

# **PENRITH AND DISTRICTS**

*JUNIOR RUGBY LEAGUE CLUB LIMITED CONSTITUTION*



Australian Securities and Investments Commission  
Corporations Act 2001

A public company Limited by Guarantee

## **CONSTITUTION**

of

**PENRITH AND DISTRICTS JUNIOR RUGBY LEAGUE CLUB LIMITED**  
**ACN 003 705 468**

I certify this to be a true copy of the Constitution of Penrith and Districts Rugby League Club Limited as at 01/10/2021

Nathan Mairleitner

Secretary

PENRITH AND DISTRICTS JUNIOR RUGBY LEAGUE CLUB LIMITED

# PENRITH AND DISTRICTS

## *JUNIOR RUGBY LEAGUE CLUB LIMITED CONSTITUTION*

### 1. DEFINITIONS

- 1.1 The name of the club (hereinafter called the Junior League) is “Penrith and Districts Rugby League Club Limited”.
- 1.2 In this Constitution, unless the contract otherwise requires: “Act” means the Corporations Act 2001
- 1.3 “Affiliated Junior League Clubs” are as at the date of this Constitution as follows:
  - 1.3.1 Blacktown City Junior Rugby League Incorporated
  - 1.3.2 Blacktown Workers Junior Rugby League Incorporated
  - 1.3.3 Brothers Junior Rugby League Incorporated
  - 1.3.4 Cambridge Park/Cranebrook Junior Rugby League Incorporated
  - 1.3.5 Colyton Colts Junior Rugby League Incorporated
  - 1.3.6 Doonside Junior Rugby League Incorporated
  - 1.3.7 Emu Plains Junior Rugby League Incorporated
  - 1.3.8 Glenmore Park Junior Rugby League Incorporated
  - 1.3.9 Hawkesbury City Junior Rugby League Incorporated
  - 1.3.10 Katoomba Junior Rugby League Incorporated
  - 1.3.11 Londonderry Greys Junior Rugby League Incorporated
  - 1.3.12 Lower Mountains Junior Rugby League Incorporated
  - 1.3.13 Minchinbury Junior Rugby League Incorporated
  - 1.3.14 Mt. Druitt Lions Junior Rugby League Incorporated
  - 1.3.15 North West Magpies Junior Rugby League Incorporated
  - 1.3.16 Penrith Waratahs Junior Rugby League Incorporated
  - 1.3.17 Quakers Hill Junior Rugby League Incorporated
  - 1.3.18 Riverstone Junior Rugby League Incorporated
  - 1.3.19 St. Clair Junior Rugby League Incorporated
  - 1.3.20 St. Mary’s Junior Rugby League Incorporated
  - 1.3.21 St. Patrick’s Junior Rugby League Incorporated
  - 1.3.22 Western City Tigers Junior Rugby League Incorporated
  - 1.3.23 Western Vikings Junior Rugby League Incorporated
  - 1.3.24 Windsor Wolves Junior Rugby League Incorporated
- 1.4 “**Annual General Meeting**” means the General Meeting held each year as required by the Act and these Rules.
- 1.5 “**Board**” means the Board of Management as constituted in accordance with these Rules.
- 1.6 “**Board of Management**” means the managing body as set out in these Rules
- 1.7 “**By-Laws**” means the By-Laws of the Junior League from time to time as promulgated by the Board
- 1.8 “**Director**” includes any person occupying a position on the Board of Management whether as their attorney or the appointee or otherwise and by whatever name called.
- 1.9 “**District Club**” means the Penrith District Rugby League Football Club Limited
- 1.10 “**Junior League**” means Penrith and Districts Junior Rugby League Club Limited
- 1.11 “**Junior League Body**” means an Affiliated Junior League Club.
- 1.12 “**Junior League General Manager**” means the Manager of Penrith and Districts Junior Rugby League Club Limited
- 1.13 “**Member**” or “**Members**” means the member or members of the General Committee
- 1.14 “**Office**” means the registered office for the time being of the Company in New South Wales.
- 1.15 “**Rules**” means the Rules set out in this Constitution and all supplementary substitutes or amending Rules from the time being in force.

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### **2. INTERPRETATIONS**

- 2.1 In this Constitution, unless the context otherwise requires, A reference to:
  - 2.1.1 One gender includes the other
  - 2.1.2 The singular includes the plural and the plural includes the singular;
  - 2.1.3 A reference to a day or a month means a calendar day or calendar month;
  - 2.1.4 a reference to 'writing' or 'written' includes modes of reproducing or representing words in a visible form;
- 2.2 The meaning of any general language is not restricted by any accompanying example, and the words 'includes', 'including', 'such as', 'for example' or similar words are not words of limitation; and
- 2.3 Headings and index are for convenience only and do not form part of this Constitution or affect its interpretation.

### **3. OBJECTS**

- 3.1 In this the registered office of the Junior League shall be situated in the Penrith or in such other place in New South Wales as the District Club may from time to time determine.
- 3.2 The objects for which the Junior League was established are:
  - 3.2.1 To take over and assume the assets and liabilities of the unincorporated association known as "Penrith and Districts Junior Rugby League".
  - 3.2.2 To affiliate with the District Club and the relationship with NSWRL is a coordinated mutual interest as deemed and approved by the PDJRL and District club and be guided by the constitution, rules and By-Laws of the District Club.
  - 3.2.3 To co-operate and work in partnership with the District Club in the promotion, organisation and conduct of the game of Junior Rugby League.
  - 3.2.4 To hear, determine upon and settle all questions or disputes on any matter relating to Junior Rugby League and provide procedures and rules for the handling generally of any complaints, protests, misconduct, disputes, appeals and breaches of any rules and/or By-Laws of the Junior League and affiliated association be they incorporated or unincorporated associations.
  - 3.2.5 To determine which clubs shall be entitled to enter teams in the Junior League Competitions and other competitions conducted by the Junior League, the terms and conditions upon which and the way clubs shall make and renew such applications.
  - 3.2.6 To delegate all or any of its powers to any committee or committees consisting of one or more persons or to any Board or Tribunal appointed by the Board.
  - 3.2.7 To foster, encourage, promote and control the development of Junior Rugby League football in the Rugby League District of Penrith or elsewhere and generally to take such actions as may be considered conducive to its best interests.

