

PENRITH DISTRICT RUGBY LEAGUE REFEREES' ASSOCIATION INCORPORATED

CONSTITUTION

Adopted November, 2017

The Constitution and By-Laws of the Penrith D.R.L.R.A Inc. contained herein are in accordance with the Associations Incorporation Act 2009 and the Associations Incorporation Regulation 2016

Disclaimer

This publication must not be relied on as legal advice. For more information please refer to the appropriate legislation or seek independent legal advice.

Contents

Part 1 - Preliminary

- 1 Definitions 4
- 2 Objectives 4

Part 2 - Membership

- 3 Membership generally 6
- 4 Nomination for membership 6
- 5 Cessation of membership 7
- 6 Membership entitlements not transferable 7
- 7 Resignation of membership 7
- 8 Register of members 7
- 9 Fees and subscriptions 8
- 10 Members' liabilities 8
- 11 Resolution of disputes 8
- 12 Disciplining of members 8
- 13 Right of appeal of disciplined member 9

Part 3 - The Board of Management

- 14 Powers of the Board of Management 11
- 15 Composition and membership of the board 11
- 16 Election of board members 11
- 17 Executive Officer 12
- 18 Head of Finance 12
- 19 Casual vacancies 12
- 20 Removal of board members 13
- 21 Board meetings and quorum 13
- 22 Delegation by Board of Management to sub-committee 14
- 23 Voting and decisions 15

Part 4 - Association Meetings

- 24 Meetings 16
- 25 Annual general meetings - holding of 16
- 26 Annual general meetings - calling of and business at 16
- 27 Ordinary general meetings 17
- 28 Notice 17
- 29 Quorum for general meetings 18
- 30 Presiding member 18
- 31 Adjournment 18
- 32 Making of decisions 19
- 33 Special resolutions 19
- 34 Voting 19
- 35 Proxy votes not permitted 19
- 36 Postal ballots 19
- 37 Special general meetings – calling of 20

Part 5 - Miscellaneous

- 38 Insurance 21
- 39 Funds - source 21
- 40 Funds - management 21

| | | |
|----|--|----|
| 41 | Change of name, objects and constitution | 21 |
| 42 | Custody of books etc. | 21 |
| 43 | Inspection of books etc. | 21 |
| 44 | Service of notices | 22 |
| 45 | Financial year | 22 |
| | | |
| | Appendix 1 Application for Membership of Association | 23 |
| | Appendix 2 Nomination for Office Bearer Position | 24 |
| | Appendix 3 Independent Board Advisor Position | 25 |
| | Appendix 4 Life Membership Criteria | 26 |
| | Appendix 5 Social Media Policy | 27 |

Part 1 - Preliminary

1. Definitions

(1) In this constitution:

Secretary means the Secretary of the Department of Finance, Services & Innovation

Board of Management (also referred to as 'the Board') means the office bearers of the Association referred to in Part 3 of this constitution and also includes the Independent Advisor.

Executive Officer means:

- (a) the person holding office under this constitution as Executive Officer of the Association, or
- (b) if no such person holds that office - the Chairman of the Association.

Annual general meeting means the scheduled annual general meeting of the Association (see Clause. 25).

General meeting means a scheduled ordinary general meeting of the Association (see Clause. 27).

Special general meeting means any other meeting of the Association that is called, aside from a General Meeting or the Annual General Meeting (see Clause. 37).

The Act means the *Associations Incorporation Act 2009*.

The Regulation means the *Associations Incorporation Regulation 2016*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2. Objectives

The purpose and powers of the Association are:

- (1) To act in the interests of members of the Association.
- (2) To administer the laws relating to Rugby League football, to take such action as may be deemed necessary to achieve uniformity in interpretation of such laws and to promote and develop the game of Rugby League.
- (3) To conduct meetings, seminars and lectures regarding the laws of the game and practical refereeing techniques for the improvement and development of the standard of refereeing amongst members.

