

I, Nicholas Pappas, Chairman the South Sydney District Rugby League Football Club Limited do hereby certify that this and the following 21 pages is a true and correct copy of the Memorandum and Articles of Association of the South Sydney District Rugby League Football Club Limited.

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Nicholas Pappas

CORPORATIONS LAW

A Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

SOUTH SYDNEY DISTRICT RUGBY LEAGUE FOOTBALL CLUB LIMITED

1. The name of the Company is "South Sydney District Rugby League Football Club Limited" (hereinafter called "the Club").
2. The Club shall affiliate with the New South Wales Rugby Football League in accordance with that body's constitution.
3. The Club shall not be dissolved or its name changed without the consent of the New South Wales Rugby Football League.
4. The objects for which the Club is established are:
 - (a) to take over and assume the assets and liabilities of the unincorporated association known as the South Sydney District Rugby League Football Club and the members and elected officers thereof;
 - (b) to foster, encourage, promote and control the development playing and interests of Rugby League Football within the area of the boundaries of the Club as defined from time to time in the by-laws of the New South Wales Rugby Football League;
 - (c) to aid, support, assist financially and otherwise and control Junior Rugby League Football in the area referred to in paragraph (b) hereof;
 - (d) to aid, support and assist financially and otherwise the fostering and promotion of Rugby League Football in schools, both primary and secondary in the area referred to in paragraph (b) hereof;
 - (e) to establish, support and maintain or aid in the establishment, support and maintenance of a fund for providing money, property and benefits to develop

and improve playing fields in the South Sydney District in the said State and the facilities therein;

- (f) to establish, support and maintain or aid in the establishment support and maintenance of a fund or funds for providing money, property and benefits to develop and improve playing fields and facilities in the area referred to in paragraph (b) hereof for use by players and spectators of Rugby League Football;
- (g) to establish, support and maintain or aid in the establishment, support and maintenance of such other funds, who purpose or purposes are consistent with or incidental to the principal object for which the Club has been established as set out in paragraph (b) hereof;
- (h) to establish, support, maintain, train, coach and field in Rugby League Football matches teams of Rugby League footballers and to promote the status of professional Rugby League footballers, or to assist other parties to such ends;
- (i) to enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Club's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Club may think it desirable to obtain and carry out exercise and comply with such arrangements, rights privileges and concessions;
- (j) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club;
- (k) to establish and support or aid in the establishment and support of associations, institutions, funds trusts and conveniences calculated to benefit Rugby League footballers or their dependants and to grant pensions and allowances and to make payments towards insurance;
- (l) to invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought fit subject always to the requirement that a proportion of such moneys being a proportion determined from time to time by the Directors of the Club shall be invested in those investments permitted by law for the investment of trust funds;
- (m) to borrow or raise or secure the payment of moneys in such manner and upon such terms as the Directors of the Club may think fit and to secure the same or repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Club in any way upon any of the Club's property;
- (n) to make draw, accept, endorse, discount, execute and issue promissory notes, bills and exchange, bills or lading and other negotiable or transferable instruments;

- (o) in furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club;
 - (p) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and other;
 - (q) to foster, encourage and promote recreation and social activities of any kind for member of the Club;
 - (r) with the consent of the New South Wales Rugby Football League to grant licences, concessions, franchises or the like conferring limited or unlimited, exclusive or non-exclusive rights to use the Club name, emblem badge or colours and to use, exercise, develop, grant or otherwise turn to account any rights, property or information in respect of the Club for the purposes of the Club;
 - (s) to print and publish any newspapers, periodicals, books or leaflets that the Directors of the Club may think desirable for the promotion of the Club's objects;
 - (t) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.
5. The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association; 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 the members of the Club. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest at a bankers rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member of the Club; but so that no member of the governing body of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees, and so that no remuneration or other benefit in money or money's worth shall be given by the Club to any member of such governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club. Provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the governing body may be a member and in which such member shall not be bound to account for any share of profits he may receive in respect of such payment.
6. The liability of the members is limited.
7. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up while his is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Club, contract

before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding four dollars (\$4.00).

