

**WINDSOR LEAGUES CLUB LTD**  
**(ACN 001 263 663)**  
**EXPLANATORY MEMORANDUM FOR PROPOSED NEW CONSTITUTION**

At the Annual General Meeting of the Club to be held at 6.30pm on 20 May 2024, members will be asked to consider a Special Resolution to adopt a new Constitution to replace the existing Constitution of the Club (**existing Constitution**). This Explanatory Memorandum is to assist members to understand the proposed new Constitution and why it is appropriate to adopt it.

Members who wish to review the proposed new Constitution can inspect it at the Club's noticeboard and it is also prominently on display on the Club's website together with a copy of the existing Constitution. Members may also obtain a copy of the proposed new Constitution and the existing Constitution upon request at the Club's office.

The Club's lawyers have advised that the Club should adopt a new Constitution to replace the existing Constitution to be updated to reflect and comply with the requirements of the Corporations Act, Registered Clubs Act, Liquor Act, Gaming Machines Act, and their respective Regulations.

A summary of the proposed new Constitution and its principal features is set out below. **Significant variations from the existing Constitution are set out in bold.** However, there are many additional new provisions which reflect the requirements of various pieces of legislation which impact on the Club. These have not been set out in bold.

### **NAME**

1. Rule 1 states that the name of the company is Windsor Leagues Club Limited.

### **PRELIMINARY**

2. Rule 2.1 states that the Club is a company limited by guarantee and a non-proprietary company.
3. Rule 2.2 provides that the company is established for the purposes set out in the Constitution.
4. Rule 2.3 provides that the replaceable rules referred to in the Corporations Act are displaced or modified as provided in the Constitution.
5. Rule 2.4 provides that every member must comply with the Constitution and any By-laws of the Club.
6. Rule 2.5 provides that the Constitution has the effect of a contract between the Club and each member; and between the Club and each Director; and each member and each other member.
7. Rule 2.6 provides that the Club must supply a member with a copy of the Club's Constitution if a copy is requested by a member as prescribed by the Corporations Act.

### **DEFINITIONS**

8. Rule 3 sets out definitions and terms used in the proposed new Constitution.

### **OBJECTS AND ORIGINAL SUBSCRIBERS**

9. Rule 4 sets out the objects for which the Club was established. The Club's objects remain largely the same, however, slight amendments have been made to the objects of the Club to simplify the language used and to reflect the Club's current standing as a company limited by guarantee.
10. The key amendment to the Club's objects is found in the new Rule 4.1(a), which did not appear in the existing Constitution and is set out below:

*"The objects of the Club are to:*

- (a) *support, promote and foster the game of rugby league and junior rugby league and to provide or assist in the provision of playing, training, conditioning and teaching facilities for rugby league football."*

11. The Board believe the proposed new wording of Rule 4.1(a) best encapsulates the fundamental purpose of the Club, being a club that supports, encourages and facilitates the game of rugby league.

### **WINDING UP AND MEMBER'S LIABILITY**

12. Rule 5 states that the liability of the members is limited. That limit is five dollars (\$5.00) as set out in Rule 6 and remains unchanged from the existing Constitution.
13. Rule 6 provides that each member of the Club undertakes to contribute an amount not exceeding five dollars (\$5.00) if the Club is wound up and the assets of the Club are insufficient to discharge the liabilities. This undertaking continues for a period of twelve (12) months after the person ceases to be a member.
14. Rules 7.1 and 7.2 provide that on the winding up of the Club, if there remains any assets (after the satisfaction of all debts and liabilities), those assets shall not be distributed among the members but shall be given or transferred to an institution which has similar objects to the Club and which is approved by members.