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- 3.2.8 To aid, support, assist financially and otherwise the fostering and promotion of junior rugby league in schools, both primary and secondary in the area referred to in paragraph (b) hereof and such other juniors or school sport or sports as may be deemed expedient from time to time.
- 3.2.9 To purchase, hire, lease or otherwise acquire for the Junior League any real or personal property and any rights or privileges which the Junior League may think necessary or convenient for the carrying out of its objects or any of them.
- 3.2.10 To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Junior League or any part or parts thereof.
- 3.2.11 To invest and deal with any of the monies of the Junior League immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
- 3.2.12 To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 3.2.13 To borrow (and/or obtain) money from time to time and for such purposes to give debentures, liens, mortgage charges or other security over the whole or any part of the property real or personal of the Junior League.
- 3.2.14 To grant, take or reject any gift of property, money or goods whether subject to any special trust or not.
- 3.2.15 To erect, maintain, improve or alter any building or buildings for the purposes of the Junior League.
- 3.2.16 To render aid, either financial or by other means to clubs or associations in the Penrith and Districts Junior Rugby League or where clubs or associations are playing or conducting Rugby League played in accordance with the rules of the Penrith and Districts Junior Rugby League
- 3.2.17 To indemnify any person or persons whether members of the Junior League or not who may incur or have incurred any personal liability authorised by the Junior League for the benefit of the club and for that purpose to give such person or persons mortgages, charges or other security over the whole or any part of the real or personal property, present or future of the club.
- 3.2.18 To allow to a member, by way of reimbursement, reasonable travelling and other maintenance expenses incurred when engaged on affairs or business of the Junior League.
- 3.2.19 To establish support or aid in the establishment and support of association funds, trusts and conveniences calculated to benefit the members of the Junior League or the dependents or connection of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object.

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- 3.2.20 To protect the interest of members, improve and promote the status of players and co-operate, co-ordinate and foster good relationships between all associations affiliated with the Junior Rugby League.
- 3.2.21 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen, officials and other persons as may be necessary or convenient for the purpose of the Junior League.
- 3.2.22 To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees of the Junior League or the dependents or connections or any such persons: and to grant pensions and allowances: and to make payments towards insurance.
- 3.2.23 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for procuring contributions to the funds of the Junior League in the shape of donations, annual subscriptions or otherwise.
- 3.2.24 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Junior League in the shape of donations, annual subscriptions or otherwise.
- 3.2.25 To make donations for patriotic or charitable purposes.
- 3.2.26 To print and publish any newspapers, periodicals, books, leaflets or **use of Social Media** that the Junior League may think desirable for the promotion of its **objectives**.
- 3.2.27 To make donations for patriotic or charitable purposes.
- 3.2.28 To carry on all such activities as may be necessary or convenient for the purposes of the Junior League or any other Affiliated Junior League Clubs.
- 3.2.29 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 the objects of the Junior League or any of Affiliated Junior League Clubs.
- 3.2.30 To render aid whether financial or otherwise to such other society, association or club whether incorporated, unincorporated, established for the encouragement or promotion of an athletic sport in which human beings are the sole participants and which is not carried on for the purposes of profit or gain to its individual members.
- 3.2.31 To enter into any joint venture or other commercial enterprise with any sporting, musical, dramatic, theatrical, cinematic, artistic or other society, association or club which shall have as its main or primary object the provision of sport or cultural or entertainment activities or the provisions of leisure amenities whether or not such society, club or association shall be of a commercial nature PROVIDED THAT any profits accruing to the benefit of the Junior League from such joint venture or commercial enterprise shall not be applied by the Junior League other than in accordance with paragraph 4 hereof.

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- 3.2.32 In the furtherance of objects (u) and (v) hereof to erect or join in the erection of such buildings or other structures as may be necessary for the giving effect to such objects and to lay out or join in the laying out or landscaping of the lands and properties of the Junior League or of the joint ventures or commercial enterprises.
- 3.2.33 The income and property of the Junior League whence so ever derived shall be applied solely towards the promotion of the objects of the Junior League set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to or amongst the members of the Junior League provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him to the Junior League or otherwise owing by the Junior League to him or of remuneration of any officers or servants of the Junior League or to any member of the Junior League or other person in return for any services actually rendered to the Junior League.
- 3.2.34 Provided further that no member of the Board of Management shall be appointed to any salaried office of the club or any office of the Junior League paid by fees and so that no remuneration or other benefits in money shall be given to any member of such Board of Management provided that nothing herein contained shall be construed so as to prevent allowance of an honorarium to any such member in respect of special honorary services rendered or the payment to any such member of out of pocket expenses, entertainment and travelling allowances and interest on money lent, sale or hire of goods or rent for premises demised to the Junior League.
- 3.2.35 Liability of the members is limited.
- 3.2.36 Every member of the Junior League undertakes to contribute to the assets of the Junior League in the event of same being wound up during the time that person is a member or within one year afterwards for payment of the debts and liabilities of the Junior League contracted before the time at which that person ceases to be a member and of the costs, charges and expenses of winding up the club and for the adjustment of the rights of the contributories amongst themselves such amount as any that may be required not exceeding four dollars (\$4.00).

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3.2.37 If upon winding up or dissolution of the Junior League there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Junior League but shall be given or transferred to some other institution or institutions having objects similar to those of this Junior League and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as imposed on the Junior League or by virtue of Rule 6 hereof such institution or institutions to be determined by the members at or before the time of the dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if so far as effect cannot be given to the aforesaid provision then to some charitable object.

3.3 Correct accounts and books shall be kept, showing the financial affairs of the Junior League and the usually shown in books of account of a like nature.