- (4) To hear and determine upon any allegation, complaint or charge which may be made or laid against a member involving a breach of this constitution.
- (5) To impose penalties by way of suspension, expulsion or otherwise for any breach of this Constitution.
- (6) To make donations for patriotic, welfare or charitable purposes.
- (7) To delegate all or any of its powers to any Committee elected by the Association.
- (8) To invest and deal with the funds and assets of the Association in such a manner as deemed appropriate by the Board of Management.
- (9) To print and publish periodicals, newsletters or leaflets that the Association considers desirable for the promotion of its objects.
- (10) To promote goodwill, social fellowship and co-operation amongst members.

Part 2 - Membership

3. Membership generally

- (1) A person is eligible to be a member of the Association if:
 - (a) the person is a natural person, and
 - (b) the person has been nominated and approved for membership of the Association in accordance with clause 4, and
 - (c) is registered as an active member of the Association through the relevant registration activity required by the governing body for refereeing, or
 - (d) is a recipient of Association Life Membership, or
 - (e) is a Graded member of NSWRLRA and has paid the nominated fee/s.
- (2) A person is taken to be a member of the Association if:
 - (a) the person is a natural person, and
 - (b) the person has:
 - (i) been accredited under the NRAS and has applied for and been accepted as a member of the Association by the Committee.
- (3) A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6 (1) (a) of the Act was made.

4. Nomination for membership

- (1) A nomination of a person for membership of the Association:
 - (a) must be made by the person applying for membership in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the Executive Officer of the Association.
- (2) As soon as practicable after receiving a nomination for membership, the Executive Officer must refer the nomination to the Board of Management which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the board of management makes that determination, the Executive Officer must:
 - (a) notify the nominee, in writing, that the Board of Management approved or rejected the nomination (whichever is applicable), and
 - (b) if the Board of Management approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The Executive Officer must, on payment by the nominee of the amounts referred to in sub-clause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.
- (5) Upon acceptance as a member of the Association, any person who is to be an

active member, or non-active member performing a coaching or advisory role, must complete a Working with Children Check (WWCC) through the NSW Office of the Children's Guardian and provide the Executive Officer with evidence that the check has been successfully completed. This can be done online and does not incur a fee for volunteers in NSW.

5. Cessation of membership

A person ceases to be a member of the Association if the person:

- (a) Dies, or
- (b) Resigns membership, or
- (c) Is expelled from the Association, or
- (d) Fails to pay the annual membership fee under clause 9 (2) within three (3) months after the fee is due.

6. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) Terminates on cessation of the person's membership.

7. Resignation of membership

- (1) A member of the Association may resign from membership of the Association by first giving to the Executive Officer written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Association ceases to be a member under sub-clause (1), and in every other case where a member ceases to hold membership, the Executive Officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. Register of members

- (1) The registrar of the Association must establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Association, or
 - (b) if the Association has no premises, at the Association's official address, or on Association file.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that

information must not be made available for inspection.

- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material directly relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

9. Fees and subscriptions

- (1) A member of the Association must, on admission to membership who is non-active or a graded member, pay to the Association a fee of \$11 or, if some other amount is determined by the Board of Management, that other amount.
- (2) The Head of Finance will issue a Tax Invoice for the above amount to all non-active or graded members no later than the 30th of April each year.
- (3) An active member of the Association must pay to the Association an annual membership fee of no more than 10% of annual earnings or, if some other amount is determined by the Board of Management, that other amount:
 - (a) except as provided by paragraph (b), before 31 October in each calendar year, or
 - (b) if the member becomes a member on or after 31 October in any calendar year - on becoming a member and before 31 October in each succeeding calendar year.
- (c) Life Members are exempt from paying an annual membership fee.

10. Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 8.

11. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to the Board of Management for mediation.

