so acting.

3.2 Notice of Board meetings

If the Appointor requests the Company to give the Alternate notice of Board meetings, the Company must do so. Unless the Appointor has requested it, the Company need not give notice of Board meetings to an Alternate.

3.3 Obligations and entitlements of Alternates

An Alternate:

- (a) may attend and vote in place of the Appointor at a Board meeting at which the Appointor is not present;
- (b) if Alternate is also a Director, has a separate right to vote as Alternate;
- (c) if alternative for more than one Appointor, has a separate right to vote in place of each Appointor;
- (d) when acting as Alternate, is an Officer of the Company and subject to all the duties, and entitled to exercise all the powers and rights of the Appointor as a Director; and
- (e) is entitled to reasonable travelling, accommodation and other expenses incurred in attending meetings of the Board, or of the Company, or while otherwise engaged on the business of the Company on the same basis as other Directors but is not entitled to any other remuneration from the Company.

3.4 Termination of appointment

The Appointor may, at any time, revoke the appointment of a person as Alternate, whether or not that appointment is for a specified period. Any appointment of an Alternate immediately ceases if:

- (a) the Appointor ceases to be a Director; or
- (b) an event occurs that would cause the Alternate to cease to be a Director under rule 2.3 if the Alternate were a Director.

3.5 Appointments and revocations in writing

The Appointor must appoint and revoke the appointment of any Alternate in writing. The appointment or revocation is not effective until a copy of the relevant document is provided to the Company.

4 Powers of the Board

4.1 Powers generally

Except as otherwise required by the Act, any other applicable law, or this constitution, the Board:

- (a) has power to manage the business of the Company; and
- (b) may exercise every right, power or capacity of the Company to the exclusion of the Members and the Company in general meeting.

4.2 Exercise of powers

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 11; or
- (b) in accordance with a delegation of the power under rule 6 or 7.

5 Executing negotiable instruments

- (a) The Board must decide the manner (including the use of copies of signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company.
- (b) The Company may execute, accept, or endorse negotiable instruments only in the manner decided by the Board under rule 5(a).

6 Managing Director

6.1 Appointment and power of Managing Director

- (a) The Board may appoint one or more persons to be a Managing Director, either for a specified term or without specifying a term. Subject to this constitution, a Managing Director has all the duties, and can exercise all the powers and rights, of a Director.
- (b) A Managing Director is not entitled to receive any remuneration from the company for functions performed as Managing Director, other than such payments as may be permitted by Rule 9.2.
- (c) The Board:
 - (i) may delegate any of the powers of the Board to a Managing Director on the terms and subject to any restrictions the Board decides, so as to be concurrent with, or to the exclusion of, the powers of the Board; and
 - (ii) may revoke the delegation at any time.
- (d) This rule does not limit rule 7.

6.2 Termination of appointment of Managing Director

The appointment of a Managing Director terminates if:

- (a) the Managing Director ceases for any reason to be a Director; or
- (b) the Board removes the Managing Director from the office of Managing Director (which, without affecting the rights of the Managing Director under any contract between the Company and the Managing Director, the Board has power to do),

whether or not the appointment was expressed to be for a specified term.

7 Delegation of Board

7.1 Power to delegate

The Board may delegate any of its powers as permitted by section 198D of the Act.

7.2 Power to revoke delegation

The Board may revoke a delegation previously made, whether or not the delegation is expressed to be for a specified period.

7.3 Terms of delegation

- (a) A delegation of powers under rule 7.1 may be made:
 - (i) for a specified period or without specifying a period; and
 - (ii) on the terms (including power to further delegate) and subject to any restrictions the Board decides.
- (b) A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

7.4 Proceedings of committees

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this constitution that regulate the meetings and proceedings of the Board.

8 Directors' duties and interests

8.1 Compliance with duties under the Act

Each Director must comply with sections 180 to 183 of the Act.