8. If upon the winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities and property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to the South Sydney Leagues Club Limited or it at that time the South Sydney Leagues Club Limited is no longer in existence to the Souths Juniors Sporting Association Limited for the purpose of encouraging and promoting athletic games and athletic sports in which human beings are participants within the South Sydney Rugby League Football District as defined by the New South Wales Rugby Football League.
9. True accounts shall be kept of the sums of money received and expended by the Club, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Club; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being in force, shall be open to the inspection of members. Once at least in every year, the accounts of the Club shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Companies Act, 1961.
10. The full names, addresses and occupation of the subscribers are as set forth below:

Name, Address and Occupation

Leslie James Bell 3 Robinson Street MASCOT NSW 2020	Thomas Henry Cocking 179 Rodd Street SEFTON NSW 2162
Electrical Supervisor	Sub Assistant Manager
John Ernest Coyne 3 Lismore Street EASTLAKES NSW 2018	John Economos 10/170 Marine Parade MAROUBRA NSW 2035
Senior Engineering Assistant	Executive Officer
Kevin Joseph Lang Flat 3/36 Argyle Place MILLERS POINT NSW 2000	Brian Bede Murray 20 Broadbent Street KINGSFORD NSW 2032
Shipping Manager	Purchasing Officer
Norman Donald Nilson 7 Huntingdale Avenue MIRANDA NSW 2228	John Bernard O'Neill 7 Prothoro Place PAGEWOOD NSW 2019
Club Manager	Builder

Walter Ronald Watsford
9 Solander Street
MATRAVILLE NSW 2035

Electrical Fitter

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of the Memorandum of Association.

Subscribers' Signatures	Witness
Leslie James Bell 3 Robinson Street MASCOT NSW 2020 Electrical Supervisor	Terrence William Parker 7 Henley Street MASCOT NSW 2020
Thomas Henry Cocking 179 Rodd Street SEFTON NSW 2162 Sub-Assistant Manager	Terrence William Parker 7 Henley Street MASCOT NSW 2020
John Ernest Coyne 3 Lismore Street EASTLAKES NSW 2018 Senior Engineering Assistant	Terrence William Parker 7 Henley Street MASCOT NSW 2020
John Economos 10/170 Marine parade MAROUBRA NSW 2035 Executive Officer	Terrence William Parker 7 Henley Street MASCOT NSW 2020
Kevin Joseph Lang Flat 3/36 Argyle Place MILLERS POINT NSW 2000 Shipping Manager	Terrence William Parker 7 Henley Street MASCOT NSW 2020

Dated this 28th Day of May, 1982.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of the Memorandum of Association.

Subscribers' Signatures	Witness
Brian Bede Murray 20 Broadbent Street KINGSFORD NSW 2032	Terrence William Parker 7 Henley Street MASCOT NSW 2020
Purchasing Officer	
Norman Donald Nilson 7 Huntingdale Avenue MIRANDA NSW 222	Terrence William Parker 7 Henley Street MASCOT NSW 2020
Club Manager	
John Bernard O'Neill 7 Prothoro Place PAGEWOOD NSW 2019	Terrence William Parker 7 Henley Street MASCOT NSW 2020
Builder	
Walter Ronald Watsford 9 Solander Street MATRAVILLE NSW 2036	Terrence William Parker 7 Henley Street MASCOT NSW 2020

Dated this 28th Day of May, 1982.