12. Disciplining of members

- (1) A complaint may be made to the Board of Management through the Executive Officer by any person that a member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has willfully acted in a manner prejudicial to the interests of the Association.
- (2) The Board of Management may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

- (3) If the Board of Management decides to deal with the complaint, the Board of Management:
 - (a) must send a show cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board of Management in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board of Management may, by resolution, take any action it deems appropriate. This may include (but is not limited to): Imposing a fine of the members match payments, expulsion of the member from the Association, or suspension of the member from the Association. The Board of Management may only take such action if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the action is warranted in the circumstances.
- (5) If the Board of Management takes action against a member, the Executive Officer must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board of Management for having taken that action and of the member's right of appeal under clause 13.
- (6) Any expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 13, whichever is the latter.
- (7) In the event that a complaint is made by any member against more than two members of the Board of Management (including a complaint against the board in its entirety) an Appeals Committee will be established in accordance with Clause 13 (4). This Committee will be responsible for hearing the matter in full independently and determining any course of action that results.
- (8) Any determination made by this Appeals Committee will be final; however if the Committee believes the removal of a member or members of the Board of Management is an applicable outcome, this course of action is still subject to Clause. 20 of the Constitution and may not be done solely by the Committee.

13. Right of appeal of disciplined member

- (1) A member may appeal against a resolution of the Board of Management under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Executive Officer a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under sub-clause (1), the Executive Officer must notify the Board of Management.

- (4) The Executive Officer must then establish an Appeals Committee for that matter, which must comprise no less than three (3) current Life Members of the Association.
- (5) Upon formation of the Appeals Committee, the Executive Officer is to forward the request of appeal to the Committee, to be held within 28 days after the date on which the Executive Officer received the notice. This request should be accompanied by all evidence or documentation presented during the initial complaint and subsequent disciplinary process.
- (4) At a hearing of the Appeals Committee convened under sub-clause (4):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by the Appeals Committee convened to hear that case.
- (6) In the event that the Executive Officer receives multiple notices of intent to appeal from more than one member, the Executive Officer may form one Appeals Committee to hear all of the appeals from that period.
- (7) Life Members who are current Office-Bearers of the Association, or who have any direct involvement or conflict with the complaint to be heard, are prohibited from sitting on an Appeals Committee.
- (8) There is no limit to how many times a particular Life Member can sit on an Appeals Committee.

Part 3 - The Board of Management

14. Powers of the Board of Management

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association at a General Meeting, the Board of Management:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a General Meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the Board of Management to be necessary or desirable for the proper management of the affairs of the Association.

15. Composition and membership of the Board

- (1) The Board of Management is to consist of:
 - (a) the office-bearers of the Association, and
 - (b) an Independent Board advisor as set out in Appendix 3.
- (2) The total number of the Board of Management members is to be eight (8).
- (3) The office-bearers of the Association are as follows:
 - (a) the Chairman,
 - (b) the Deputy Chairman,
 - (c) the Head of Referee Development,
 - (d) the Head of Finance,
 - (e) the Executive Officer,
 - (f) the Head of Member Services and
 - (g) the Head of Media and Communications
- (5) An office-bearer may only hold one of the positions listed above at any time.
- (6) Each member of the Board of Management is, subject to this constitution, to hold office until the conclusion of the next Annual General Meeting following the date of the member's election, but is eligible for re-election.

16. Election of Board members

- (1) Nominations of candidates for election as office-bearers of the Association:
 - (a) must be made in writing in the form set out in Appendix 2. This form must be signed by two members of the Association and include the written consent of the candidate, and
 - (b) must be delivered to the Executive Officer of the Association at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board of Management, the candidates nominated are taken to be elected and further

nominations are to be received at the Annual General Meeting.

- (3) If insufficient further nominations are received, any vacant positions remaining on the Board of Management are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers is to be conducted at the Annual General Meeting in such usual and proper manner as the Board of Management may direct. The usual rules for voting set out in Part 4 – Clause 34 will apply.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Association must be a member of the Association.
- (8) An Independent Board Advisor is to be sought to fill the role on the Board of Management after the Annual General Meeting of the Association.