## **PROPERTY AND INCOME**

15. Rule 8.1 provides that the property and income of the Club must be applied solely towards the promotion of the objects of the Club.
16. Rules 8.2 and 8.3 set out specific requirements of the Registered Clubs Act in relation to benefits available to members.
17. Rule 8.4 provides that a director of the Club cannot be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
18. Rule 8.5 provides that the payment in good faith of reasonable and proper remuneration to any officer, employee or to any member of the Club for services rendered, or for interest on money lent by the director to the Club or rent on property leased to the Club by the director, is not prohibited.
19. Rule 8.6 specifies that a director shall not receive from the Club remuneration or any other benefit in money or monies worth except by way of an honorarium and for any reasonable out of pocket expenses.

## **LIQUOR AND GAMING**

20. Rules 9.1 and 9.2 provide that liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person under the age of 18 years in accordance with the Registered Clubs Act and the Liquor Act.
21. Rule 9.3 states that a person under the age of 18 years shall not use or operate the Club's gaming facilities.
22. Rules 9.4 to 9.6 inclusive prohibit a person associated with the Club from receiving any bonuses or remuneration related to the Club's sale or supply of liquor to patrons, or from the operation of the Club's gaming machines.

## **MEMBERSHIP**

23. Rule 10.1 states that no person under the age of 18 years is to be admitted as a member of the Club other than as a Junior Sporting member.
24. Rule 10.2 sets out the categories of Full membership of the Club and remains unchanged (Life members, Football members, social members, and Junior Sporting members).
25. Rule 10.3 provides that persons who are not Full members may be admitted to the Club as Provisional members, Honorary members, or Temporary members.
26. Rule 10.4 provides that the number of Full members having the right to vote in the election of the Board shall not be less than the minimum number of Full members required by the Registered Clubs Act.
27. Rule 10.5 provides that the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution and without the need for a separate special resolution to be passed by members of that class of membership.
28. Rules 10.6 to 10.20 inclusive set out the eligibility requirements for and the rights and entitlements of Football members, social members, Junior Sporting members and Life members.
29. The rights and privileges of the membership categories all remain unchanged from the existing Constitution.

***Transfer between classes of membership.***

30. Rule 11 deals with the transfer of members between classes of membership. This reflects the existing Constitution.

***Provisional Members***

31. Rule 12 deals with Provisional membership in accordance with the requirements of the Registered Clubs Act. Any person may apply for Provisional membership upon completing and submitting the appropriate membership form and paying the membership subscription in advance (if any is applicable). The eligibility requirements and entitlements of Provisional members reflect the existing practice of the Club.

***Honorary Members***

32. Rule 13 deals with Honorary membership in a way that is consistent with the Registered Clubs Act and the existing Constitution.

***Temporary Members***

33. Rule 14 deals with Temporary membership in a way that is consistent with the requirements of the Registered Clubs Act and the existing Constitution and practices of the Club.

**ELECTION OF MEMBERS**

34. Rule 15 deals with the process of the election of persons to membership of the Club and is consistent with the existing Constitution and the requirements of the Registered Clubs Act.

**JOINING FEES, SUBSCRIPTIONS AND LEVIES**

35. Rule 16 deals with joining fees, subscriptions, and levies.
36. Subscriptions shall be due and payable on a date or dates determined by the Board from time to time. Renewal notices must be provided to all members.

**NON-FINANCIAL MEMBERS**

37. Rule 17 clarifies that non-financial members cease to be entitled to all of the rights and privileges of membership, which include the right to attend at the premises of the Club, the right to participate in the social and sporting activities of the Club, the right to vote, the right to attend meetings of the Club and the right to be elected to the Board.

**REGISTERS OF MEMBERS AND GUESTS**

38. Rule 18 sets out the registers the Club is required to maintain in respect of members and guests. This is consistent with the Registered Clubs Act.

**ADDRESSES OF MEMBERS**

39. Rule 19 requires members to advise the Club of any change in their address and contact details as soon as is practicable to ensure compliance with the Registered Clubs Act and to keep Club records up to date.