**NEW SOUTH WALES
COMPANIES ACT, 1961**

Company Limited by Guarantee and not having a Share Capital

**ARTICLES OF ASSOCIATION
OF
SOUTH SYDNEY DISTRICT RUGBY LEAGUE FOOTBALL CLUB LIMITED
(ACN 002 487 390)**

INTERPRETATION

1. In these Regulations:-

"the Act" means the Companies Act, 1961;

"the Board" means the Management Committee which for the purposes of the Act will be the Board of Directors;

"the Club" means **SOUTH SYDNEY DISTRICT RUGBY LEAGUE FOOTBALL CLUB LIMITED**;

"Director" means a member of the Management Committee;

"the Football Club" means the unincorporated association known as South Sydney District Rugby League Football Club;

"the game" means the game of Rugby League Football played in accordance with the laws laid down by the International Rugby League Board as amended to meet local requirements;

"the Junior League" means the South Sydney Junior District Rugby Football league affiliation with the Club;

"the League" means New South Wales Rugby League Limited";

"Member" means a member of the South Sydney District Rugby League Football Club Limited and includes a Life Member;

"playing Member" means an Ordinary Member who is registered with the League as a player;

"the seal" means the common seal of the Club;

"the Secretary" means the Secretary for the time being of the Club and any reference to the Secretary of the Club shall be read so as to include a reference to a person employed in the capacity of Secretary in accordance with these Regulations;

"the Leagues' Club" means South Sydney Leagues' Club Limited of 265 Chalmers Street, Redfern;

"State" means the State of New South Wales;

expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

words or expressions contained in these Regulations shall be interpreted in accordance with the provisions of the Interpretation Act, 1897 and of the Act as in force at the date at which these Regulations become binding on the Club.

2. The Club is established for the purposes set out in the Memorandum of Association.

Representative Colours

3. The representative colours of the Club shall be Cardinal Red and Myrtle Green. The Board shall determine from time to time the design of the Player's football uniform, which design shall be subject to the approval of the League.

Membership

4. The number of Members which the Club proposes to be registered is nine but the Board may from time to time register an increase in the number of Members. Immediately following registration of the Club the Board shall register an increase in the number of Members from nine to such number as necessary to enable all members of the Football Club as at the date of registration of the Club to become, subject to the following provisions, Members of the Club.
5. The Members of the Club shall be:
 - (a) the subscribers to the Memorandum of Association;
 - (b) such other person or persons as the Board admits to membership provided that the Board shall not refuse to admit to membership of the Club a person who is at the date of incorporation a member of the South Sydney District Rugby League Football Club.

6. The names and addresses and descriptions of the subscribers to the Memorandum of Association shall upon incorporation of the Club be entered in the Register of Members to be kept pursuant to the Act and the names and addresses and descriptions of the persons referred to in paragraph (b) of Article 5 hereof shall forthwith on becoming Members be entered in the said Register.
7. (a) hidden
(a) Any person who upon the date of registration of the Club is a Life Member or a financial Ordinary Member of the Football Club (hereinafter called "a Football Club Member") and any other person who has attained the age of 16 years shall be entitled to become a Member of the Club subject to the provisions of these Articles.
(b) Membership of the Club shall be in two categories:
 - (i) Life Members of the Club – being person elected to Life Membership in accordance with the provisions of these Regulations or persons referred to in Article 14 hereof.
 - (ii) Ordinary Members – being persons who have made an application for membership on the form prescribed by the League and whose applications in the case of playing members have been approved by the League.
8. (a) On receipt of an application for Ordinary Membership on the form prescribed, the Secretary shall refer it to the Board.
(b) The Board may accept or reject any application for membership in its absolute discretion and in the event of rejection an application shall not be required to advance any reason therefor provided that the Board shall accept any application for membership from a person who is a Football Club Member.
(c) If the Board shall accept any such application for membership, the Secretary shall forward a copy thereof to the Secretary of the League for consideration.
9. No purported acceptance by the Club of an application for playing membership shall have any force or effect until such time as the Secretary of the League has informed the Secretary of the Club that the application has been approved by the League.
10. (a) An applicant for Ordinary Membership of the Club shall within 14 days after the date he is notified that his application has been approved by the Club, pay to the Club such annual subscription as is provided for by the Board and on payment of such subscription shall be deemed to be a financial Member of the Club for the calendar year in which that payment is made provided that an applicant who is a Football Club Member shall be deemed to have paid such subscription in respect of the period ending 31st July immediately following the date of registration of the Club or the date up to which he shall have paid subscription to the Football Club, whichever is the later.