17. Executive Officer

- (1) The Executive Officer of the Association must, as soon as practicable after being appointed as Executive Officer, lodge notice with the Association of his or her address.
- (2) It is the duty of the Executive Officer to keep minutes of:
 - (a) all appointments of office-bearers and ordinary committee members, and
 - (b) the names of members of the Board present at a Board of Management or a General Meeting, and
 - (c) all proceedings at Board or Management meetings and General Meetings.
- (3) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

18. Head of Finance

It is the duty of the Head of Finance of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

19. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board of Management, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Board of Management occurs if

the member:

- (a) dies, or
- (b) ceases to be a member of the Association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the Executive Officer, or
- (e) is removed from office under clause 20, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Board of Management from 3 consecutive meetings of the Board, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a Director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

20. Removal of Board members

- (1) The Association, in an ordinary general meeting or special general meeting, may by resolution remove any member of the Board of Management from the office of the member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Board to whom a proposed resolution referred to in sub-clause (1) relates makes representations in writing to the Executive Officer or Chairman (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Executive Officer or the Chairman may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. Board meetings and quorum

- (1) The Board of Management must meet at least 10 times in each period of 12 months at such place and time as the board may determine.
- (2) Additional meetings of the Board may be convened by the Chairman or by any member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the Executive Officer to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three members of the Board constitute a quorum for the transaction of the

business of a meeting of the Board.

- (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Board:
 - (a) the Chairman is to preside over the meeting or,
 - (b) in the Chairman's absence, the Deputy Chairman is to preside over the meeting, or
 - (c) in the absence of the Chairman and the Deputy Chairman, one of the remaining members of the Board is to preside as delegated by the Chairman.
 - (d) if for any reason the Chairman is unable to delegate a replacement, the remaining Board members present may select a member to preside.

22. Delegation by the Board of Management to sub-committee

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Board of Management by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board of Management may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) Any member of the Association can apply via an Expression of Interest for a position on an Association sub-committee. These positions will be called for in writing prior to the annual general meeting and must be in the hands of the Executive Officer within seven (7) days of the Annual General Meeting.

- (9) Voting is to be held as in the same manner as prescribed in this constitution as with positions vacant and ballots as with the Board of Management.

23. Voting and decisions

- (1) Questions arising at a meeting of the Board of Management or of any sub-committee appointed by the Board or duly elected by the members of the Association are to be determined by a majority of the votes of members present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-committee appointed by the board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 21 (5), the Board may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board of Management or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

Part 4 – Association Meetings

24. Meetings

- (1) The meetings of the Association shall be:
 - (a) Annual General Meeting;
 - (b) General Meetings;
 - (c) Special General Meetings;
 - (d) Board Meetings (as covered in Part 3).
- (2) Notice of a meeting may be given by the Executive Officer to any member either personally or by email/post to the member's address appearing in the register of members. The accidental omission to give notice or the non-receipt of notice shall not invalidate the proceedings of any meeting.
- (3) The attendance of members at all meetings of the Association shall be recorded.
- (4) A member of the Association who is engaged on business on behalf of the Association, NSWRLRA or the NRL at the time when a meeting of the Association is being held shall be deemed to be present at the Association's meeting.
- (5) An apology for non-attendance at a meeting of the Association shall be recorded only if it is submitted to the Executive Officer in writing.
- (6) All correspondence (both ingoing and outgoing) shall be through the Executive Officer.

25. Annual General Meetings - holding of

- (1) The Association must hold its first Annual General Meeting within 18 months after its registration under the Act.
- (2) The Association must hold its Annual General Meetings:
 - (a) within six (6) months after the close of the Association's financial year, or
 - (b) within such later time as may be allowed by the Secretary or prescribed by the Regulation.

26. Annual general meetings - calling of and business at

- (1) The Annual General Meeting of the Association is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the Board of Management thinks fit.
- (2) In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Board of Management reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and sub-committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

(3) An Annual General Meeting must be specified as such in the notice convening it.

27. Ordinary general meetings

(1) The general meetings of the Association shall be held at such time and place and date as the Board may direct.

(2) Business to be transacted at the general meetings of the Association is as follows:

- (a) Apologies;
- (b) To confirm and adopt the minutes of the previous general meeting. No discussion shall be allowed thereupon, except as to their accuracy as a record of the proceedings of that meeting;
- (c) Nomination of new members and/or visitors;
- (d) Correspondence;
- (e) Chairman's report;
- (f) Executive Officer's report;
- (g) Head of Finance report;
- (h) Head of Member Services report;
- (i) Head of Coaching and Development report;
- (j) Head of Media and Communications report;
- (k) NSWRLRA delegate's report;
- (l) PDJRL delegate's report;
- (m) Notice/s of motion;
- (n) General business.

