

**RANDWICK DISTRICT RUGBY
UNION FOOTBALL CLUB INC.**

CONSTITUTION

STATEMENT OF OBJECTS AND RULES

AS AT 15 SEPTEMBER 2003

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RANDWICK DISTRICT RUGBY UNION FOOTBALL CLUB INC (RDRUFC)CONSTITUTION

INTRODUCTION

NAME

The name of the Association is Randwick District Rugby Union Football Club Inc. (hereinafter referred to as the Club). It was incorporated under this name under the Associations Incorporation Act 1984 (New South Wales) on the 20 April 1988.

ANTECEDENTS

The Club is the direct successor to the Randwick Rugby Football Club, which was formed in 1882. In 1923 the Club was re-established as the as an unincorporated association.

MISSION

The Club's mission is:

"In the winning tradition of the Galloping Greens to be the leader of club rugby in Australia"

PART I - OBJECTS

OBJECTS

1. The objects of the Club must be -
 - (1) to play promote foster conduct and propagate rugby union football in the rugby union district of Randwick or elsewhere;
 - (2) to provide or assist in the provision of training and conditioning and teaching facilities for rugby football played in accordance with the rules of the NSW Rugby Union;
 - (3) to promote and foster community interest in rugby football;
 - (4) to develop promote assist and control and manage junior rugby clubs organisations and bodies throughout the rugby union district of Randwick or elsewhere as may be decided upon from time to time;
 - (5) to prescribe laws rules regulations and by-laws governing the rules of play and the conduct of players officials and members of the club or of rugby clubs bodies or associations within its jurisdiction and to enforce the same by suspension or expulsion or disqualification or the imposition of such other penalties as the club may think fit;

- (6) to lay out construct repair and maintain premises and grounds club houses and other buildings and to provide accommodation for the members of the club and their guests upon premises occupied by the club;
- (7) to purchase or take on lease or otherwise acquire land and buildings or other property required for the purposes of the club;
- (8) to sell or let or otherwise dispose of land and buildings or other real or personal property owned by the club;
- (9) to borrow or raise and give security for money by the issue of or upon bonds debentures bills of exchange promissory notes or other obligations or securities of the club or by mortgage of or charge upon all or any part of the property real and personal of the club;
- (10) to invest and deal with any of the moneys of the club not immediately required for the purposes thereof upon such securities and in such manner as be deemed fit and from time to time to vary and realise such investments;
- (11) to enter into any sponsorship or arrangements with any company firm individual government local authority or otherwise that may seem conducive to the club's objectives and to obtain from any such company firm individual government or local authority any rights privileges and concessions which the club may think if desirable to obtain and to carry out, exercise promote and comply with any such sponsorship, arrangements rights, privileges and concessions;
- (12) to appoint, employ, remove or suspend such manager, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the club;
- (13) to take such steps by persons or written appeals, promotion, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the club in the shape of donations, annual subscriptions or otherwise;
- (14) to print and publish any newspapers, periodicals, books or leaflets that the club may think desirable for the promotion of its objects;
- (15) In furtherance of the objects of the club to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the club and which must prohibit the distribution of its or their income and property among its or their members;
- (16) In furtherance of the objects of the club to transfer all or in part of the property, assets, liabilities and engagements of the club to any one or more of the companies, institutions, societies or associations with which the club is authorised to amalgamate;
- (17) to carry on all such activities as may be necessary or convenient for the purposes of the club or any of them;
- (18) to do all such acts, deeds, matters and things and to enter into and make such arrangements as are incidental or conducive to the attainment of the objects of the club or any of them.

PART II - PRELIMINARY

INTERPRETATION

2. (1) In these rules, except in so far as the context or subject matter otherwise indicates or requires

"The Council" means the governing body of the Randwick District Rugby Union Football Club (RDRUFC)

"Secretary" means

(a) The person holding office under these rules as secretary of the Club; or

(b) Where no such person holds that office - the public officer of the Club;

"Special general meeting" means a general meeting of the Club other than an annual general meeting;

"The Act" means the Associations Incorporation Act, 1984;

"The Regulation" means the Associations Incorporation Regulation, 1989.