- (b) To maintain continuity of financial membership an Ordinary Member shall, by no later than 31 October in the year following the year in which his or her application for Ordinary Membership is accepted and by that date in each succeeding year, pay to the Club the annual subscription determined by the Board.
- 11. Upon being accepted into membership of the Club, Members shall become entitled to all privileges membership can import in accordance with these Regulations and are bound by these Regulations and any rules or by-laws made thereunder and the Memorandum and Articles of Association by-laws of the League.
- 12. The following persons shall be eligible for election to Life Membership of the Club:
 - (a) A member who has completed 10 consecutive years or a total of 15 years in two or more periods in one of the following capacities:
 - 1. A playing Member of the Company;
 - 2. A member of the Board;
 - 3. A member of the General Committee of the League.
 - (i) A person whom the majority of the Directors of the Company consider should, having regard to his service in any capacity to the Company, the League or the New South Wales Rugby Football League Limited, be eligible for election.
 - (b) Any question as to the eligibility of a Member for election to Life Membership shall be determined by the Board.
 - (c) The Board at a meeting of Directors convened in the month of November for the purpose shall consider what recommendations for Life Membership it shall make to the Company at its next Annual General Meeting and shall not in any year recommend more than five (5) persons for election. Where because of equality of votes the persons being considered would exceed five (5) the President shall determine which of those persons shall be recommended for Life Membership.
 - (d) The persons recommended for Life Membership in accordance with the preceding sub-clause shall, subject to the approval of a majority of the Members present and eligible to vote at the next Annual General Meeting of the Club, be declared elected to Life Membership of the Club.
- 13.
 - (a) A member elected as a Life Member shall be presented with a suitable memento in recognition of his services to the Club.
 - (b) Every Life Member shall be exempt from the payment of annual membership subscriptions to the Club and shall be entitled to and shall retain all the rights and privileges of the membership of the Club.
- 14. A person who upon the date of registration of the Club as a Life Member of the Football Club and who applies to become and is accepted by the Board and the

League as an Ordinary Member of the Club shall upon such acceptance automatically become a Life Member of the Club entitled to the rights and privileges of a Life Member other than that described in Article 13(a) hereof.

Cessation of Membership

15. A member shall cease to be a Member:
- (a) if the Board passes a resolution that he be expelled as a member **PROVIDED THAT** at least twenty-one (21) days before the meeting at which such resolution is passed the Members shall have had notice of such meeting, of the intended resolution and of the reasons for its proposal and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any statement that he may think fit; or
 - (b) if he or she fails to pay to the Club the annual subscription provided for in these Regulations within two (2) months after the last day on which it was due; or
 - (c) if he resigns his membership by notice in writing to the Club; or
 - (d) on death, bankruptcy, lunacy or unsoundness of mind.

General Meetings

16. Annual General Meetings of the Club shall be held in accordance with the provisions of the Act provided that the first Annual General Meeting of the Club shall be held within twelve calendar months of the date of registration of the Club. All general meeting, other than the Annual General Meetings, shall be called extraordinary general meetings.
17. A general meeting of the Club shall be convened by the Secretary:-
- (a) upon a resolution by the Board to that effect which resolution shall specify the object of the meeting and the nature of the business to be transacted thereat;
 - (b) within forty days of receipt of a written requisition signed by at least one hundred (100) Members of the Club and specifying the object of the meeting and the nature of the business to be transacted thereat.

At a general meeting so convened only the business set out in the resolution (as the case may be) shall be dealt with.

18. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen days' notice at the least (exclusive of the date on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of the meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Club. The accidental omission to give notice of any meeting, to any person entitled to receive the same, or the non-receipt of a notice of meeting by such a person, shall not invalidate the proceedings at the meeting.

19. All business shall be special that is transacted at an extraordinary general meeting.

Proceedings at General Meetings

20. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided forty (40) Members present in person and entitled to vote at the previous Annual General Meeting shall be a quorum.
21. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than twenty-five) shall be a quorum.
22. The Chairman of Directors shall preside as Chairman at every general meeting of the Club, or if there is no Chairman of Directors, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the nominee of the Chairman or if that nominee is not present or is unwilling to act then the Members present shall elect one of their number to be the Chairman of the meeting.
23. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
24. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chairman; or
 - (b) by a least five Members present in person.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

25. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll has demanded by a poll

demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

26. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
27. A Member shall vote in person and subject to the provision of Article 34 on a show of hands every person present who is a Member shall have one vote and on a poll every Member present in person shall have one vote.
28. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show or hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of his estate, and any such Committee, trustee or other person may vote by attorney.

Directors

29. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or by a majority of them and such Directors shall for the purposes of these Articles of Association be deemed to have been elected at an Annual General Meeting of the Club.
30.
 - (a) The business and affairs of the Club and the custody and control of its funds shall be managed by a Board of Directors consisting of nine (9) Directors.
 - (b) A person shall not be elected to or hold office as a member of the Board unless the person is a Life member or an Ordinary member of the Club.
 - (c) The Secretary shall cause to be posted a list of the nominations in alphabetical order of the nominees surname together with the proposers names and the position nominated for on the Club Notice Board at least seven (7) days immediately preceding the Annual General Meeting of the Club.
 - (d) If less than the required number of nominations are received at the Annual General Meeting then those members who have been nominated shall be declared elected and the Board shall at its first meeting after the Annual General Meeting be entitled to fill such vacancies as may still exist.
 - (e) If there be more than the required number nominated for any of the positions then an election by ballot shall be held for such positions but if there be only the requisite number of nominations then the Chairman shall at the time of the Annual General Meeting declare the persons nominated to such positions duly elected.
 - (f) If it be necessary to hold a ballot for a position then such ballot shall be conducted in such manner as may be determined by the Board.
31. The office of a Director shall become vacant if:

- (a) he ceases to be a Director by virtue of the provisions relating to Directors under the Act;
- (b) he becomes bankrupt or makes any arrangement of composition with his creditors generally;
- (c) he becomes prohibited from being a Director of a company by reason of any order made under the Act;
- (d) he become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) he resigns his office by notice in writing to the Club;
- (f) for more than six months he is absent without permission of the Directors from meetings of the Directors held during that period;
- (g) he holds any office of profit under the Club;
- (h) he ceases to be a member of the Club.

Provided always that nothing in this Article shall affect the operation of Clause 5 of the Memorandum of Association of the Club.

32. Immediately following each Annual General Meeting the Directors shall elect from among their number
- (a) a Chairman of Directors; and
 - (b) One of their number who together with the Chief Executive of the Club shall be nominated for membership of the League.
33. Where a casual vacancy occurs in the position of a Director between the date of one Annual General Meeting and the date of the next, the Directors may elect a Member to fill the casual vacancy without calling a general meeting of the Club.

Eligibility to Vote and Stand for Office

34. Unless otherwise provided herein, the following persons only shall be entitled to vote at an Annual General Meeting or an Extraordinary General Meeting of the Club:
- (a) Life Members of the Club;
 - (b) Ordinary Members admitted to membership pursuant to the provisions of these Regulations who have paid the Annual Membership subscription by no later than 31 October in the calendar year immediately preceding the year in which the meeting is held and by 31 October in each of the two preceding calendar years or who are deemed to have paid such subscriptions in those years;
 - (c) persons who are deemed to be members pursuant to Article 51(b);