8.2 Director can hold other offices etc

A Director may:

- (a) hold any office or place of profit or employment other than as an employee of the Company or of the Company's auditor or any director or employee of the auditor;
- (b) be a member of any corporation (including the Company) or partnership other than the Company's auditor;
- (c) be a creditor of any corporation (including the Company) or partnership; and
- (d) enter into any agreement with the Company.

8.3 Disclosure of interests

Each Director must comply with section 191 of the Act.

8.4 Director interested in a matter

- (a) If a Director has an interest in a matter that relates to the affairs of the Company, and either the Director discloses the interest under section 191 of the Act, or it is not required to be disclosed under section 191 of the Act:
 - (i) the Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter that relates to the interest;
 - (ii) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (iii) the Director may retain benefits under the transaction even though the Director has the interest; and
 - (iv) the Company cannot avoid the transaction merely because of the existence of the interest.
- (b) If the interest is required to be disclosed under section 191 of the Act, rule 8.4(a)(iii) applies only if the interest is disclosed before the transaction is entered into.

8.5 Agreements with third parties

The Company cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure of an interest; or
- (b) is present at, or counted in the quorum for, a Board meeting that considers, votes on, or participates in the execution of, that agreement.

9 Directors' remuneration

9.1 No remuneration paid to Directors

Subject to Rule 9.2, the Directors shall not be paid any remuneration, fee, commission, or other financial benefit for acting as a Director (including as Managing Director) of the Company.

9.2 Expenses of Directors

The Company may pay a Director all reasonable expenses (including travelling and accommodation expenses) incurred by the Director:

- (a) in attending meetings (other than General Meetings or Board meetings of the Company) or events on behalf of the Company, the Board, or a committee of the Board;
- (b) on the business of the Company; or
- (c) in carrying out duties as a Director.

10 Officers' indemnity and insurance

10.1 Indemnity

- (a) Subject to, and so far as permitted by the Act and any other applicable law, the Company must, to the extent the person is not otherwise indemnified, indemnify every Officer of the Company and of any related body corporate (and may indemnify its auditor) against a Liability incurred as such an Officer (or auditor) to a person (other than the Company or a related body corporate). The Liability includes Liability incurred as a result of appointment or nomination by the Company or related body corporate as a trustee or as an Officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith.
- (b) Subject to, and so far as permitted by the Act and any other applicable law, the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an Officer or employee or auditor in defending an action for a Liability incurred as such an Officer, employee or auditor or in resisting or responding to actions taken by the Australian Securities and Investments Commission (**ASIC**) or a liquidator.
- (c) In this rule, **Liability** means a liability or loss of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages, charges and expenses, including costs and expenses incurred in connection with any investigation or inquiry by the ASIC or a liquidator.

10.2 Insurance

Subject to the Act and any other applicable law, the Company may purchase and maintain, pay or agree to pay, a premium on a contract of insurance for any person.

10.3 Former officers

The indemnity in favour of Officers under rule 10.1 is a continuing indemnity. It applies to all acts done by a person while an Officer of the Company or a related body corporate, even though the person is not an Officer at the time the claim is made.

10.4 Deed

- (a) The Company may, without limiting a person's rights under this rule 10, enter into an agreement with a person who is, or has been, an Officer of the Company or any related body corporate, to give effect to the rights of the person under this rule 10 on any terms and conditions that the Board thinks fit.
- (b) Rule 10.4(a) is subject to the Act and any other applicable law.

11 Board meetings

11.1 Convening Board meetings

The Board shall meet at least once in each month, at some times and dates as may be resolved by the Board from time to time or the absence of such resolution determined by the Chair. A Director may in emergent circumstances request the Secretary to convene an extraordinary Board meeting.