#### **4. MEMBERSHIP OF GENERAL COMMITTEE AND BOARD OF MANAGEMENT**

4.1 The following persons shall be Members of the Junior League and shall constitute the General Committee of the Junior League, save as hereafter provided, shall continue to be Members until their successors are appointed by the District Club or elected by the General Committee.

##### **GENERAL COMMITTEE**

4.2 The General Committee shall consist of:

- 4.2.1 Two (2) elected patrons;
- 4.2.2 Five (5) elected members of the Board of Management;
- 4.2.3 One (1) appointed Junior League General Manager;
- 4.2.4 One (1) appointed District Club Independent Advisor
- 4.2.5 One (1) representative from the Referees' Association;
- 4.2.6 Two (2) elected Club delegates from each Affiliated Junior League Club, both of whom must be an Executive
- 4.2.7 All life members;
- 4.2.8 The Board of the District Club, the CEO of the District Club and the General Manager of Rugby League of the Penrith Rugby League Club Limited. The members of this category may appoint a representative to attend on their behalf in the event they are unable to attend a meeting, and those appointed representatives will be entitled to vote on any motions or business.
- 4.2.9 Appointed members of Junior League Sub Committees
- 4.2.10 A bona-fide member of the General Committee elected to any sub-committee at the previous Annual General Meeting, who during the following period between Annual General Meetings ceased to be a delegate of a Junior League club may remain on the General Committee and hold office on the subcommittee concerned until the next Annual General Meeting provided:
  - 4.2.10.1 The reason for ceasing to be a delegate was not the result of misconduct or actions likely to bring discredit on the Junior League; and
  - 4.2.10.2 A recommendation of support is forthcoming from the Board of Management.



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### **BOARD OF MANAGEMENT**

- 4.3 The Board of Management will consist of 7 members as follows:
- 4.3.1 One (1) member appointed biannually as the District Club Independent Advisor by the Junior League Board of Management, as recommended by the General Manager Rugby League.
  - 4.3.2 One (1) member appointed Chairperson on a biannual basis by the elected Board of Management;
  - 4.3.3 One (1) member being the appointed Junior League General Manager by the District Club;
  - 4.3.4 Four (4) members who have been endorsed by the General Committee on a biannual basis
- 4.4 No person shall be qualified to be elected to or to hold office as Junior League General Manager of the Junior League without the consent in writing of the District Club. The Junior League General Manager will hold their position on the Board of Management whilst they remain the Junior League General Manager.
- 4.5 The five (5) members elected by the General Committee to the Board of Management of the Junior League are to hold their office for 2 years.
- 4.6 If more than two (2) persons are nominated for the position of Patron, only two (2) Patrons shall be elected by the members present at the **Annual General Meeting**.
- 4.7 All registered criminal offence(s) in Australia must be declared to the Junior League General Manager prior to nomination or during tenure. Any person who does have a criminal offence(s) must have written consent of the District Club for nomination or hold a position on the Board of management.

### **5. AFFILIATION WITH THE JUNIOR LEAGUE**

- 5.1 Affiliation with the Junior League shall only be granted or continue to be granted by the Junior League in partnership with the District Club upon receipt and due acceptance by the Junior League of a written application for affiliation or continued affiliation which shall, in addition to such matters as may be prescribed by the District Club or the Board of Management, contain:
- 5.1.1 An acknowledgement of the applicant for affiliation or continued affiliation as a Junior League Body (herein called "the Applicant") that, whilst affiliated with the Junior League, the Applicant shall be bound by and comply with the provisions of this Constitution, and the By-Laws and rules and regulations of the Junior League that may exist from time to time.
  - 5.1.2 The Board of Management may at any time require any club or affiliated body to alter, add to or repeal any provision of its constitution, By Laws and rules and regulations in such manner as it may direct.
  - 5.1.3 An undertaking by the Applicant that it will procure the agreement of all its respective members to be bound by and comply with the provisions of this Constitution.
  - 5.1.4 An authority by the Applicant, directed to both the Junior League and the District Club authorising them severally to make all such enquires in relation to the Applicant as they, or either of them, may see fit.



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- 5.1.5 An agreement to pay the annual affiliation or other fees from time to time prescribed by the Board of Management and be duly signed by or on behalf of the applicant.
- 5.1.6 The Board of Management require a minimum of five (5) teams from under 5s through to under 15s to be registered in the competition to remain affiliated to and sustainable for the Junior League. If a club does not have the minimum requirement of teams to be affiliated to the Junior League, the Board of Management will request a 'show cause' notice for review and after a review a club may be wound up.
- 5.1.7 A delegate vote or right to vote may be challenged should that delegate's club have failed to pay its affiliation fee and that delegate's vote shall be disallowed by the Chairperson.

### **5.2 APPLICATION FOR AFFILIATION:**

- 5.2.1 At the time of making application to be granted affiliation or continued affiliation by the Junior League and thereafter, by no later than a date at least seven (7) days prior to the Annual General Meeting in each year, each Applicant or Junior League Body shall notify the Junior League General Manager in writing of the full names and addresses of the person proposed by it for nomination as the delegates and to the General Committee for the ensuing year and, subject to paragraph (c) of this Rule.
- 5.2.2 Each notification as is referred to in paragraph (a) of this rule, in addition to such other matters as may be prescribed by the Board of Management, shall be accompanied by:
- 5.2.2.1 A written acknowledgement to the Junior League General Manager respectively by the proposed delegates that whilst they remain delegates they shall be bound by the provisions of this Constitution;
- 5.2.2.2 A written undertaking by the Applicant or Junior League Body at the appropriate time as to the number of teams proposed to be fielded by it during the period of accreditation of the proposed delegates and of the Junior League Competition in which it is proposed to enter such team;
- 5.2.2.3 A copy of the audited balance sheet and statement of income and expenditure of such Applicant or Junior League Body for the preceding 12 months.
- 5.2.3 In the event that such Applicant or Junior League Body does not certify that such delegates as are proposed by it for accreditation by the Junior League are in accordance with this Constitution, then each such notification as is referred to in paragraph (a) of this rule shall require approval of the Board of Management.
- 5.2.4 A Junior League Body may at any time revoke the appointment of any person who is the accredited delegate of that Junior League Body to the Junior League and may appoint another eligible person to take that person's place provided always that the provisions of this rule shall apply so far as is possible, in each such case.