(3) The Chairman may, with the consent of the meeting, alter the order in which the business of the meeting is taken.

(4) Delegates must furnish a report to the next general meeting of the Association following their attendance at the meeting of the relevant body. Such reports must include all matters appertaining to the Association.

28. Notice

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Executive Officer must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Executive Officer must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting

is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 26 (2).

- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Executive Officer who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Twenty members (20) present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 15) are to constitute a quorum.

30. Presiding member

- (1) The Chairman or, in the Chairman's absence, the Deputy Chairman, is to preside as Chairperson at each general meeting of the Association.
- (2) If the Chairman and the Deputy Chairman are absent or unwilling to act, an Association office bearer delegated by the Chairman is to preside as Chairperson at each general meeting of the Association.
- (3) If the Chairman, the Deputy Chairman and the Chairman's delegate are absent or unwilling to act, the members present must elect one of their numbers to preside as Chairperson at the meeting.

31. Adjournment

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Executive Officer must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the Chairperson or if five or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

33. Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

34. Voting

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) In order to be eligible to partake in any vote at any meeting of the Association, a member must be at least 18 years of age at the time the vote is to take place.

35. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note: Schedule 1 of the Act provides that an Association's constitution is to address whether members of the Association are entitled to vote by proxy at general meetings.

36. Postal ballots

- (1) The Association may hold a postal ballot to determine any issue or proposal.
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37. Special General Meetings - calling of

- (1) The Board of Management may, whenever it thinks fit, convene a special general

meeting of the Association.

- (2) The Board must, on the requisition in writing of 21 days to the Association membership, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the executive officer, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the board fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Executive Officer, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- (5) A special general meeting convened by a member or members as referred to in sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the board.

Part 5 - Miscellaneous

38. Insurance

The Association may effect and maintain insurance to meet its objectives.

39. Funds - source

- (1) The funds of the Association are to be derived from membership fees and annual subscriptions of members, donations, sponsorship, and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Funds - management

- (1) Subject to any resolution passed by the Association in a general meeting:
 - (a) The funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
 - (b) The Chairman and/or the Head of Finance are authorised to make any payments in accordance with sub-clause 1 (a) by means of Electronic Funds Transfer (EFT).
 - (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Board.

41. Change of name, objectives and constitution

An application to the Secretary for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Executive Officer.

42. Custody of books etc.

Except as otherwise provided by this constitution, the Executive Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

43. Inspection of books etc.

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in sub-clause (1) on payment of a fee of not more than \$1 for each page copied.

44. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

45. Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 31 October, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 November and ending on the following 31 October.

Note: Schedule 1 of the Act provides that an Association's constitution is to address the Association's financial year.

Appendix 1 - Application for Membership

Clause 4 (1) (a)

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

.....

[Name of Association]

Incorporated (incorporated under the *Associations Incorporation Act 2009*)

I,

[full name of applicant]

of.....

[Address]

.....

[Occupation]

hereby apply to become a member of the abovenamed incorporated Association. In the event of my admission as a member, I agree to be bound by the constitution of the Association for the time being in force.

.....

Signature of applicant

Date

I,

[Full name]

a member of the Association, nominate the applicant for membership of the Association.

.....

Signature of proposer

Date

I,

[Full name]

a member of the Association, second the nomination of the applicant for membership of the Association.

.....

Signature of seconder

Date

Appendix 2 – Nomination for Office Bearer Position

Clause 16 (1) (a)

Position Nomination Form

| | |
|-------------------------|--|
| Name: | |
| Position Nominated for: | |
| Endorsed by: | |
| Seconded by: | |

I have read the constitution and I am clear on the role and my responsibilities for the above position.

Signed: _____

Note: Form to be emailed to: secretary@penrithreferees.com.au by 7:00pm on [INSERT DATE HERE].