11.2 Notice of Board meeting

- (a) The Secretary:

- (i) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director and each Alternate in respect of whom the Appointor has given notice under rule 3.2 requiring notice of Board meetings to be given to that Alternate; and
 - (ii) may give that notice orally (including by telephone) or in writing including by electronic communication.
- (b) Failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

11.3 Virtual meetings

- (a) A Board meeting may be held using virtual meeting technology as defined by the Act and in accordance with section 248D of the Act.
- (b) A Board meeting held solely or partly by virtual meeting technology will be treated as being held at the place and time in accordance with section 248D of the Act.

11.4 Chair

- (a) The Board shall at the first meeting after the Annual General Meeting elect a Director to be Chair of the Board until the next Annual General Meeting.
- (b) A Director may be replaced as Chair of the Board by resolution of the Board, provided that: -
 - (i) Notice of the intention to move such Resolution was included in the Notice of Meeting given in accordance with Rule 11.2; and
 - (ii) such Resolution is passed with a two-thirds majority of Directors present at the meeting in person or in accordance with Rule 11.3.
- (c) If there is no Chair of the Board of Directors, or the Chair is not present at the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

11.5 Quorum

- (a) Unless the Board decides otherwise, the quorum for a Board meeting is five Directors including not less than three Directors with special qualification. A quorum must be present for the whole meeting.
- (b) An Alternate who is also a Director or a person who is an Alternate for more than one Appointor may only be counted once toward a quorum.
- (c) A Director is treated as present at a meeting held by audio or audio visual communication if the Director is able to hear and be heard by all others attending.
- (d) If a meeting is held in another way permitted by section 248D of the Act, the Board must resolve the basis on which Directors are treated as present.

11.6 Majority decisions

- (a) A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.

- (b) The chairman of a Board meeting does not have a second or casting vote.
- (c) If an equal number of votes are cast for and against a resolution, the matter is decided in the negative.

11.7 Procedural rules

The Board may adjourn and, subject to this constitution, otherwise regulate its meetings as it decides.

11.8 Written resolution

- (a) To make a written resolution in accordance with section 248A of the Act, all the Directors entitled to receive notice of a Board meeting and to vote on the resolution must sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) A written Board resolution in those terms is passed at the time when the last Director signs.

11.9 Additional provisions concerning written resolutions

For the purpose of rule 11.8:

- (a) two or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document;
- (b) signature of a document by an Alternate is not required if the Appointor of that Alternate has signed the document;
- (c) signature of a document by the Appointor of an Alternate is not required if that Alternate has signed the document in that capacity; and
- (d) a fax or email containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

11.10 Valid proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or Member of a committee is valid, even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

12 Meetings of Members

12.1 Calling meetings of Members

A meeting of Members:

- (a) may be convened at any time by the Board or a Director; and

- (b) must be convened by the Board when required by section 249D and 249F of the Act, or by order made under section 249G of the Act.

12.2 Notice of meeting

- (a) Subject to rules 12.3 and 12.4, at least 21 days' written notice of a meeting of Members must be given individually:
 - (i) to each Member entitled to vote at the meeting;
 - (ii) to each Director (other than an Alternate); and
 - (iii) to the auditor (if any).
- (b) Subject to any regulation made under section 249LA of the Act, the notice of meeting must comply with section 249L of the Act and may be given in any manner permitted by section 249J(3) of the Act.

12.3 Short notice

Subject to section 249H(4) of the Act:

- (a) if the Company has elected to convene a meeting of Members as the annual general meeting, if all the Members entitled to attend and vote agree; or
- (b) otherwise, if Members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

12.4 Postponement or cancellation

Subject to section 249D(5) of the Act, the Board may postpone or cancel a meeting of Members by written notice given individually to each person entitled to be given notice of the meeting.

12.5 Fresh notice

If a meeting of Members is postponed or adjourned for one month or more, the Company must give new notice of the resumed meeting.

12.6 Technology

The Company may hold a meeting of Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

12.7 Accidental omission

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of Members.