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- 5.2.5 Each delegate shall, except as otherwise provided, retain powers from one Annual General Meeting to the next, or until the Junior League General Manager is advised by the secretary of the club that the delegate represents that another delegate has been appointed as a replacement.

### **6. GOVERNANCE OF THE JUNIOR LEAGUE**

- 6.1 Mandated items or tasks the Board of Management and the Affiliated Junior League Clubs are required to complete:
- 6.1.1 Monthly financial returns from Affiliated Junior League Clubs
  - 6.1.2 Quarterly B.A.S. Statements
  - 6.1.3 Annual financial books to be audited for the Annual General Meeting
  - 6.1.4 Incorporation Returns by Affiliated Junior League Clubs following Annual General Meetings
  - 6.1.5 Review competition rules and provide updates annually
  - 6.1.6 Compliance with ASIC rules relating to any changes to the Board of Management members
  - 6.1.7 Minutes of Board & General Committee Meetings to be published one week before the next upcoming General Committee Meeting
  - 6.1.8 Annual Affiliation fee payments are to be monitored
- 6.2 Matters that the Junior League Board cannot change without consultation with the District Club:
- 6.2.1 Structure and number of members on the Board of Management
  - 6.2.2 **Transfer rules of 1<sup>st</sup> division players from Under 9's to Under 18's**
  - 6.2.3 **The Structure of any Under 9's to Under 18's competition**
  - 6.2.4 Changes to this Constitution
  - 6.2.5 Any new club development
- 6.3 Matters that the Junior League General Manager cannot change or decide on without consultation with the Board of Management **and District Club:**
- 6.3.1 The Junior League Competitions rule manual
  - 6.3.2 This Constitution
  - 6.3.3 The Junior League Major Sponsorship
  - 6.3.4 Changes in suppliers of gear and equipment
  - 6.3.5 The Junior League logo or branding

### **7. BOARD OF MANAGEMENT**

- 7.1 The business and affairs of the Junior League shall be managed by the Board of Management
- 7.2 A member of the Board of Management may not hold a position on the executive of an Affiliated **Junior League** Club.
- 7.3 The Board of Management may invite people to attend and be involved in discussions at meetings of the Board of Management and any other meetings as is required. However, none of these people will have the right to vote on any matter.

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### **8. NOMINATIONS OF ELECTED MEMBERS OF THE BOARD OF MANAGEMENT**

- 8.1 The **five (5)** elected members of the Board of Management shall be elected by the General Committee every two years from persons nominated as hereafter provided:
- 8.1.1 No person shall be qualified to be an elected member of the Board of Management who is not a member of the General Committee. This rule is not applicable for the **Independent** Advisor, **as recommended by the District Club**.
  - 8.1.2 All elected members of the Board of Management shall be elected for a period of two (2) years and must hold a valid NSW Working with Children check prior to submitting a Board of Management nomination form.
  - 8.1.3 Nominations for election of the Board of Management shall be made in writing and signed by two members of the General Committee and by the nominee who shall also signify their consent to the nomination.
  - 8.1.4 Every nomination for election must be signed by the nominee on the form prescribed by the Board of Management and lodged with the Junior League General Manager at least twenty-eight (28) days prior to the **Annual General Meeting**.
  - 8.1.5 The Junior League General Manager shall immediately after receiving nominations communicate the names of the candidates and their proposers and post on the Junior League Website [www.penrithpanthers.com.au](http://www.penrithpanthers.com.au) and emailed to all Affiliated Junior League Club secretaries.
  - 8.1.6 If the number of candidates nominated for the positions on the Board of Management are less than the prescribed number, additional nominations may be made at the **Annual General Meeting**.
  - 8.1.7 If the number of candidates nominated for the positions on the Board of Management are more than the prescribed number, then an election by ballot shall take place.
  - 8.1.8 If the number of candidates nominated for the positions on the Board of Management is the same as the prescribed number, the Junior League General Manager shall declare those nominated duly elected.
  - 8.1.9 Any casual vacancy or vacancies of elected members which may occur in the Board of Management may be filled by the Board of Management and the person or persons appointed must be appointed from the General Committee and shall hold office until the next **Annual General Meeting** where voting occurs.

### **9. VOTING PROCEDURE FOR THE ELECTED MEMBERS OF THE BOARD**

- 9.1 An election by ballot of the patron(s) and members of the Board of Management shall be conducted every two (2) years in the following manner:
- 9.1.1 The ballot shall be taken on the date fixed for the Annual General Meeting and only members of the General Committee as set out in this Constitution shall be entitled to vote;
  - 9.1.2 The ballot shall be conducted at the place appointed for the holding of such meeting;

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9.1.3 The voting papers shall contain the names drawn by lot, by the **Junior League General Manager**, of all duly nominated candidates for the respective positions

9.1.4 **In the case of an election for one candidate only:**

9.1.4.1 A candidate who receives the number of votes greater than half the total number of ballot papers shall there upon be elected.

9.1.4.2 Where no candidate receives an absolute majority the candidate with the lowest number of votes will be excluded and another ballot conducted.

9.1.4.3 Then if no candidate has an absolute majority the process shall be repeated until one candidate has received a majority of votes and is elected.

9.1.5 **In the case where two or more candidates are to be elected:**

9.1.5.1 The votes to the number of vacancies to be filled shall have equal value and credited to the candidate for whom they were cast.

9.1.5.2 The candidates to the number of vacancies to be filled receiving the greatest number of votes will be elected.

9.1.5.3 In the event of an equality of votes for the last position(s) the candidates involved will be subjected to a further ballot.

