

Constitution for

Burnside Rugby Union Football Club Incorporated



Draft: 1

Date: 06/11/20

Adopted by Members on [date]

Table of contents

	Page
1	Definitions and Interpretation..... 1
2	Name..... 3
3	Club Colours and emblem 3
4	Objects 3
5	Powers..... 4
6	Types of Members 5
7	Playing Members 5
8	Supporter Members..... 6
9	Life member 6
10	Effect of membership 6
11	New membership 7
12	Discretion to Accept or Reject Application..... 8
13	Fees 8
14	Admission and rejection of new Members..... 8
15	Term of membership 9
16	Renewal..... 9
17	When membership ends..... 9
18	Appeal against rejection or termination of membership 10
19	Special general meeting to decide appeal..... 10
20	Register of members 11
21	Discipline 12
22	Dispute resolution 13
23	Membership of Committee 13
24	Portfolios..... 14
25	Electing the Committee 14
26	Resignation, removal or vacation of office of Committee member 15
27	Vacancies on the Committee..... 16
28	Functions of the Committee..... 16
29	Meetings of the Committee..... 17
30	Quorum and adjournment of Committee meetings..... 17
31	Special meeting of the Committee 18
32	Minutes of Committee meetings 19
33	Appointment of subcommittees..... 19
34	Resolutions of Committee without meeting 19
35	Acts not affected by defects or disqualifications 20
36	Notice of General Meeting..... 20
37	Quorum and adjournment of general meeting..... 21
38	Procedure at General Meeting..... 21
39	Voting at General Meeting..... 22

40	Use of technology at General Meetings	22
41	Annual General Meetings	23
42	Business to be conducted at annual General Meeting.....	23
43	Special General Meeting	23
44	Minutes of General Meetings.....	24
45	Club is non-profit.....	24
46	Funds and accounts	24
47	Records and accounts.....	25
48	Major Asset.....	25
49	Distribution of surplus assets to another entity	25
50	Regulations.....	26
51	Alteration of rules	26
52	Documents.....	26
53	Records kept in accordance with the Act	26
54	Notices.....	27
55	Indemnity	27

DRAFT

Burnside Rugby Club Inc Rules

1 Definitions and Interpretation

1.1 Definitions

In this constitution:

Act means the *Associations Incorporation Act 1985 (SA)*.

business day means a day other than a Saturday, Sunday or gazetted public holiday in the state of South Australia.

Club has the meaning set out in rule 2.

candidate has the meaning set out in rule 25.1(a).

casual vacancy means a vacancy that happens when a member of the Committee resigns, dies or otherwise stops holding office.

Committee means the body managing the Club and consisting of the members of the Committee.

Constitution means this Constitution of the Club.

Financial Year means (unless determined otherwise by the Committee) each period of 12 continuous months commencing on 1 October and ending on the following 30 September.

[Note: In current Burnside Constitution a financial year is 31 October to 30 October of the following year. A change of year to end on 30 September better aligns with GST payment schedule and gives Treasurer more time to prepare accounts for the AGM.]

General Meeting means the annual general meeting or any special general meeting of the Club.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

[Note: It is important for the Club to recognise and protect its Intellectual Property; thus, the inclusion of this definition]

Life Member means an individual appointed as a Life Member of the Club under rule 9.

Member means a Member of the Club for the time being under rule 6.

Minor means a natural person under eighteen years of age.

NSO means the National Sporting Organisation for the sport of rugby union being Australian Rugby Union Limited.

Objects means the Objects of the Club described in rule 4.

Playing Fees has the meaning set out in rule 13.1.

Playing Member has the meaning given in rule 7.1.

present has the meaning set out in rule 29.5 for Committee meetings and the meaning set out in rule 38.2 for general meetings.

President means the person holding office under this Constitution as president of the Club.

Public Officer means the person appointed to be the public officer of the Club in accordance with the Act.

[Note: Under s 56(1) of the Act, an incorporated association must have a Public Officer. The Secretary traditionally performs the role of Public Officer. The Public Officer is the conduit for information flow between the Club and the regulator, therefore it is important that the Public Officer is a Committee member and informed about the Club's activities.]

Register means a register of Members kept and maintained in accordance with rule 20.

Regulations has the meaning given in rule 50.3.

Responsible Person means the parent or guardian of a Playing Member who is a Minor and who registered that Playing Member for the relevant year.

Rules means the rules of this Constitution.

Secretary means a person holding office under this Constitution as secretary of the Club and if no such person is appointed, then the Public Officer.

Special Resolution has the meaning given in section 3 of the Act.

SSO means the State Sport Organisation for the sport of Rugby Union in South Australia being South Australian Rugby Union Limited.