"Director General" means the Director General of the Department of Fair Trading.

- (2) In these rules -

(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, where 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 these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART III - MEMBERSHIP

MEMBERSHIP CLASSIFICATIONS

3. The Club must comprise of Members in the following categories -

- (1) Honorary Life Members
- (2) Playing Members
- (3) Ordinary Members
- (4) Associate Members

MEMBERSHIP QUALIFICATIONS

4. (1) A person is qualified to be a Member of the Club if,
- (a) the person is a person referred to in Section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a Member of the Club at any time after incorporation of the Club under the Act; or
 - (b) the person is a natural person who -
 - i. has been nominated for Membership of the Club as provided in rule 5 and
 - ii. has been approved for Membership of the Club by the Council of the Club.
- (2) The qualifications for Honorary Life Membership must be that any Member of the Club who has held an executive office with the Club and/or who has rendered distinguished service to rugby football and to the Club may be elected at any annual general meeting of the Club as a Honorary Life Member as hereafter provided in these rules.
- (3) The qualification for Playing Members must be that they are rugby players
- (4) The qualification for Ordinary Members must be that they are past Playing Members, former elected Members of the Council and/or former officials of the Club
- (5) The qualification for Associate Members must be that they are persons who have been players or officials of any rugby club within New South Wales or elsewhere or are supporters of and interested in the game of Rugby.

NOMINATION FOR MEMBERSHIP

5. (1) A nomination of a person for Membership of the Club -
- (a) must be made in writing upon the form of nomination approved from time to time for each classification of Membership by the Council and the form must bear the signature of two financial Members of the Club as proposer and seconder as well as the applicant for Membership; and
 - (b) must be lodged with the Secretary of the Club.

- (2) As soon as practicable after receiving a nomination for Membership the Secretary must refer the nomination to the Council which must determine whether to approve or reject the nomination.
- (3) Where the committee determines to approve a nomination for Membership the Secretary must as soon as practicable after that determination notify the nominee of that approval.
- (4) The Club must have power to elect Honorary Life Members. The following procedure must be observed in the election of a Honorary Life Member -
 - (a) notice of nomination signed by at least two financial Members must be given to the Secretary;
 - (b) the Secretary must report such nomination to the first Council meeting after the receipt thereof and at the ensuing meeting the Council must resolve with the consent of three-fourth of the Members present and voting to forward the nomination to the next annual general meeting for consideration;
 - (c) the election of Honorary Life Members must be made at an annual general meeting provided that such election is made with the consent of three-fourth of the Members present and voting in favour of the election;
 - (d) all voting for Honorary Life Members must be by secret ballot.

CESSATION OF MEMBERSHIP

6. A person ceases to be a Member of the Club if the person -
 - (1) dies;
 - (2) resigns in writing that Membership; or
 - (3) is expelled from the Club;

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

7. A right, privilege or obligation, which a person has by reason of being a Member of the Club -
 - (1) is not capable of being transferred or transmitted to another person; and
 - (2) terminates upon cessation of the person's Membership.

RESIGNATION OF MEMBERSHIP

8. (1) A Member of the Club is not entitled to resign that Membership except in accordance with this rule.
- (2) A Member of the Club who has paid all amounts payable by the Member to the Club in respect of the Member's Membership may resign from Membership of the Club by first giving notice (being not less than one (1) month or not less than such other period as the Council may determine) in writing to the Secretary of the Member's intention to resign and upon the expiration of the period of notice, the Member ceased to be a Member.

- (9)
- (3) If a Member of the Club ceases to be a Member pursuant to clause (2), and in every other case where a Member ceases to hold Membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

REGISTER OF MEMBERS

9. (1) The public officer of the Club must establish and maintain a register of Members of the Club specifying the name and address of each person who is a Member of the Club together with the date on which the person became a Member.
- (2) The register of Members must be kept at the principal place of administration of the Club and must be open for inspection free of charge by any Member of the Club at any reasonable hour.
- (3) A member of the Club may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Council, that other amount.