9.1.5.4 The candidate(s) to the number of vacancies to be filled receiving the greatest number of votes will be elected.

9.1.6 The ballot shall be conducted by the Junior League Manager or other authorised persons appointed by the Board of Management

9.1.7 At the closing of the ballot the **Junior League General Manager** assisted by other authorised persons not being candidates shall proceed with the examination of the voting papers and shall report the result to the chairperson of the meeting who shall then declare such candidate or candidates who received the greatest number of votes to be duly elected.

9.1.8 Any voting paper upon which the votes are not recorded in accordance with the requirements of the returning officer shall be rejected as informal.

9.1.9 In any case of doubt as to the formality of the voting paper the matter shall be referred to the Chairperson whose decision shall be final.

## **10. REMOVAL OR REPLACEMENT OF BOARD MEMBERS**

10.1 If any member of the Board of Management shall die or shall fail to attend a regular meeting for three (3) meetings without an acceptable apology or leave of absence or if they shall resign or shall cease to be qualified in accordance with this Constitution, or if they shall become of unsound mind, the position shall be declared vacant by the Board of Management and that person shall cease to be a member and the Board of Management may appoint a successor to hold office until the next election by the Annual General Meeting and until such appointment is made the continuing Board members may continue to act notwithstanding such vacancy.

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- 10.2 A member of the Board of Management shall also cease to be qualified if the Board of Management, after due consideration, resolves that a member of the Board of Management is in breach of the constitution, to warrant such action being taken. The Board of Management's determination of such ineligibility is final.
- 10.3 The General Committee may by special resolution carried by 3/5th majority at an Extraordinary General Meeting remove any or all Board of Management members before the expiration of that person or person's period of office and appoint another or other members in their place. The person or persons so appointed shall hold office during such time only as the Board of Management members removed would have held office if they had not been so removed.
- 10.4 All acts done at any Board of Management meeting or by any person acting as a member of the Board of Management shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such members, or that they or any of them were disqualified be treated as valid as if every such person had been duly appointed as was qualified to be a member of the Board of Management.

### **11. POWERS AND DUTIES OF BOARD OF MANAGEMENT MEMBERS**

- 11.1 The management and general affairs of the Junior League shall be under the management of the Board of Management in partnership with the District Club and will have full control of the property of the Junior League and absolute authority subject to this Constitution regarding its disposition and in the conduct and administration of all the affairs and business of the Junior League including the rights and privileges of Members in the Junior League except insofar as is otherwise expressly provided by these rules. But without derogating from the general powers herein before conferred the Board of Management shall have power from time to time as follows:
- 11.1.1 To appoint and make adjustment to such sub-committees consisting of such person or persons as they deem necessary or expedient, may depute or refer to them such of its powers and duties as it may define and determine and revoke or amend any such appointment without notice and without assigning any reason;
- 11.1.2 A sub-committee shall submit written reports wherever necessary to the Board of Management through the **Junior League General Manager**
- 11.1.3 Each sub-committee shall not act or purport to act on behalf of the Junior League without the express authority of the Board of Management being first had and obtained
- 11.1.4 To make such By-Laws, rules and regulations not inconsistent with this Constitution as in the opinion of the Board of Management are necessary or desirable for the proper control, administration and management of the Junior League, its finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the Junior league and to amend or rescind from time to time any such By-Laws, rules and regulations.

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- 11.1.5 To enforce the observance of all By-Laws, rules or **regulations by disqualification** from participation of Junior League privileges or part thereof or otherwise as the Board of Management deems fit.
- 11.1.6 To appoint any delegate or delegates to represent the Junior League for any purpose with such powers as may be required;
- 11.1.7 To institute, conduct, defend, compound or abandon any legal proceedings by or against the Junior League or its officers or otherwise concerning the affairs of the Junior League and to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Junior League and to refer any claims by or demands by or against the Junior League to the District Club;
- 11.1.8 To determine who shall be entitled to sign or endorse on the Junior League's behalf, contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments;
- 11.1.9 To invest and deal with any of the monies of the Junior League not immediately required for the purposes of the Junior League upon such securities and in such manner as the Board of Management may think fit and from time to time vary or realise such investments
- 11.1.10 To fine, caution or **disqualify** for such period as it thinks fit or otherwise deal with any member who shall wilfully infringe any provisions of the constitution or of the By-Laws, Codes of Conduct, rules or regulations of the Junior League, or who shall in the opinion of the Board of Management be guilty of conduct unbecoming of a member or prejudicial to the interests of the Junior League;
- 11.1.11 The conditions governing the playing of any competitions conducted by the Junior League shall be such as are determined by the Board of Management;
- 11.1.12 **The Board of Management of the Junior League is to set and determine honorariums;**
- 11.1.13 **Deal with, and adjudicate on, any complaint made to it of misconduct of any Affiliate Club or Member or any member or members thereof any team, provided such complaint is for misconduct detrimental to the policy, interest and welfare of the Junior league and any Affiliated Junior League Club and in the exercise of the power hereby conferred may disqualify, fine or otherwise deal with any person, Member, Affiliated Junior League Club or team, in addition to other penalties imposed by the Affiliated Junior League Club, NSWRL or the NRL**
- 11.1.14 The Board of Management shall have the power to cite or cause to appear before the appropriate committee any Member, officer or official of any Affiliated Junior League Club against whom a complaint of misconduct or of any infringement of the By-Laws and competition rules of the Junior League shall have been laid and after proper inquiry therein, by the Affiliated Junior League Club shall adjudicate thereon and shall have power to disqualify or otherwise deal with any such Member or officer.