**DISCIPLINARY PROCEEDINGS**

40. Rule 20 deals with powers of the Board to discipline members. The principles of the existing disciplinary proceedings process have been retained.
41. **The disciplinary proceedings process has been updated to allow for the outcome of disciplinary proceedings to be dealt with by the Board either in person or via letter sent to the member's address.**
42. **Rules 20.5 to 20.9 are new provisions which give the Secretary the power to issue a suspension of membership for a period up to 3 months if the Secretary is of the view that a member has engaged in conduct unbecoming of a member or prejudicial to the interests of the Club. However, the member concerned has the right to request that the matter be referred to the Board to be dealt with in the usual**

**way at a disciplinary hearing. If the Club receives such a request from a member, the member will be entitled to attend a full disciplinary hearing with the Board.**

43. Rule 21 provides that the Board may delegate its disciplinary powers to a disciplinary committee comprising of three (3) directors. The Board retains the power to review a decision of a disciplinary committee provided the Board follows the procedure set out in Rule 20.
44. Rule 22 clarifies that any member suspended from membership of the Club shall, during the period of suspension, cease to be entitled to the rights and privileges of membership. This includes the right to attend at the premises of the Club, the right to participate in the social and sporting activities of the Club, the right to vote, the right to attend meetings of the Club and the right to be elected to or vote in the election of the Board.
45. Rule 23 deals with the power given to the Secretary and employees of the Club under the Liquor Act to remove persons from the Club's premises and to prevent that person from returning to the Club. These powers given to the Secretary and employees are no wider than those given under the Liquor Act or under the existing Constitution. Rule 23 reflects the existing Constitution, but it is more comprehensive than the existing Constitution to accord with the Liquor Act.
46. Rule 24 deals with the procedure for a member to resign from the Club.

### **GUESTS**

47. Rule 25 deals with guests of members and reflects the provisions of the Registered Clubs Act. Members remain responsible for the conduct of any guests they may introduce to the Club.

### **PATRONS**

48. Rule 26 states that the Club may appoint patrons from time to time and sets out the membership status of a patron who is not a member. This reflects the requirements of the Registered Clubs Act.

### **BOARD OF DIRECTORS**

49. Rule 27.1 provides that the Board will continue to consist of seven (7) directors comprising of a President and six (6) ordinary Directors.
50. Rule 27.2 refers to the two directors who can be appointed by the Board under special provisions of the Registered Clubs Act and Regulations. Rule 27.2 reflects those laws. Any director so appointed will be in addition to the seven (7) elected positions.
51. Rule 27.3 provides that the Board is elected biennially (being at every second Annual General Meeting of the Club). This remains unchanged.

#### ***Changes to the eligibility to be elected to the Board.***

52. Rule 27.4 provides that only Life Members and financial Football members shall be entitled to stand for and be elected or appointed to the Board. **The proposed Rule 27.4 removes the requirement from the existing Constitution for members to have been a Football member for a period of at least three (3) consecutive years prior to being eligible to be elected to the Board of the Club. Proposed Rule 27.4 provides that even a newly admitted Football member will be eligible to be nominated for election to the Board.**
53. Rule 27.5 provides the further criteria for a member's eligibility to stand for the Board. Rule 27.5 reflects the existing Constitution, but includes a couple of additional eligibility criteria by providing that a member who:
- (a) is an employee; or
  - (b) is currently under suspension pursuant to the disciplinary proceeding's rules;
  - (c) is not a financial member of the Club;
  - (d) **is disqualified from managing any company under the Corporations Act;**
  - (e) **is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;**

- (f) is prohibited from being a director by reason of any order or declaration made under the Corporations Act, Liquor Act, Registered Clubs Act, or any other applicable legislation:
- (g) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (but not including any provisional suspension pending a disciplinary hearing):
- (h) does not have a Director Identification Number (as is now required by the Corporations Act);
- (i) is a director of another registered club:

shall not be eligible to stand for or be elected to the Board.

54. Rule 27.6 provides that any person who is elected or appointed to the Board must complete the mandatory training for directors, as required by the Registered Clubs Act.