- (d) Ordinary Members who before becoming Ordinary Members were active graded referees and who have become Ordinary Members in the year in which the Annual General Meeting is held or in either of the preceding two years provided that they have in each of those years either been an active graded referee or have paid to the Club by 31st October in each of those years the Annual Membership Subscription.
 - (e) Ordinary Members who are deemed to be eligible to vote pursuant to Article 34B.
- 34A. An Ordinary Member who has become entitled to vote under sub-Article 34(b) or sub-Article 34(d) and who fails to pay the Annual Membership subscription by 31 October in a year shall lose his or her entitlement to vote at any Annual General Meeting or Extraordinary General Meeting of the Club.
- 34B Subject to the limitation on his or her voting rights set out in sub-Article 34C, an Ordinary Member who has lost his or her entitlement to vote under sub-Article 34A shall be deemed to be eligible to vote at any Annual General Meeting or Extraordinary General Meeting of the Club provided that:
- (a) the Annual Membership subscription that he or she has failed to pay by 31 October in a year is paid by 31 December in that year: and
 - (b) in respect of the succeeding year, the Annual Membership subscription payable by the Ordinary Member for the following year is paid by 31 October in that year.
- 34C An Ordinary Member who has been deemed to have retained his or her entitlement to vote under sub-Article 34B shall not be entitled to vote in any Annual General Meeting or Extraordinary General Meeting that takes place in the financial year in which payment of the Annual Membership subscription referred to in sub-Article 34B(a) is made.”

Powers and Duties of the Directors

35. The business of the Club shall be managed by the Board who may pay all expenses incurred in promoting and registering the Club and may from time to time determine the annual subscription payable by Members and may exercise all such powers of the Club as are not, by the Act or by these Regulations, required to be exercised by the Club in general meeting shall invalidate any prior act of the Directors which would have been valid if that resolution or regulation had not been passed or made.
36. The Board may exercise all the powers of the Club to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Club.
37. The Board may make by-laws and rules for the conduct of the Club generally provided however that such by-laws are not inconsistent with these Regulations, the Memorandum and Articles of Association of the League or the objects of the Club or of the league.

38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors and the Secretary appointed pursuant to Article 51(a) hereof or in such other manner as the Directors may from time to time determine.
39. The Directors shall cause minutes to be made:
- (a) of all appointments of officers and servants;
 - (b) of names of the Directors present at all meetings of the Club and of the Directors; and
 - (c) of all proceedings at all meetings of the Club and of the Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

Proceedings of the Directors

40. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Any three Directors may at any time and the Secretary shall on the requisition of such Directors summon a meeting of the Directors. Unless the Board otherwise determines each meeting of the Board shall be called with at least seven (7) days notice to each Director.
41. Subject to these Regulations questions arising at any meeting of the Directors shall be decided by a majority of the votes and a determination by a majority of the Directors shall for all purposes be deemed determination of the Directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
42. A Director shall not vote in respect of any contract or proposed contract with the Club in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted. Notwithstanding any rule of law or equity to the contrary no Director shall be disqualified by his office from contracting with the Club either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Club in which any Director shall be in any way interested be avoided nor shall any Director be liable to account to the Club for any profit arising from or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relationship thereby established but it is declared that the nature of his interests must be disclosed by him at the meeting of the Directors after the acquisition of the interest. A Director may not as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid. A general notice that a Director is a member of or otherwise interested in any specified firm or company and is to be regarded as interested in all transactions and after such general notice it shall not be necessary for such Director to give special notice in relation to any particular transaction with that firm or company. So long as the provisions of this Article have been observed by any Director with regard to any contract or arrangement in which such Director shall be in any way interested then the fact that such Director affixed the seal to the document evidencing

such contract or arrangement shall not in any way affect the validity of the said document.