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- 11.1.15 Should the Board of Management have reasonable grounds to believe that any Affiliated Junior League Club has failed to make such proper inquiry as aforesaid, it shall request such Affiliated Junior League Club to complete the inquiry and failing compliance within a reasonable time after such request, it shall be the duty of the Board of Management to take such action as it may deem fit
- 11.1.16 The Board of Management may call upon any member of any Affiliated Junior League Club to the Junior League to attend any meeting to reply to any relevant question that may be put and produce letters, papers or books. Should that member fail to comply without reasonable explanation or make misleading statements, that member may be disqualified or otherwise dealt with at the discretion of the Board.
- 11.1.17 The Board of Management in partnership with the District Club shall have final say regarding interpretation of any part of this Constitution and the rules and regulations and all By-Laws, Code of Conduct and other matters associated with the Junior League.
- 11.1.18 Reasonable expenses incurred by Board of Management members and other officials attending meeting, seminars, conferences, other duly constituted committee meetings or Junior League activity as approved by the Board of Management from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure.
- 11.1.19 Reasonable expenditure for a Penrith and Districts Junior Rugby League Club Limited blazer, jacket, polo shirts or other necessary clothing for Board of Management members and other officials as may be determined by the Board of Management from time to time.
- 11.1.20 Should the Board of Management have reasonable cause to believe that an Affiliated Junior League Club, without approval or permission of the Board of Management, takes any action or aids and abets another person or persons whether directly or indirectly to take any action, to form an agreement, joint venture, relationship, sponsorship or align its members, players or teams or club, with another club or group, that is not affiliated with the Junior League, whereby such action is considered by the Board of Management to be against the welfare, interests, policy or image of the Junior League, the Board of Management may, after proper investigation, adjust or cancel the affiliation of such club or otherwise deal with the matter.
- 11.1.21 Any By-Law, Rule or Regulation made pursuant to this Constitution shall come into force and be fully operative upon the communication of the appropriate notice containing such By-Law, Rule or Regulation.

## **12. MEETINGS OF THE BOARD**

- 12.1 The Board of Management shall meet at least once in every month for the transaction of business. Minutes of all resolutions or proceedings of the Board of Management shall be entered in a book or file provided for the purpose. **The Chairperson may at any time and the Junior League General Manager,** shall upon the request in writing of two (2) members convene a meeting of the Board of Management.



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- 12.2 The chairperson, if present, shall be entitled to preside at all meetings of the Board of Management, in their absence the **Deputy Chairperson** shall preside, in their absence the **Junior League General Manager** will preside.
- 12.3 A Majority of the members shall constitute a quorum. If a quorum be not present within fifteen (15) minutes of the time fixed for the meeting it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting the members present shall be a quorum.

### **13. JUNIOR LEAGUE GENERAL MANAGER**

- 13.1 The Junior League General Manager will be responsible for appointment or termination of Junior League office staff in consultation with the Board of Management and District Club.
- 13.2 For the conduct of the various competitions and any other competitions the Junior League may conduct.
- 13.3 The administration of the Junior League's office, financials and administrative function, together with the co-ordination and participation in the formulation of policy through the Board of Management and any other management function directed by the Board of Management.
- 13.4 The Junior League General Manager so appointed by the District Club will be directly responsible to the District Club and shall become a member of the Board of Management with full voting rights and shall continue in office until the termination of employment as Junior League General Manager is recommended by the District Club.

### **14. GENERAL MEETINGS**

- 14.1 The **Annual General Meeting** of the Junior League shall be **held in December** at such time and place as may be prescribed by the Board of Management provided always that an Annual General Meeting shall be held at least once in every year.
- 14.2 An extraordinary General Committee Meeting may be called on any date by the chairperson of the Board of Management and shall be called by the Junior League General Manager upon receipt by them of a requisition which need not be in one document, signed by not less than thirty (30) Members of the General Committee stating the business to be considered. The date of such meeting shall be within forty (40) days of receipt of such requisition. Provided that if such meeting is not called within fourteen (14) days of receipt of the requisition the requisitions or most of them may themselves call the meeting and for that purpose shall have access to the register of Members and any other records necessary for the purpose of calling meetings of members.

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### **15. NOTICE OF GENERAL MEETINGS**

- 15.1 Every notice convening an Annual General Meeting shall specify the place, the day and the hour of the meeting and such information concerning the business proposed to be transacted.
- 15.2 Every notice convening an Annual General Meeting shall be given in the manner prescribed to those Members who are entitled to attend, and vote and a copy shall be communicated to Members.
- 15.3 The period of notice with respect to General Meetings shall be Twenty-one (21) days in respect to Ordinary General Meetings and Extraordinary General Meetings.
- 15.4 Neither the accidental omission to give notice of a meeting to nor the non-receipt of a notice of a meeting by any member nor the omission to communicate a copy shall invalidate the proceedings at any meeting.

### **16. QUORUM FOR GENERAL MEETINGS**

- 16.1 At any ordinary or Extraordinary General Committee Meeting twenty (20) Members entitled to be present and present in person shall be a quorum and at any Extraordinary General Meeting called on or by the requisition of members, the Chairperson or the Board of Management, thirty-five (35) Members entitled to be present and present in person shall constitute a quorum. If a quorum be not present within fifteen (15) minutes of the time fixed for an Ordinary or Extraordinary General Meeting the meeting if convened on or by the requisition of Members shall be dissolved. If convened by the Chairperson or by the authority of the Board of Management, it shall be adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes of the time fixed for the Ordinary or Extraordinary General Meeting the meeting if convened on or by the requisition of Members shall be dissolved.

### **17. PROCEEDINGS AT GENERAL MEETINGS**

- 17.1 The business of an Annual General Meeting shall be to receive and consider the report of the Board of Management and income and expenditure account, the balance sheet and the report of the auditors, to elect the Board of Management and an auditor or auditors and to transact any other business which under these rules is to be transacted at an **Annual General Meeting**. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed **Special**.
- 17.2 **The General Committee shall meet a minimum of Six (6) times in each year at such places and times as the General Committee shall determine. A meeting of the General Committee may be convened by the Chairperson or Junior League General Manager giving no less than twenty-four (24) hours' notice to each member of the General Committee.**

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17.3 The business of meetings of the General Committee shall be as follows:

- 17.3.1 Confirmation of the Minutes of the previous meeting.
- 17.3.2 Business arising out of previous minutes.
- 17.3.3 Correspondence.
- 17.3.4 Reports.
- 17.3.5 Passing of accounts.
- 17.3.6 Special Business and Notices of motion.
- 17.3.7 General Business.