#### **ELECTION OF BOARD**

55. Rule 28 retains the principles for the procedure for the election of the Board but updates the Rules to allow for greater flexibility and to accord with the requirements of the Corporations Act and the Registered Clubs Act.
56. Rule 28.2 provides that as soon as is practicable following each Biennial General Meeting, the Board shall meet and elect from amongst themselves by a simple majority of votes the position of President. The director elected to the office of President shall, subject to the remainder of this Constitution, hold office as President until the conclusion of the next election of the Board. This is consistent with the existing Constitution, whereby the members elect the Board, and the Board then elects from amongst themselves the position of President.

#### **POWERS OF THE BOARD**

57. Rule 29 deals with the Board's powers. The provisions reflect the existing Constitution and the established practices of the Club and have only been updated to reflect changes in legislation.

#### **PROCEEDINGS OF THE BOARD**

58. Rule 30 deals with the proceedings of the Board. The provisions reflect the existing Constitution and there is no broadening of the Board's powers, other than to allow for the powers contained in the Corporations Act and the Registered Clubs Act relating to the use of technology for Board meetings and requiring the Board to meet at least once per quarter, rather than once per month.
59. Rule 30.3 provides that the quorum for a meeting of the Board shall remain as a majority of the members of the Board.
60. Rule 30.4 allows the President at any time and the Secretary upon the request of not less than three (3) directors to convene a meeting of the Board.
61. Rule 30.5 provides that all decisions of the Board are determined by a majority vote. In the case of an equality of votes, the chairperson of the meeting has a deliberative vote only. This is consistent with the existing Constitution.
62. Rule 30.7 allows a meeting of the Board to be called or held using technology consented to by all directors. This is consistent with the Corporations Act and the Registered Clubs Act.

#### **MATERIAL PERSONAL INTERESTS AND REGISTERED CLUBS ACCOUNTABILITY CODE**

63. Rules 31 to 32 inclusive introduce new provisions in relation to corporate governance and accountability for the Club which are consistent with the Corporations Act and the Registered Clubs Act.

#### **REMOVAL FROM OFFICE OF DIRECTORS**

64. Rule 33 provides that the members in a general meeting may by ordinary resolution remove any director, or the whole Board, before the expiration of his, her or their period of office and appoint another person or persons in his, her or their place. This Rule reflects the Corporations Act and the existing practice of the Club.

## **VACANCIES ON THE BOARD**

65. Rule 34.1 clarifies how a casual vacancy on the Board arises.
66. Rule 34.3 states that the Board has the power to fill a casual vacancy. Any person appointed to fill a casual vacancy will hold office only until the conclusion of the next Annual General Meeting.

## **GENERAL MEETINGS**

67. Rules 35.1 to 35.29 inclusive relate to the calling and holding of general meetings (and Annual General Meetings) of the Club. The Rules are consistent with the existing Constitution, however, they are more comprehensive than the existing Constitution to take into account changes made to the Corporations Act over recent years as part of that law's amendments and adoptions to the Covid pandemic. For example, the new Rules 35.14 to 35.15 inclusive enshrine in the Constitution the Board's right to use technology in a general meeting of the Club in accordance with the Corporations Act.
68. The Rules in relation to general meetings reflect the requirements of the Corporations Act.

## **ATTENDANCE AND VOTING AT GENERAL MEETINGS**

69. Rules 35.30 to 35.43 inclusive relate to attendance and voting at general meetings.
70. Proxy voting is not permitted. This is a requirement of the Registered Clubs Act.
71. Every member eligible to vote, either by show of hands or a poll, is entitled to one vote.
72. A member who is also an employee of the Club, is not permitted to vote. This is a requirement of the Registered Clubs Act.
73. All questions and resolutions (other than Special Resolutions) shall be decided by a simple majority of votes.
74. Voting shall be on a show of hands unless a poll is demanded.