Appendix 3 - Independent Board advisor position

The Board shall seek and request an individual to sit on the Association's Board of Management as an Independent Advisor. The role will consist of but not limited to:

- Assisting the Association in the decision making of the members
- Provide guidance where and when necessary
- Show a level of transparency to the Association's stakeholders in handling any relevant issues that may arise from time to time
- Ensure the due diligence of the Association is being undertaken at all levels of management within the streams of the Association
- Act as a mentor for the board

The Board will endeavor to seek out the most qualified person within the District of Penrith. The individual does not need to have a Rugby League background however this would be preferred.

On accepting this role, the individual would need to relinquish any existing Junior League Club affiliation apart from Life Membership if so bestowed.

The position holder may also be asked to undertake other duties as required by the Board from time to time.

Appendix 4 - Life Membership criteria

The Life Membership Committee will comprise three (3) Life Members of the Association elected by the general membership.

To be considered for the award of Life Membership – a member must have been a member for an unbroken period of 10 years, or have accumulated 15 years combined meritorious service.

In addition – the following Life Membership Status Credits criteria will be used as a guide for the Life Membership Committee to inform the members of the Association of their recommendations for the recipient of Life Membership each year.

A member must achieve a **minimum** of 150 status credits before they may be considered for Life Membership.

The points allocated are also used a guide for members when voting on the Association Life Member for that year.

LIFE MEMBERSHIP STATUS CREDITS

- Member Service 10 – 15 years meritorious 100 points
- Member Service 25 years + Additional 50 points
- Member of Office Bearers of the Association 10 per/year of service
- Member of the Associations Sub Committees 5 per/year of service
- Member of the Appointments Board/Advisory Panel 5 per/year of service
- Association/External Award recipient 5 per Award received
- Any other official position either elected or appointed by the Board of Management that is not listed 5 per/year of service

Members are encouraged to keep their own record of service to the Association.

The Life Membership Committee may recommend no more than two (2) members for Life Membership in one year. The names of those members and their respective record of service should be forwarded to the Board of Management at least one month prior to the Annual General Meeting.

It is the responsibility of the Board of Management to then approve the member/s put forward by the Life Membership Committee if the Board of Management is satisfied that they are a suitable person or persons to be nominated for Life Membership.

The member/s nominated for Life Membership will then be referred to the general membership at the Annual General Meeting where they must receive endorsement of 50% plus one of the total members present to receive Life Membership. This will be done through secret ballot.

Appendix 5 – Social Media Policy

Currency of version

Current version for 31 October 2017

Purpose

This policy applies to all members (as defined below) of the Penrith District Rugby League Referees' Association. Social media has become a vital part of everyday life and has significantly transformed the way we communicate. It is widely accepted that the majority of people now access or use social media in a personal and/or professional capacity at varying degrees. Whilst the Association accepts the need for its members to use social media, incorrect or inappropriate use can have a detrimental impact on the reputation of not only the individual, but also the Association they represent. The purpose of this policy is to clearly set out the acceptable standards with regards to the personal use of social media where it relates to or impacts upon an individual's status as a member of this Association. The disciplinary procedures for any breach of this policy are also contained herein.

Definitions

Association - Where the term 'Association' appears in this policy it refers to the Penrith District Rugby League Referees' Association.

Board - Where the term 'Board' appears in this policy it refers to the current Board of Management of the Penrith District Rugby League Referees' Association at the relevant time.

Like - Where the term "like" is used in this policy it refers to any endorsement of a post by another person, group or organisation through either use of the specific like function on the respective website or social media application, or any written comment that promotes or endorses the post.

Member - Where the term 'member' is used in this policy it refers to any person who meets the following criteria at the relevant time:

- An active member of the Penrith District Rugby League Referees' Association;
- A financial non-active member of the Penrith District Rugby League Referees' Association;
- A Life Member of the Penrith District Rugby League Referees' Association.

Post - Where the term "post" is used in this policy it refers to any shared or created content you put on social media (for example, a post, comment or reply on Facebook, a tweet you author or retweet, or a photo you post on Instagram).