17.4 The business of the Annual Meeting shall be as follows:

- 17.4.1 Welcome
- 17.4.2 Apologies for absence
- 17.4.3 Previous Annual General Meeting minutes – Confirm and Adopt
- 17.4.4 Matters arising from minutes – Correspondence
- 17.4.5 Chairperson's annual report
- 17.4.6 Secretary's annual report
- 17.4.7 Treasurer's annual report pursuant to Section 26 (6) of the Act.
- 17.4.8 Election of officers
- 17.4.9 General business
- 17.4.10 Date of next meeting
- 17.4.11 Close of meeting

17.5 The Annual General Meeting and an Extraordinary General Meeting shall not transact any business except that which is specified in the requisition or in the notice calling the meeting or which, in the opinion of the Chairperson of the meeting, is a relevant amendment to any notice which is or is part of the business specified or directly arising out of the business specified in the agenda or the meeting.

17.6 The chairperson shall, if present, be entitled to preside at all General Meetings of the Junior League, and in their absence the Deputy Chairperson shall preside, in their absence the meeting shall elect another member to be chairperson of the meeting, the Junior League General Manager taking the chair for the purpose only of the election.

17.7 Every question submitted to a General Meeting of the Junior league or to any meeting of the Board of management or any Sub-Committee shall be decided in the first instance by a show of hands and in the case of equality of votes the chairperson shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a Member.

17.8 At General Meetings, unless a poll is demanded by the Chairperson or by at least five Members present and entitled to vote at the meeting a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Junior League shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

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- 17.9 If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the chairperson of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In the case of any dispute as to the admission or rejection of a vote the chairperson shall determine the same and such determination made in good faith shall be final and conclusive.
- 17.10 The Chairperson of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place
- 17.11 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded for the election of a Chairperson of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
- 17.12 Any General Meeting at which a quorum is present, may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given.

### **18. VOTING MEMBERS**

- 18.1 Every Member eligible to vote shall both, on a show of hands or on the taking of a poll, have one vote.

### **19. CESSATION OF MEMBERSHIP**

- 19.1 A Member at any time by giving notice in writing to the Junior League General Manager may resign their membership of the Junior League.
- 19.2 If any Members shall refuse or neglect to comply with the provision of this Constitution, By-Laws, rules and regulations of the Junior League or if any Member shall in the opinion of the Board of Management be guilty of any conduct deemed by the Board of Management to be unbecoming of a Member or prejudicial to the interest of the Junior League, such Member **may be disqualified by** resolution of the Board of Management and such resolution need not state the grounds, facts or opinions upon which it is based, PROVIDED:
- 19.2.1 That at least seven (7) days before the meeting at which such resolution is passed, the Member concerned shall have been notified either orally or in writing of the intended resolution and requested to be present at the meeting and shall at such meeting and before such meeting and before such resolution is passed have had an opportunity of giving orally or in writing any explanation or defence considered necessary.
- 19.2.2 That seven (7) days written notice of the meeting to consider the case of a Member under this rule shall be given to the Board of Management and that the notice convening the meeting shall state that the case of the Member or Members and the question of their membership are to be considered.

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- 19.2.3 Any resolution under this rule shall require for its passage a simple majority of the votes of the Board of Management members.
- 19.2.4 Should a Member incur any debt to the Junior League and fail to discharge such debt upon request in writing by the Junior League General Manager that person may by resolution of a meeting of the Board of Management **be disqualified** from membership, provided that before so resolving the Board of Management shall give the member concerned due notice of its intention to take such action.
- 19.2.5 Every person ceasing to be a Member of the Junior League whether by retirement, disqualification, death or otherwise, shall forfeit all rights as a Member of the Junior League but shall remain liable for any monies due or payable.
- 19.2.6 A Member, player or official of an Affiliated Junior League Club, while under suspension or disqualification shall not be eligible to hold any position or office in such club or Junior League and shall forfeit all privileges of the Junior league.
- 19.2.7 Every member shall on becoming a Member furnish to the Junior League General Manager particulars of their address, email address and contact numbers and shall notify the Junior League General Manager in writing of any subsequent change of address. The address so given shall be deemed to be the members' registered address for the purpose of the issue of notices.

## **20. REGISTER OF MEMBERS**

- 20.1 The Junior League **Junior League General Manager** shall keep in the Junior League's premises a register of Members setting forth the name in full and address of each Member, specifying the class of membership and setting out the date of the latest payment of each member's subscription.

## **21. MINUTES**

- 21.1 The Board of Management shall cause minutes to be kept by the Junior League General Manager in **books or file** provided for the purposes:
  - 21.1.1 Of all appointments of officers made by the Junior League in General Meetings or by the Board of Management
  - 21.1.2 Of the names of the Board of Management members present and voting at each meeting of the Board of Management.
  - 21.1.3 Of the number of Members present and voting at General Meetings of the Junior League.
  - 21.1.4 Of all resolutions and proceedings at all meetings either of the Junior League or of the Board of Management.

## **22. FINANCIAL AND RUGBY LEAGUE YEAR**

- 22.1 The Rugby League year of the Junior League shall commence on the 1st day of January and end on the last day of December in the same year.
- 22.2 The financial year of the Junior League shall commence on the 1st day of November and end on the last day of October of each year.