## **QUORUM AT GENERAL MEETINGS**

75. Rules 35.44 to 35.48 inclusive detail the quorum required for general meetings and the adjournment of general meetings.
76. Rule 35.44 provides that no business may be transacted at a general meeting unless a quorum of members is present.
77. Rule 35.45 provides that, at any general meeting (including an Annual General Meeting), twenty (20) members present and eligible to vote will constitute a quorum which remains the same as the existing Constitution.
78. Rules 35.47 and 35.48 set out the procedure to be followed if a quorum is not present.

## **ADJOURNMENT OF GENERAL MEETINGS**

79. Rules 35.49 to 35.52 provide the Rules in relation to adjourning general meetings and the procedures to be followed.

## **MEMBERS' RESOLUTIONS AND STATEMENTS**

80. Rule 36 provides for members' resolutions and statements by members in accordance with the requirements of the Corporations Act.
81. Rule 36 also sets out the procedure for members to require the Board to include an item of business or notice of motion in the business of an Annual General Meeting.

## **WINDSOR DISTRICT RUGBY LEAGUE FOOTBALL CLUB**

82. Rule 37 reflects the existing Constitution's Rule 59 regarding the permanent section of the Club known as the Windsor District Rugby League Football Club ('Football Club'). Rule 37 sets out the eligibility criteria for membership of the Football Club and remains unchanged.

## **MINUTES**

83. Rule 38 provides that minutes of all resolutions and proceedings at general meetings must be entered in the Minute Book within one month of the meeting and signed by the chairperson of that meeting or the chairperson of the next succeeding meeting.

## **ACCOUNTS AND REPORTING TO MEMBERS**

84. Rule 39 deals with the accounts and reporting to members and is consistent with the Corporations Act and Registered Clubs Act.

## **FINANCIAL YEAR**

85. Rule 40 provides that the financial year of the Club shall commence on the first day of January in each year and will end on the last day of December in the following year. This is consistent with the existing Constitution.

## **AUDITOR**

86. Rule 41 requires the Club to appoint an auditor. The auditor holds office until removed by the members in general meeting or resigns from office or dies. This is a requirement of the Corporations Act.

## **SECRETARY**

87. Rule 42 requires the Board to appoint one Secretary who will be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

## **EXECUTION OF DOCUMENTS**

88. Rule 43 deals with execution of documents and the common seal of the Club.

## **NOTICES**

89. Rule 44 deals with the requirements of giving notice to members, including by electronic means in accordance with the Corporations Act and the Registered Clubs Act. Where a notice of a meeting is sent by post it shall be deemed to have been effectively served on the member on the day following the posting.

## **INDEMNITY TO OFFICERS**

90. Rule 45 deals with the insurance and indemnification of the officers and auditors of the Club in accordance with the Corporations Act.

## **INTERPRETATION**

91. Rule 46 deals with the interpretation of the Club's Constitution and it reflects the existing Constitution of the Club.

## **AMENDMENTS TO CONSTITUTION**

92. Rule 47 provides for amendments to the Constitution. The Constitution can only be amended by way of Special Resolution passed at a general meeting of members. Life members and financial Football members shall be the only members eligible to vote on any special resolution to amend this Constitution.

## **MEETINGS AND VOTING**

93. Rule 48 reflects the new requirements of the Registered Clubs Act, which allows the Club to utilise electronic means to distribute documents and hold meetings if the Board determines this to be in the best interests of the Club.

It is hoped that this summary will provide members with sufficient background and information to enable them to make an informed decision in relation to the proposed special resolution to adopt the new Constitution. However, there may be matters about which members may have questions not covered by this Memorandum. In those circumstances, they are invited to raise their questions with the General Manager who, if necessary, will obtain advice from the Club's lawyers to pass back to the member.

The Board considers the proposed new Constitution as being a significant improvement on the existing Constitution and it recommends that members vote in favour of the Special Resolution. To be passed, the Special Resolution will need votes from not less than three-quarters (75%) of those members who being eligible to do so vote in person at the meeting.

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**Dated: 30 April 2024**

*Michael Pullin*

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**Michael Pullin**  
**General Manager**