43. The quorum necessary for the transaction of the business of the Directors shall be five or such other number as may be fixed by the Directors.
44. The continuing Directors may act notwithstanding any vacancy in the Directors provided that a quorum is present at their meetings.
45. The Chairman of meetings of the Directors shall be the Chairman of Directors, or, in his absence, such other person as the Directors present may choose.
46. The Directors may delegate any of their powers and/or functions to one or more sub-committees consisting of not less than three Directors. Any sub-committee so formed shall conform to any Regulations that may be imposed by the Board and subject thereto shall have power to co-opt any Member or Members of the Club **PROVIDED THAT** any Member so co-opted shall have no vote.
47. A Sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting.
48. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Directors present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
49. All acts done by any meeting of the Directors or of a sub-committee or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that the Director or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
50. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the Directors.

Miscellaneous Positions

51. (a) The Board may appoint a person other than a Director in any office or capacity at such remuneration and upon such conditions as it thinks fit.
- (b) Where immediately prior to the appointment of a person referred to in Article 51(a), that person is not a Member, he shall upon being appointed, be deemed to be a Member for the purpose of these Articles and the Memorandum and Articles of Association of the League for the duration of his appointment, but shall not be obliged to pay any subscription.

Financial Year

52. The Club's financial year shall commence on the first day of November in each year and end on the thirty-first day of October in the next succeeding year.

Finance

53. (a) The funds of the Club shall be controlled by the Board.
- (b) A numbered receipt will be issued for all monies received which monies shall be banked promptly.
- (c) The funds of the Club are to be banked in an account in the name of the South Sydney District Rugby League Football Club Limited with such bank as the Board may from time to time determine. Such account shall be operated upon only by such persons and in such manner as the Board may from time to time determine.
- (d) A sum, the amount of which shall from time to time be determined by the Board may be retained by the Secretary for the purposes of defraying petty expenses incurred by the Club.
- (e) If at any time the Board becomes aware that the Club is insolvent or may become insolvent before the date on which it is required to furnish to the League its next Annual Report it shall immediately report to the League. Such report shall be accompanied by an Income and Expenditure Statement and a Balance Sheet covering all funds administered by the Club in respect of the period since such Statement and Balance Sheet was last furnished.

Finance Committee

54. (a) Within one month of incorporation and thereafter within one month of each Annual General Meeting for such time as the Souths Juniors Sporting Association Limited continues to provide financial assistance to the Club the Board shall appoint three (3) of its members to act as Members of the Club's Finance Committee together with four (4) Members of the Board of the South Sydney Junior Rugby League Club Limited.
- (b) The functions of the Finance Committee shall include the giving of advice to the Board and to make recommendations to it in respect of the financial operations of the Club.

Secretary

55. The Secretary shall in accordance with the Act be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit; and any Secretary so appointed may be removed by the Board. Nothing herein shall prevent the Board from appointing a Member of the Club as Honorary Secretary with such powers as the Board determines and any Member so appointed shall forthwith become an officer of the Club and he shall be subject to the provisions of Clause 5 of the Memorandum of Association.

Seal

56. The Directors shall provide for the safe custody of the seal, which shall be used by the authority of the Directors or of a sub-committee of the Directors authorised by the Board in that behalf, and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

Accounts

57. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act provided however, that the Directors shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than six months before the date of the meeting.
58. The directors shall from time to time determine in accordance with Clause 9 of the Memorandum of Association at what times and placed and under what conditions or regulations the account and other records of the Club shall be open to the inspection of members not being Directors and no Member (not being a Direct) shall have any right of inspecting any account or book or paper of the Club except as conferred by Statute or by Clause 9 of the Memorandum of Association or as authorised by the Board or by the Club in general meeting.

Audit

59. A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with Division 3 of Part VI of the Act and Clause 9 of the Memorandum of Association.