FEES AND SUBSCRIPTIONS

10. (1) The annual subscriptions and other annual fees or charges payable by any class of Members, the amount thereof and the time and manner of payment thereof and all matters pertaining thereto not specifically provided for herein must be such as must from time to time be prescribed by the Council.
- (2) All annual subscriptions must become due as from the date of the annual general meeting in each year and must be paid no later than the date of the first competition match of the following rugby season.
- (3) If any fee or subscription must remain unpaid for a period of one (1) month after the last date for payment the Member concerned must be notified by the Secretary in writing of the default and if the sum still remains unpaid after fourteen (14) days of such notice the Council must unless it considers that there is sufficient reason for delay in payment by resolution suspend all privileges of Membership of that Member until such fee or subscription is paid.

MEMBERS LIABILITIES

11. The liability of a Member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the club is limited to the amount, if any, unpaid by the Member in respect of Membership of the Club as required by Rule 10.

DISCIPLINING OF MEMBERS

12. (1) A complaint may be made to the Council by any person that a Member of the Club:

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Club
- (2) On receiving such a complaint, the Council:
- (a) must 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 Council in connection with the complaint; and
 - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (3) The Council may, by resolution, expel the Member from the Club or suspend the Member from membership of the Club 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 provided.
- (4) If the Council expels or suspends a Member, the Secretary 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 Council for having taken that action and of the Member's right of appeal under rule 13.
- (5) The 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 Club confirms the resolution under rule 13(5), whichever is the later.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

13. (1) A Member may appeal to the Club in general meeting against a resolution of the Council which is confirmed under Rule 12 within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary 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 clause (1) the Secretary must notify the Council, which must convene a general meeting of the Club to be held within twenty eight (28) days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Club convened under clause (3).
- (a) no business other than the question of the appeal must be transacted; and
 - (b) the Council and the Member must be given the opportunity to state their respective cases orally or in writing or both; and
 - (c) the Members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

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- (5) If at the general meeting the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART IV - THE COUNCIL

POWERS, ETC., OF THE COUNCIL

14. The committee must be called the Council of the Club and subject to the Act, the Regulations and these rules and to any resolution passed by the Club in general meeting -
- (a) Is to control and manage the affairs of the Club;
 - (b) may exercise all such functions as may be exercised by the Club other than those functions that are required by these rules to be exercised by a general meeting of Members of the Club;
 - (c) has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Club;
 - (d) has power to appoint standing committees, special committees and sub-committees to consider and report upon any question referred to them and to fill any vacancy on such standing or special sub-committee;
 - (e) from time to time to draw up and approve and promulgate on the Club's notice board such by-laws and regulations as may be necessary or desirable for the proper management of the affairs of the Club and which by-laws and regulations must be binding upon Members until altered, amended or revoked by special resolution of the Council or by a general meeting of the Club;
 - (f) has power in its absolute discretion to suspend, cancel or expel any Member from Membership of the Club who to the satisfaction of the Council is guilty of misconduct on the Club's premises or elsewhere or who in the opinion of the Council has acted prejudicially to the interest of the Club or who in the opinion of the Council is otherwise unfit to be a Member of the Club;
 - (g) has power to suspend any of its officers or Members or any Member of any committee or sub-committee who in the opinion of the Council has been guilty of neglect of duty, breach of confidence or other misconduct; and
 - (h) has power to engage and dismiss employees and fix the terms and conditions of their employment and their rates of pay;
 - (i) has power to raise funds from any source for any necessary Club purpose and make suitable arrangements for the repayment thereof with or without interest.

CONSTITUTION AND MEMBERSHIP

15. (1) The office bearers of the Club are as listed from time to time in the by-laws-
- (2) The Council must consist of -
- (a) The President, Secretary and Treasurer, , all of whom ~~must~~ be elected at the annual general meeting pursuant to Rule 16; and

- (b) Five (5) Members of the Club all of whom must be elected at the Annual General Meeting pursuant to Rule 16; and
 - (c) One (1) Life Member Representative nominated by the Life Members Association; and
 - (d) The Club Coach who must be appointed by the Council
 - (e) The Patron and Honorary Solicitor without power to vote.
- (3) No person must be qualified to be an office bearer or a Member of the Council who is not a Member of the Club or who is an office bearer of any other district club other than the Club Coach. Except as otherwise provided by these rules each office bearer and Member of the Council must subject to these rules hold office until the conclusion of the Annual General Meeting following the date of the Member's election but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the Membership of the Council, the Council may appoint a Member of the Club to fill the vacancy and the Member so appointed must hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) Notices of vacancy must be posted on the Club's notice board within seven (7) days of the vacancy being reported to the Secretary and nomination requested. The vacancy will be filled at the next meeting of the Council thereafter.