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### **23. ACCOUNTS AND AUDIT**

- 23.1 **The Board of Management in partnership with the District Club** shall cause correct accounts and books to be kept showing the financial affairs of the Junior League and the usually shown in **books, file** of account of a like nature and showing and without limiting the generality hereof:
- 23.1.1 All sums of money received and expended by the Junior League and the matters in respect of which the receipt and expenditure takes place.
  - 23.1.2 All sales and purchases of goods by the Junior League.
  - 23.1.3 The assets, credits and liabilities of the Junior League.
- 23.2 The books of accounts shall be kept at the Registered Office of the Junior League or at such other place as the Board of Management thinks fit and shall always be open to the inspection of the Board of Management.
- 23.3 A copy of the balance sheet, auditor's report and income and expenditure account accompanied by a copy of the report of the Board of Management shall be delivered to every member at the Annual General Meeting at which the said accounts and reports are to be presented.
- 23.4 Auditors shall be appointed, their duties regulated in accordance with the provisions of the Corporations Act 2001
- 23.5 **The Penrith and Districts Junior Rugby League Club Limited or District Club has the right to audit the financial records of each local "Affiliated Junior League Club". The Penrith and Districts Junior Rugby League Club** Limited or District Club have no interest to control their finances but want to consider they are compliant to their key stakeholders (players, volunteers and local community).

### **24. CHANGING THE CONSTITUTION**

- 24.1 The constitution can only be changed by resolution of the General Committee at an Annual General Meeting or Extraordinary General Meeting called for that purpose, or called by direction in writing by the District Club:
- 24.1.1 Notice of any motion to amend, add to, alter or rescind must be given in writing to the Junior League General Manager.
  - 24.1.2 Any changes to local, state or federal legislation that impacts the constitution of the Junior League shall be adopted automatically by the Board of Management.
  - 24.1.3 Such notice must be signed by the proposer and seconder and shall state the clause, paragraph, part or section, the page number and give details of the proposed change.
  - 24.1.4 The Junior League General Manager shall give seven (7) days' notice to all members of the General Committee and the notice of motion shall date from the meeting at which it was handed to the Junior League General Manager.
  - 24.1.5 The chairperson may on a matter of urgency waive such seven (7) days' notice provided there are two thirds of the full voting Members present and three fifths of those in attendance give consent.

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- 24.1.6 Any such notice of motion shall be declared lost unless three fifths of those voting support it and once a notice of motion to alter the rules is defeated no further notice of motion on that matter shall be considered until after the expiration of three (3) months.
- 24.1.7 An amendment or alteration will not have any effect or force until it has been approved by the District Club, provided the District Club advises the Junior League in writing of any objection to any proposed change within thirty (30) days;
- 24.1.8 The Junior League General Manager has the on-going authority each year to update the names, occupations, addresses and other details of members of the Board of Management as required by the Australian Securities and Investment Commission following changes that occur as a result of the elections at the Annual General Meeting.

### **25. LIFE MEMBERSHIP**

- 25.1 Life membership shall entitle the holder to speak or vote at any General Committee Meeting and to stand for any office of the Junior League.
- 25.2 Nominees shall have at least ten (10) years' service as a member of the General Committee and have given outstanding service to the Junior League, or a person who has in the opinion of the Board of Management given such exceptional, or distinguished service to the junior league as to be deserving of recommendation by the Board of Management at an annual general meeting of the Junior League.
- 25.3 In the case of a player, they must have played at least eight (8) seasons with a club or clubs affiliated with the Junior League, progressed to grade and gained selection to play for Australia, whilst still a representative of the District Club.
- 25.4 Nominations must be in writing and bear the signature of a mover and seconder and contain the qualifications of the nominee.
- 25.5 Nominations must be lodged with the **Junior League General Manager** three (3) calendar months before the Annual General Meeting in each year, irrespective of previous nominations.
- 25.6 The Board of Management will investigate a nomination and recommend the acceptance or rejection of same. Such recommendation shall be determined not later than one (1) calendar month prior to the Annual General Meeting.
- 25.7 No more than two (2) life members can be appointed in the one year, except if life membership is awarded to a player in accordance with this Rule. If that is the case, players so nominated will be in addition to the two life membership awards.
- 25.8 There must be at least seventy-five (75%) percent of eligible voting Members of the General Committee in attendance before an election will be proceeded with and the recommendation from the Board of Management must be endorsed by three fifths (3/5ths) majority.
- 25.9 A ballot will be taken in which each Member of the General Committee present is entitled to vote, shall record a vote in the affirmative or negative in respect of each candidate.



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- 25.10 Votes must be recorded on all nominees and affirmative votes must not be recorded for more than two (2) and not necessarily two (2).
- 25.11 The two (2) nominees receiving the highest number of affirmative votes, if number is at least three fifths (3/5ths) of those voting shall be declared Life Members.
- 25.12 Life membership shall be forfeited by misconduct detrimental to the policy, welfare and interests of the Junior League.

### **26. MISCONDUCT**

- 26.1 An official shall report any instances of misconduct or actions considered to be detrimental to the objects of the Junior League. If the person complaining is a member of an Affiliated Junior League Club the complaint should be directed to the **Junior League General Manager**.

### **27. NOTICES**

- 27.1 A notice may be given by the Junior League on any media platform, to any Member personally or by sending it by post to the last registered address.
- 27.2 If a Member has no registered address within the State of New South Wales and has not supplied to the Junior League and address within the said State for the giving of notices a notice posted upon the notice board shall be deemed to be well served on such Member at the expiration of twenty-four hours after it is so posted up.

### **28. INDEMNITY**

- 28.1 Every Board of Management member and every member of any Sub-Committee and the **Junior League General Manager**, staff and other officers of the Junior League and any person (whether an officer of the Junior League or not) employed by the Junior League as auditor shall be indemnified out of the funds of the Junior League against all liability incurred by the Member as such member or member of a Sub-Committee or as the **Junior League General Manager** or auditor in defending any proceedings whether civil or criminal in which judgement is given in the members favour or in which the member is acquitted.

### **29. EXECUTION OF DOCUMENTS**

- 29.1 The Board of Management must provide for the safe custody of the Seal (if any).
- 29.2 The Junior League may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- 29.2.1 two (2) Directors; or
  - 29.2.2 one (1) Director and the Secretary.
- 29.3 The Junior League may execute a document (including a deed) without using the Seal if that document is signed:
- 29.3.1 By two (2) Directors; or
  - 29.3.2 By one (1) Director and the Secretary.
- 29.4 The Junior League must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board of Management.