Disciplinary Provisions

60. (a) hidden
- (a) The jurisdiction of the Club, as provided for in these Regulations, extends to and shall be acknowledged and submitted to by all Members of the Club, the Junior League and members thereof, clubs affiliated with the Junior League and members thereof and any persons employed by the Club in any capacity.
- (b) The Board shall determine all matters of dispute involving its Members or a Club or Clubs affiliated with the Junior League or the members thereof.
61. Upon any complaint being made to it of conduct contrary to the policy or prejudicial to the interests or welfare of the Club, the League or the game on the part of any Member of the Club, the Junior Leagues, or of a Club affiliated with the Junior League, the Board shall have power to deal with such complaint and in the exercise of the power hereby conferred may disqualify, suspend, fine or otherwise deal with any person or body it finds to have been guilty of such conduct.
62. (a) hidden

- (a) The Board shall have power to cite or cause to appear before it any Member of the Club, the Junior League or Club affiliated with the Junior League against whom a complaint of conduct contrary to the policy, or prejudicial to the interest or welfare of the Club, the League or the game, or any infringement of these Regulations shall have been laid.
 - (b) after proper inquiry it may disqualify, suspend, fine or otherwise deal with any such person or body and must report its decision to the Secretary of the League within seven (7) days of the date of such decision.
 - (c) Every disqualification or suspension imposed pursuant to this Article 62 or Article 61 shall operate throughout the League unless an appeal therefrom shall have been finally determined and allow by the League.
63. (a) If the Board has reasonable grounds to believe that the Junior League or Club affiliated with the Junior League has failed to make proper inquiry or to take appropriate action after receiving a complaint of the nature referred to in the preceding Article it may direct the Junior League or Club affiliated with the Junior League to commence or complete the inquiry, and filing compliance within a reasonable time the Board may take such action as it deems fit.
- (b) Should the Board determine to take action pursuant to the provisions of the preceding clause, seven (7) days notice of its intention to do so shall be given to the body of persons concerned by pre-paid registered post forwarded to its or his last known address. Such notice shall include particulars of the alleged offence and call on the body or person to show cause why it or he should not be dealt with by the Board.

General

64. The duties of office bearers shall be such as are determined from time to time by the Board.
65. No Playing Member of the Club or the Junior League shall play in any match other than a match authorised by the Club or the Junior League without the approval and authority of the Board, and any player infringing this provision shall be liable to such penalty as the Board in its discretion shall think fit.
66. Any Playing Member selected for any competition match shall be present at the dressing rooms at the playing ground and dressed in Playing Member's uniform not less than 30 minutes prior to the advertised time for the commencement of the match.
67. Any Playing Member who has played in either of the first, reserve or Presidents Cup teams of the Club shall not play with any Junior Club without the permission of the Board.
68. No member of the Club or any person employed by the Club shall comment publicly on any matter relating to the affairs of the Club or the League unless authorised to do so by the Board.

Interpretation and Alteration of Articles of Association

69. (a) Any question as to the interpretation of these Regulations shall be referred in writing for determination by the League, whose decision shall be final.
- (b) Where a provision in respect of any matter in these Regulations is inconsistent with a provision with respect to that same League, such provision shall be deemed to be invalid to the extent of the inconsistency and the provision with respect to that matter in the Memorandum and Articles of Association of the League shall apply, provided that for the purposes of this Clause, any provision of these Regulations approved by the League shall be deemed not to be inconsistent with a provision in the Memorandum and Articles of Association of the League.
- (c) No purported amendment to these Regulations shall have any force or effect until approved by the League.

Notice to Members

70. Any notice required by law or by or under the Articles to be given to any Member shall be given either personally or by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Club for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the second day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
71. (a) Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (i) every Member except those Members who (having no registered address within the state) have not supplied to the Club an address within the State for the giving of notices to them; and
- (ii) the Auditor or Auditors for the time being of the Club.
- (b) No other person shall be entitled to receive notices of general meetings.

Winding Up

72. The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Club shall have effect and be observed as if the same were repeated in these regulations.

Indemnity

73. Every Director, Auditor, Secretary and other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which

relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.