ELECTION OF MEMBERS

16. (1) Nominations of candidates for election as members of the Council -
- (a) must be made in writing signed by two (2) Members of the Club who are financial at the time and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination);
 - (b) must be delivered at least fourteen (14) days before the date of the annual general meeting to the Secretary who must post on the Club's notice board a list of nominees.
 - (c) only financial Members shall be eligible for election.
- (2) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated must be deemed to be elected and further nominations must be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Council 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 must be held and those Members who are financial Members must be entitled to vote.

- (14)
- (6) The ballot for the election of Members of the Council must be conducted at the annual general meeting in such usual and proper manner at the Council may direct.
 - (7) A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office at the same election.
 - (8) Office bearers must be appointed by the Council as soon as practicable after the annual general meeting each year.

PRESIDENT

- 17. (1) The President of the Club must administer and be responsible for all affairs of the Club and must be chairperson of all meetings appertaining to the administration and well being of the Club.
- (2) In the absence of the President, the Secretary must deputise and assume the responsibilities of the President.

SECRETARY

- 18. (1) The Secretary of the Club must as soon as practicable after being appointed as Secretary lodge notice with the Club of his or her address.
- (2) The Secretary in the conduct of the office of Secretary must carry out the following duties -
 - (a) keep minutes of all appointments of office bearers and Members of the Council, sub-committees and standing committee;
 - (b) keep minutes of the names of Members of the Council present at a Council meeting or a general meeting;
 - (c) keep minutes of all proceedings at a Council meeting or general meeting;
 - (d) convene all necessary meetings of the Council, all sub-committees, all annual general meetings and all other special general meetings and attend to the preparation and dispatch, within the prescribed time, all requisite notices thereof;
 - (e) keep correct register of all Members as well as copies of these Rules and By-Laws;
 - (f) keep properly all correspondence, books, vouchers and other papers belonging to the Club or relating to the affairs of the Club;
 - (g) prepare and submit to the Council for its approval a report of the activities of the Club at the end of each season and after Council approval to cause the same to be printed together with the Balance Sheet and Statement for the year ending 31st December pursuant to Section 26 (6) of the Act;
 - (h) circularise the Annual Report and Financial Statement to all Members;
 - (i) prepare annually an inventory of all Club furniture, fixtures, trophies and all chattels generally;
 - (j) to act generally as the executive and public officer of the Club;

- (k) to be an ex-officio Member of all sub-committees of the Club;
 - (l) keep a record of trophies which are the subject of competition and are temporarily held by the Club; and
 - (m) at all times assist the President and the Council in the proper management of the Club's affairs for the benefit and enjoyment of Members.
- (3) In the absence of the Secretary, the Treasurer must deputise and assume the responsibilities of the Secretary.

TREASURER

19. (1) It is the duty of the Treasurer of the Club -
- (a) to ensure all money due to the Club is collected and received and that all payments authorised by the Club are made;
 - (b) to ensure correct books and accounts are kept showing the financial affairs of the Club including full details of all receipts and expenditure connected with the activities of the Club;
 - (c) at each monthly meeting of the Council to present a statement of the Club's financial position;
 - (d) to pay without delay to the credit of the Club's account in such bank or banks as the Council may from time to time determine, all moneys received, and promptly issue receipts for all moneys received and must draw all cheques on behalf of the Club;
 - (e) to prepare the Annual Balance Sheet and Statement pursuant to Section 26 (6) of the Act for the year ending 31st September and submit the same firstly for the approval of the management committee and subsequently to have the same examined and certified as correct by the Club's auditor and then to present the same to the annual general meeting of Members;
 - (f) to produce to the auditor at all times the Club books of account, bank books and vouchers and generally assist the auditor in the audit of the accounts;
 - (g) collect Members subscriptions and to immediately report to the Council any Member whose subscriptions or other dues are in arrears; and
 - (h) to carry out such other duties as either the Council or committee may from time to time direct.
 - (i) to prepare the Annual Budget for the Club.
- (2) In the absence of the Treasurer, the Secretary must deputise and assume the responsibilities of the Treasurer.