13 Proceedings at general meeting

13.1 Member present at meeting

If a Member has appointed a proxy or attorney or (in the case of a Member that is a body corporate) a representative to act at a meeting of Members, that Member is taken to be present at a meeting at which the proxy, attorney or representative is present.

13.2 Quorum

- (a) Subject to section 249B of the Act, the quorum for a meeting of Members is two Members. Each individual present may only be counted once toward a quorum.
- (b) If a Member has appointed more than one proxy or representative, only one of them may be counted toward a quorum.

13.3 Quorum not present

If a quorum is not present within 15 minutes after the time for which a meeting of Members is called:

- (a) if called as a result of a request of Members under section 249D of the Act, the meeting is dissolved; and
- (b) in any other case:
 - (i) the meeting is adjourned to the day, time and place that the Board decides and notifies to Members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
 - (ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

13.4 Chairing meetings of Members

- (a) If the Board has appointed a Chair in accordance with Rule 11.4, the Chair shall meetings of Members.
- (b) If:
 - (i) there is no Director whom the Board has appointed as Chair in accordance with Rule 11.4; or
 - (ii) the Chair so appointed is not present at the time for which a meeting of Members is called or is not willing to chair the meeting,

the Members present must elect a Director present to chair the meeting.

13.5 Attendance by auditor and Directors

Every Director and the auditor (if any) has the right to attend and speak at all meetings of Members whether or not the Auditor is a Member.

13.6 Adjournment

Subject to rule 12.5, the chair of a meeting of Members at which a quorum is present:

- (a) may, with the consent of the meeting; and
- (b) must, if directed by Ordinary Resolution of the meeting, adjourn it to another time and place.

13.7 Business at adjourned meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

14 Proxies, attorneys and representatives

14.1 Appointment of proxies

A Member may appoint not more than two proxies in accordance with section 249X of the Act to attend and act for the Member at a meeting of Members. An appointment of proxy must be made by written notice to the Company that complies with section 250A(1) of the Act or in any other form and mode that is signed or otherwise authenticated by the Member in a manner, satisfactory to the Board. If a Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half of those votes.

14.2 Member's attorney

A Member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of Members. If the Appointor is an individual, the power of attorney must be signed in the presence of at least one witness.

14.3 Deposit of proxy appointment forms and powers of attorney

An appointment of a proxy or an attorney is not effective for a particular meeting of Members unless:

- (a) in the case of a proxy, the proxy appointment form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
- (b) in the case of an attorney, the power of attorney or a certified copy of it,

are received by the Company at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the resumption of the meeting.

14.4 Appointment for particular meeting, standing appointment and revocation

A Member may appoint a proxy, attorney or representative to act at a particular meeting of Members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a Member.

14.5 Suspension of proxy or attorney's powers if Member present

- (a) A proxy or attorney has no power to act for a Member at a meeting at which the Member is present in person or, in the case of a body corporate, by representative.

- (b) A proxy has no power to act for a Member at a meeting at which the Member is present by attorney.

14.6 Priority of conflicting appointments of attorney or representative

If more than one attorney or representative appointed by a Member is present at a meeting of Members and the Company has not received notice of revocation of any of the appointments:

- (a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and
- (b) subject to rule 14.6(a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

14.7 More than two current proxy appointments

- (a) An appointment of a proxy by a Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that Member that would result in there being more than two proxies of that Member entitled to act at a meeting.
- (b) The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

14.8 Continuing authority

An act done at a meeting of Members by a proxy, attorney or representative is valid even if, before the act is done, the appointing Member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up; or
- (c) revokes the appointment or revokes the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

15 Entitlement to vote

15.1 Number of votes

- (a) Subject to rules 13 and 14:
 - (i) on a show of hands:
 - (A) if a Member has appointed two proxies, neither of those proxies may vote;
 - (B) a Member who is present and entitled to vote and is also a proxy, attorney or representative of another Member has one vote; and

(C) subject to rules 15.1(a)(i)(A) and 15.1(a)(i)(B), every individual present who is a Member, or a proxy, attorney or representative of a Member, entitled to vote has one vote.