Social Media - Social media consists of websites and applications that allow users to create and share content and to participate in social networking. Social media may include, but is not limited to:

- social networking sites, including Facebook, LinkedIn or Google+
- video and photo sharing websites, for example Snapchat, Flickr, Instagram, YouTube and Pinterest
- corporate networking tools, such as SharePoint or Enterprise Jungle
- media sites hosting articles with comments, for example *The Daily Telegraph*
- micro-blogging sites, for example Twitter and Tumblr
- forums and discussion groups, such as *speechbubble*, Google groups or Whirlpool and wikis, for example Wikipedia
- podcasting sites, for example SoundCloud
- online gaming platforms, for example World of Warcraft or Second Life

Guidelines

1. Members are encouraged to post positive content relating to their involvement in rugby league and the Association where they feel necessary. Posts should be family friendly and feature positive news.
2. If members intend to post images or videos that depict other members or persons, they should first seek the permission of these individuals.
3. Members should avoid using swear words and profanity. Comments should not be made based on religion, politics, sex, sexuality or racist issues.
4. Remember that many can easily see your comments and a post cannot be completely erased once it appears online. It is important to also note that anyone who posts false or misleading comments about another person in the public domain may be liable for defamation.
5. Be smart about protecting yourself and your privacy. What you publish is widely accessible and will be around for a long time. Conduct regular checks of your privacy setting on all social media platforms and ensure you know who is seeing what you post.
6. Remember to always **THINK** before you post anything on social media.
7. All members are encouraged to positively participate and interact with the Association's own social media presence. The Association has public accounts on Facebook, Instagram and Twitter that all members and others are invited to like. The maintenance, contents and moderation of these accounts are the responsibility of the Head of Media and Communications.

8. The Association also has a Members Only Facebook Group. This group is only open to individuals who meet the definition of a member, as defined in this policy. All members of the board are permitted to use this group as a means to share relevant and prudent information with members. Entry to this group is subject to approval by the board and this approval may be removed at any time for any reason deemed appropriate. A breach of the below policy in any manner will result in the member immediately being removed from the group.

Policy

1. A member is not permitted to make any official public comment in their capacity as a member of the Association, or on behalf of the Association, in any form on any social media platform. The only individuals permitted to make public comment on behalf of the Association are the Chairman, the Executive Officer and the Head of Media and Communications.
2. A member is not permitted to post or like any content on social media that may harm the reputation of the Association in any way.
3. A member is not permitted to post or like any content on social media that is abusive, offensive, defamatory, or insulting and relates to any of the following:
 - I. The Association (or any of its members)
 - II. The Board
 - III. The New South Wales Rugby League Referees' Association (or any of its members)
 - IV. The National Rugby League (or any of its employees, including match officials)
 - V. The Penrith Junior League or Penrith Panthers Rugby League Club
 - VI. A player, club official or representative of any Junior Rugby League Club.

Breaches of Policy and Disciplinary Procedures

1. Any member who believes a breach of any aspect of this policy has occurred should notify the board immediately.
2. Upon receipt of any complaint regarding a breach of this policy by any member, the board will make initial inquiries and initially will only need to determine
 - I. Whether the post is in breach of the above policy; and
 - II. The relevant post or like originated from an account that is believed to belong to a member.

3. If the above criteria are satisfied, the member believed to be responsible for the post or like will be immediately stood down from active membership (if applicable). The Executive Officer will issue a Show Cause Notice to the member in writing, which will set out the alleged breach. The member will be allowed seven (7) calendar days from the date the Show Cause Notice is issued to offer a written reply to the board in response to the allegation.
4. Upon receipt of the written response, or upon expiration of the seven (7) day period, the Board will consider all available evidence at that time. The Board may elect to deal with the matter in full at this point, or if necessary, the Board may request that the member appear before the Board for the matter to be heard further.
5. Upon finding a member guilty of a breach of any part of this policy, the Board may deal with matter through any disciplinary action they see fit. This may include such things as:
 - I. A fine of the members match fees
 - II. A suspension from active refereeing
 - III. Disqualification from membership of the Association.
6. The Board may elect to suspend any sentence and impose a period of good behavior. If a member breaches the policy again during this period, the member will be required to serve the sentence for the initial offence and will also be dealt with for the subsequent offence.