CLUB COACH

20. The Club Coach must -

- (a) lay down, supervise and direct the coaching and training policy of the Club;
- (b) nominate such assistant coaches as required from time to time such nominations to be approved by the Council prior to the commencement of the district competition or such other date as the Council may determine;
- (c) assist and advise the Council of all matters relating to the game of rugby;
- (d) act as chairman of the grading committee and of the selection committee;
- (e) be responsible for the general conduct and discipline of Members during their rugby activities; and
- (f) carry out such other duties as the Council must from time to time direct.

CLUB CAPTAIN

21. The Club Captain must -

- (a) represent the Club at after match functions and other social functions; and
- (b) carry out such other duties as Committees of the Council from time to time direct.

OTHER OFFICERS

22. Any other club officer whose duties are not specifically designated must perform such duties relating to their particular office as Committees of the Council must from time to time direct.

CASUAL VACANCIES

23. For the purposes of these rules, a casual vacancy in the office of a Member of the Council occurs if the Member -

- (a) dies;
- (b) ceases to be a Member of the Club;
- (c) becomes an insolvent under administration within the meaning of the Corporations Law;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under Rule 24;
- (f) a mentally incapacitated person, or
- (g) Is absent without the consent of the Council from two (2) consecutive meetings.

REMOVAL OF MEMBERS

24. (1) The Club in general meeting may by resolution remove any Member of the Council from the office of 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) Where a Member of the Council to whom a proposed resolution referred to in clause (1) relates make representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Club, the Secretary or the President may send a copy of the representations to each Member of the Club or, if they are not sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

MEETINGS AND QUORUM

25. (1) The Council must meet at least once in every month for the conduct of business, which is to be dealt with in the following order -
- (a) minutes of the previous meeting;
 - (b) business arising from minutes;
 - (c) apologies;
 - (d) correspondence;
 - (e) secretary's report;
 - (f) treasurer's report;
 - (g) reports of Committees;
 - (h) motions of which at least seven (7) clear days' notice in writing to the Secretary has been duly given;
 - (i) motions without notice by consent of two-thirds of Members present;
 - (j) notices of motion in writing for subsequent meeting; and
 - (k) general business.
- (2) At least seven (7) days written notice must be given of each Council meeting and must be sent either by post, by personal delivery or by electronic means to each Member entitled to such notice
- (3) Special meetings of the Council may be convened -
- (a) by resolution of the Council;
 - (b) by the president or the Secretary or on written requisition of any three (3) Members of the Council, within ten (10) days of the receipt of such requisition; or
 - (c) oral or written notice of a special meeting of the Council must be given by the Secretary to each Member of the Council at least forty eight (48) hours (or such other period as may be unanimously agreed upon by the Members of the Council before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (2) or clause (3)(c) 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 two-thirds of the Council Members present at the meeting agree to treat as urgent business.
- (5) Any five (5) Members of the Council constitute a quorum for the transaction of the business of a meeting of the management committee.

- (6) No business is to be transacted by the Council 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 stands 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 Council -
 - (a) the President or in the president's absence, the Secretary is to preside; or
 - (b) if the President or the Secretary are absent or unwilling to act then such one of the remaining Members of the Council may be chosen by the Members present at the meeting is to preside.
- (9) Motions for the election of the Chairperson, adjournments, leave to withdraw motions and votes of thanks may be proposed at any Council meeting without notice.

DELEGATION BY COUNCIL TO COMMITTEES

- 26. (1) The Council may, by by-law or instrument in writing, delegate to one or more Committees (consisting of such Member or Members of the Club as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the by-law or instrument, other than -
 - (a) This power of delegation; and
 - (b) A function, which is a duty, imposed on the Council by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or eliminations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Council.
- (6) The Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A Committee may meet and adjourn as it thinks proper.