(b) The chairman of a meeting of Members has a casting vote.

16 How voting is carried out

16.1 Method of voting

- (a) A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded under rule 16.2 either before, or on, declaration of the result of the vote on a show of hands.
- (b) Unless a poll is demanded, the chairman's declaration of a decision on a show of hands is conclusive evidence of the result.

16.2 Demand for a poll

- (a) A poll may be demanded on any resolution (except a resolution concerning the election of the chairman of a meeting) by:
 - (i) Not less than five (5) Member present and entitled to vote on the resolution; or
 - (ii) the chairman.
- (b) The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

16.3 When and how polls must be taken

If a poll is demanded:

- (a) the poll must be taken:
 - (i) if the resolution is for the adjournment of the meeting, or the election of Directors at a General Meeting, immediately and in the manner that the chairman of the meeting directs; or
 - (ii) in all other cases, at the time and place and in the manner that the chairman of the meeting directs;
- (b) a person voting who has the right to cast two or more votes need not cast all those votes and may cast those votes in different ways; and
- (c) the result of the poll is the resolution of the meeting at which the poll was demanded.

17 Resolutions without minutes

17.1 Written resolutions

Subject to section 249A(1) of the Act, the Company may pass a resolution without a general meeting being called or held if the resolution is set out in a document:

- (a) if the Company has only one Member, signed in the manner set out in section 249B of the Act; or
- (b) if the Company has more than one Member, signed in the manner set out in section 249A of the Act.

17.2 Signature of resolutions

The Company may treat a document on which a faxed or electronic signature appears, or which is otherwise acknowledged by a Member in a manner satisfactory to the Board, as being signed by that Member.

18 Secretary

18.1 Appointment of Secretary

The Board may appoint one or more individuals to be a Secretary, either for a specified term or without specifying a term.

18.2 Terms and conditions of office

- (a) A Secretary holds office on the terms (including as to remuneration) that the Board decides.
- (b) The Board may vary any decision previously made by it about a Secretary.

18.3 Cessation of Secretary's appointment

A person automatically ceases to be a Secretary if the person:

- (a) is not permitted by the Act (or an order made under the Act) to be a secretary of a company;
- (b) becomes disqualified from managing corporations under part 2D.6 of the Act and is not given permission or leave to manage the Company under section 206GAB or 206G of the Act;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Company; or
- (e) is removed from office under rule 18.4.

18.4 Removal from office

The Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

19 Minutes

19.1 Minutes must be kept

The Board must ensure that minutes of:

- (a) proceedings and resolutions of meetings of the Company's Members;

- (b) the names of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 7);
- (d) resolutions passed by Members without a meeting;
- (e) resolutions passed by Directors, and declarations made by a single Director, without a meeting; and
- (f) disclosures and notices of Directors' interests,

are to be kept in accordance with sections 191, 192, 251A and 251AA of the Act.

19.2 Minutes as evidence

Any minutes recorded and signed in accordance with section 251A of the Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

19.3 Inspection of minute books

The Company must allow Members to inspect, and must provide copies of, the minute books for the meetings of Members and for resolutions of Members passed without meetings in accordance with section 251B of the Act.

20 Company seal

20.1 Common seal

The Board:

- (a) may decide whether or not the Company has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal the Company decides to adopt under section 123(2) of the Act.

20.2 Use of common seal

- (a) The common seal and duplicate seal (if any) may only be used with the authority of the Board.
- (b) The Board must not authorise the use of a seal that does not comply with section 123 of the Act.