EXECUTIVE COUNCIL

27. (1) The Executive Council which is a Committee is to consist of the President, , Secretary and Treasurer.
- (2) The Executive Council must deal with all matters requiring immediate attention, which cannot wait until the subsequent meeting of the Council.
- (3) Any two (2) Members of the Executive Council constitute a quorum. Any act or thing done or suffered by the Executive Council must be reported on to the following meeting of the Council.

VOTING AND DECISIONS

28. (1) Questions arising at a meeting of the Council or of any committee are to be determined by a majority of the votes of Members of the Council or Committee present at the meeting.
- (2) Each Member present at a meeting of the Council or at any Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 25 (5), the Council may act notwithstanding any vacancy on the Council.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Member of the Council or Committee.

PART V - GENERAL MEETINGS

ANNUAL GENERAL MEETINGS - HOLDING OF

29. (1) With the exception of the first annual general meeting of the Club, the Club must, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Club, convene an annual general meeting of its Members.
- (2) The Club must hold its first annual general meeting -
- (a) Within the period of eighteen (18) months after its incorporation under the Act; and
- (b) Within the period of two (2) months after the expiration of the first financial year of the Club.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director General under Section 26 (3) of the Act.

ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

30. (1) The annual general meeting of the Club is, subject to the Act and to Rule 29, be convened during the month of November or during such other month as the Council may from time to time determine on such date and at such place and time as the Council thinks fit.
- (2) In addition to any other business which 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 Council report upon the activities of the Club during the last preceding year;
 - (c) to elect office bearers of the Club as provided by these rules and Members of the Council;
 - (d) to receive, consider and adopt the income and expenditure account, the balance sheet and the statement which is required to be submitted to Members pursuant to Section 26 (6) of the Act;
 - (e) to elect the Auditor; and
 - (f) to consider matters of which due notice has been given.
- (3) An annual general meeting must be specified as such in the notice convening it.

SPECIAL GENERAL MEETING - CALLING OF

31. (1) The Council and/or the President may convene a special general meeting of the Club.
- (2) The Council must on requisition in writing of not less than ten (10) financial Members convene a special general meeting of the Club.
- (3) A requisition of Members for a special general meeting -
- (a) must state the purpose or purposes of the meeting;
 - (b) must be signed by the Members making the requisition;
 - (c) must be lodged with the Secretary; 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 Council 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 Secretary, 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 clause (4) must be convened as nearly as is practicable in the same manner as general meetings

are convened by the Council and any Member who thereby incurs expense is entitled to be reimbursed by the Club for any expense so incurred.

NOTICE

32. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or electronic means to each Member at the Member's address or electronic address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in clause (1) specifying, in addition to the matter required under 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 pursuant to Rule 30(2).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

PROCEDURE

33. (1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Twenty (20) Members present in person (being Members entitled under these rules 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 not less than five (5) must constitute a quorum.

PRESIDING MEMBER

34. (1) The President or in the president's absence, the Secretary is to preside as chairperson at each general meeting of the Club.
- (2) If the President and the Secretary are absent from a general meeting or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT

35. (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 fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Club 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 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.

MAKING OF DECISIONS

36. (1) A question arising at a general meeting of the Club is to be determined on a show of hands and, unless before or on the declaration of a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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 Club is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Club, a poll may be demanded by the chairperson or by not less than three (3) Members present in person at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll must be taken -
- (a) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
 - (c) And the resolution of the poll on the matter must be taken to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

37. A resolution of the Club is a special resolution if -

- (a) It is passed by a majority which comprises not less than three-quarters of such Members of the Club as being entitled under these rules so to do vote in person at a general meeting of which not less than twenty one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) Where it is made to appear to the Director General that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Director General.

VOTING

38. (1) Upon any question arising at a general meeting of the Club a Member has one (1) vote only.
- (2) All votes must be given personally.
 - (3) 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.
 - (4) A Member is not entitled to vote at any general meeting of the Club unless all money due and payable by the Member to the Club has been paid.
 - (5) Members are not entitled to vote by proxy.