20.3 Fixing seal to documents

- (a) The fixing of the common seal, or any duplicate seal, to a document must be witnessed by two Directors or one Director and one Secretary and by any other signatories or in any other way (including the use of copies of signatures) authorised by the Board.
- (b) The fixing of the seal is witnessed in accordance with rule 20.3(a), a statement by the witness that the witness is the sole director and sole company secretary of the Company should appear next to the signature, but the absence of that statement does not affect the validity of the execution.

21 Financial reports and audit

21.1 Company to keep financial records

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
 - (b) would enable true and fair financial statements to be prepared and audited,
- and must allow a Director to inspect those records at all reasonable times.

21.2 Financial reporting

If required by part 2M.3 of the Act, the Board must cause the Company to prepare a financial report and a directors' report that comply with that part and must report to Members in accordance with section 314 of the Act no later than the deadline set by section 315 of the Act.

21.3 Audit

- (a) Unless section 301(2) of the Act applies, the Board must cause the Company's financial report (if any) for each financial year to be audited and obtain an auditor's report.
- (b) The eligibility, appointment, removal, remuneration, rights and duties of the auditor (if any) are regulated by the Act.

21.4 Inspection of financial records and books

Subject to rule 19.3 and section 247A of the Act, a Member who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or by a resolution of Members.

22 Membership

22.1 Classes of Membership

- (a) Membership of the company shall be open to any person of good character and repute who is 18 years of age or over and who is interested in playing or promoting sport and/or promoting the objects of the company and whose membership is likely to be compatible with existing members of the company.
- (b) The membership of the company shall be divided into the following classes: –
 - (i) Honorary Life Members;
 - (ii) Life Members;
 - (iii) Ordinary Members (Annual Membership);
- (c) Employees of the Company shall be eligible to become or remain members of any class of membership.

22.2 Application for membership

- (a) A person may apply to become an Ordinary Member of the Company by completing an Application for Membership Form (which form may be approved by the Board from time to time) and which must state that the person applies to become an Ordinary Member and agrees to comply with the Company's constitution, including paying the Guarantee under rule 23, if required.
- (b) The prescribed Application for Membership Form must require the Applicant for membership to provide the following details: -
 - (i) Full Name;
 - (ii) Residential Address;
 - (iii) Postal address;
 - (iv) Email address;
 - (v) Phone Number;
 - (vi) Date of Birth;
 - (vii) Such other information as the Board may reasonably require.
- (c) Subject to Rule 22.3, a person applying to become an Ordinary Member must at the time of making the Application pay to the Company such membership fee as may be prescribed by the Board from time to time and upon receipt of the completed Application Form and payment of the prescribed fee the person shall be provisionally admitted as a Member of the Company and may be issued with a Membership Card that contains: -
 - (i) The Member's Name;
 - (ii) The Member's membership number;
 - (iii) The date that their membership expires.
- (d) The Secretary must ensure that upon issue of a Membership Card to an applicant their name is entered into the Register of Members.
- (e) Subject to Rule 22.2(e) and Rule 22.3, Ordinary Membership of the Company expires on the 31st December in each year and may be renewed annually, subject to payment of the prescribed Annual Membership Fee.
- (f) The Board may prescribe a Fee payable for Ordinary Membership for one calendar year or for a period longer than one calendar year (e.g. 5 years membership) and subject to payment of that prescribed fee, the Applicant for Membership shall become a member of the Company for the nominated period expiring on the 31st December in the nominated year.
- (g) A person ceases to be a member of the Company: -
 - (i) If they have paid an annual membership fee as at Midnight on 31st December of the same calendar year; or

- (ii) If they have paid a multiple year membership fee, as at Midnight on 31st December of the year nominated on their Membership Card; or
- (iii) If their provisional membership is terminated by the Board in accordance with Rule 22.3.