PART VI - FINANCE

FUNDS - SOURCE

39. (1) The funds of the Club are to be derived from entrance fees and annual subscriptions of Members, donations and sponsorship and subject to any resolution passed by the Club in general meeting such other sources as the Council determines.
- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- (3) The Club must as soon as practicable after receiving any money issues an appropriate receipt.

FUNDS - MANAGEMENT

40. (1) Subject to any resolution passed by the Club in general meeting the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the Council determines.
- (2) The Secretary and Treasurer are empowered to receive and acknowledge funds on behalf of the Club. All money received must be banked in the name of the Club.
- (3) All payments must be made by cheque or other means as approved by the Council except for payment under one hundred dollars (\$100) which may be paid out of petty cash. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and countersigned by either the President or Secretary or by any other Member of the Council of the Club, being Members authorised to do so by the Council.
- (4) The financial statement for the year ending 31st December each year and a balance sheet of the Club as at 31st December each year must be duly certified by the auditor and signed by the President, Secretary and Treasurer.

PART VII - MISCELLANEOUS

INSURANCE

41. (1) The Club must effect and maintain insurance pursuant to Section 44 of the Act.
(2) In addition to the insurance required under clause (1), the Club may effect and maintain other insurance.

COLOURS

42. (1) The Club colour must be myrtle green.
(2) The uniform is to be a jersey of cotton or wool or other approved material in the Club colours with the Club's badge on the left breast with green shorts, myrtle green hose, myrtle green tops and two narrow white bands.
(3) Members will appear in the proper Club uniform in all matches unless otherwise directed by the Council or by New South Wales Rugby Union.

ALTERATION OF OBJECTS AND RULES

43. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Club.

COMMON SEAL

44. (1) The common seal of the Club must be kept in the custody of the public officer.
(2) The common seal must not be affixed to any instrument except by the authority of the Council and the affixing of the common seal must be attested by the signatures either of two (2) Members of the Council or of one (1) Member of the management committee and of the public officer or Secretary.

CUSTODY OF BOOKS, ETC.

45. Except as otherwise provided by these rules, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

INSPECTION OF BOOKS, ETC.

46. The records, books and other documents of the Club must be open for inspection, free of charge, by a Member of the Club at any reasonable hour.

PUBLICITY

47. No Member must convey or cause to be conveyed to the press or other news media any information relative to the Club's business or activities without the express authority of the Council.

SERVICE OF NOTICES

48. (1) For the purposes of these rules, a notice may be served on or given to a person by:
- (a) delivering it to the person personally, or
 - (b) by sending it by prepaid 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 these rules, 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 prepaid 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

SURPLUS PROPERTY

49. (1) At the first general meeting of the Club, the Club must pass a special resolution nominating an incorporated association as the association in which is to vest its surplus property pursuant to Section 53 (2) of the Act in the event of the winding up or the cancellation of the incorporation of the Club.
- (2) The incorporated association so nominated must be one, which fulfils the requirements specified in Section 53 (2) (a) - (c) of the Act.

RESOLUTION OF INTERNAL DISPUTES

50. (1) If a member (in his capacity as a member) claims a dispute has arisen with another member (in his capacity as a member) or if a member and/or the club claims a dispute has arisen between the member & the club. The parties must meet, discuss the issue in dispute & try and solve the dispute.
- (2) If the dispute is not resolved within seven (7) days of the meeting referred to in Clause 51.1 or if one of the parties is unable or unwilling to attend such a meeting the parties agree to the appointment of a mediator. In the event the parties cannot agree on a

mediator to be appointed to mediate the dispute within a further period of fourteen (14) days the parties must request the President of the Australia & New Zealand Sports Law Association Inc. to appoint a mediator & whose choice must be final.

- (3) At least seven (7) days before a mediation session is to commence, the parties are to exchange statement of the issues that are in dispute between them and supply copies to the mediator.

WINDING UP

51. In the event of the winding up or the cancellation of the incorporation of the Club, the Club must pass a special resolution nominating an association as the association in which it is to vest its property pursuant to section 53 (2) of the Act. This nominated association must have similar objects and rules prohibiting the distribution of its assets and income to its members.