22.3 Issue at discretion of Board

- (a) Subject to Rules 22.1(a) and 22.3, any person that satisfactorily completes an Application for Membership Form and pays the prescribed fee becomes a provisional member of the Company and their name shall be entered into the Register of Members.
- (b) The Board may, on behalf of the Company, and without being required to give or publish reasons, reject an Application for membership and cancel an applicant's provisional membership if the Board considers that the applicant does not satisfy any of the criteria for membership prescribed by Rule 22.1(a)
- (c) In the event that an applicant's provisional membership is cancelled the Board shall direct the Secretary to as soon as possible notify the Applicant; and if reasonably possible refund any membership fee paid; and remove their name from the Register of Members.

22.4 Life Membership and Honorary Life Membership

- (a) The Members of the Company, may by Special Resolution, on the Recommendation of the Board, grant Life Membership of the Company to any member that the Board considers has rendered extraordinary and meritorious service to the Company for an extended period;
- (b) The Members of the Company, may by Special Resolution, on the Recommendation of the Board, grant Honorary Life Membership of the Company to any person that the Board considers has rendered extraordinary and meritorious service in promotion of some or all of the objects of the Company
- (c) The Board may consider a member for nomination for election as a Life Member or Honorary Life Member, either of its own volition, or upon receipt of a written nomination such member received from and signed by two members who are Ordinary Members or Life Members of the Company;
- (d) The Board may consider a member for nomination for election as a Life Member, either of its own volition, or upon receipt of a written nomination such member received from and signed by two members who are ordinary or Life members of the Company;
- (e) The Board may (but is not obliged to) submit any such nomination to Life Membership or Honorary Life Membership for election by Special Resolution at the next Annual General Meeting;
- (f) A Member elected to Life Membership or Honorary Life Membership shall be exempt from payment of all future annual subscription fees.
- (g) Life Members are eligible for election or appointment as Directors of the Company.

22.5 Membership not transferrable

Membership in the Company is not transferrable.

22.6 Membership is unlimited

The number of members in all classes of membership is unlimited.

23 Guarantee by Members

23.1 Guarantee

- (a) Each Member must contribute an amount of not more than **\$20.00 (Guarantee)** to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they cease to be a Member.
- (b) This contribution is required to pay for the debts and liabilities of the Company incurred before the Member stopped being a Member or costs of winding up.

24 Winding up

24.1 Distribution of assets generally

If upon the winding up or dissolution of the Company property remains, after satisfaction of all its debts and liabilities, it shall not be paid to or distributed among the members, but shall be given or transferred to some other institution/s having objects similar to the objects of the Company, and which shall prohibit the distribution of income and property among the members to an extent at least as great as imposed on the Company under this Constitution.

25 Notices

25.1 Notices by Company

A notice is properly given by the Company to a person if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) delivered
 - (i) personally;
 - (ii) by prepaid mail to that person's address; or
 - (iii) by email to the email address (if any) nominated by that person; or
 - (iv) in any other manner permitted by section 110D of the Act.

25.2 When notice is given

- (a) A notice to a person by the Company is regarded as given and received:
 - (i) if it is delivered personally or sent by electronic message:
 - (A) by 5:00 pm (local time in the place of receipt) on a business day - on that day; or

- (B) after 5:00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day; and
- (C) as such other time as may be stipulated by section 110D of the Act for the purposes of that section.

(ii) if it is sent by mail:

- (A) within Australia – three business days after posting; or
- (B) to a place outside Australia - five business days after posting.

(b) A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

25.3 Business days

For the purposes of rule 25.2, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

25.4 Counting days

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

26 Chaplain

26.1 Chaplain to the Company

In continuing recognition of the historical origins of the Company, the Office of Chaplain to the Company shall be filled by a Roman Catholic Priest approved by the Roman Catholic Bishop of Cairns who shall be appointed by the Board for such term and upon such conditions as they may consider appropriate having regard to the provisions of this Constitution and any Chaplain so appointed may be removed by the Board.

This Constitution was adopted by Special Resolution of the Company on _____ day of October 2024.

Certified by the Chair of the Meeting of the Company at which the Constitution was adopted

Signature

Name

Date