Supporter Fees has the meaning set out in rule 13.1.

Supporter Member has the meaning given in rule 8.1

Treasurer means the person holding office under this Constitution as treasurer of the Club.

1.2 Interpretation

In this Constitution, except where the context otherwise requires:

- (a) a word or expression that is not defined in this Constitution, but is defined in the Act has, if the context permits, the meaning given by the Act;
- (b) words importing a gender include every other gender;
- (c) the singular includes plural and vice versa, and a gender includes other genders;
- (d) a reference to a person includes:
 - (i) a natural person, partnership, body corporate, association, governmental or local authority or agency or other entity; and
 - (ii) that person's personal representatives, successors and permitted assigns;
- (e) headings and underlining are for convenience only and do not affect the interpretation of these Rules;
- (f) where an expression is defined, another grammatical form of that expression has a corresponding meaning;

- (g) reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- (h) the words "in writing" and "written" mean, unless the contrary intention appears, all forms of visible printing, including messages sent by email;
- (i) a chairperson or deputy chairperson appointed under this Constitution may be referred to as chairman or chairwoman, or deputy chairman or chairwoman, or as chair, if applicable; and
- (j) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

1.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, then the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

1.4 Effective date

This Constitution shall come into force immediately after the close of the meeting at which it was adopted.

The Club

2 Name

The name of the incorporated Club is Burnside Rugby Union Football Club Incorporated (**Club**).

3 Club Colours and emblem

3.1 Subject to rule 3.2:

- (a) the Club crest (design shown on the front of this Constitution) is to be used as the official Club crest;
- (b) the colours of the Club shall be dark blue and light blue (**Standard Colours**); and
- (c) design of the Club playing uniform shall be as decided by the Committee who shall have the power to vary the same, and, if required, to seek SSO approval of design.

3.2 From time to time, the Committee may decide (in their sole discretion) that, for a temporary period:

- (a) the Club crest may be an alternate colour or design; and/or
- (b) playing jerseys and shorts may be an alternate colour to the Standard Colours,

in order to fulfil a charitable or commercial purpose of the Club.

4 Objects

[Note: The Objects of the Club are important and must be carefully considered. They are its reasons for existence and although this can be simply stated as "promotion and encouragement of the Sport" the changes in regulatory, commercial and sporting landscapes require a 21st century sporting body to have broad Objects.]

4.1 The objects of the Club are (**Objects**):

- (a) to foster, promote and encourage the playing and development of rugby union;
- (b) affiliate and otherwise liaise with the SSO and/or NSO of which the Club is a member and adopt their rules and policy frameworks to further these Objects;
- (c) to promote the qualities of leadership, consideration of others, responsibility, cooperation, self-discipline, self-confidence, initiative, courage, loyalty, self-expression, positive attitudes, emotional control, social adjustment and development of character in Club members;
- (d) to provide the facilities and infrastructure which allows for continued participation in rugby union;
- (e) have regard to the public interest in its operations; and
[Note: Generally, in the “public interest” reminds Club Members of the moral obligation to be mindful of the community when operating the Club].
- (f) to increase community based participation in rugby union and the Club.

5 Powers

5.1 The Club has the powers of an individual and the Club may, for example:

- (a) enter into contracts;
- (b) borrow money, with or without security;
- (c) invest the Club's funds:
 - (i) in any way authorised by laws, in the State of South Australia, regulating the investment of trust funds; or
 - (ii) in any way expressly authorised by the Committee from time to time;
- (d) acquire, hold, deal with and dispose of property;
- (e) to enter into any arrangements with any government agency or authority that are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Club;
- (f) employ persons as may be deemed necessary for or in connection with any constitutional purpose or Objects of the Club;
- (g) make charges for services and facilities it supplies; and
- (h) to promote the objects of the Club in any manner the Committee considers appropriate, and to do things incidental or conducive to the attainment of these Objects or the carrying out of its affairs.

5.2 The Club may not resign, disaffiliate or otherwise seek to withdraw from its SSO without approval by Special Resolution.

5.3 The Club must apply all property and income of the Club towards the promotion of the Objects and no part of that property or income is to be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of the Objects.

Classes of Members

6 Types of Members

- 6.1 There shall be three classes of membership, each of which shall be unlimited in numbers.
- 6.2 The Members of the Club shall consist of Playing Members, Supporter Members and Life Members.

[Note: As with the current Constitution, there is only three classes of member and there is no separate class of membership for Juniors who are now included under the definition of "Playing Member"].

7 Playing Members

- 7.1 Any person who registers as a player with the Club in any one year and pays the Playing Fees shall hold a playing membership (**Playing Member**).
- 7.2 Playing Members may:
- (a) attend General Meetings of the Club; and
 - (b) with leave of the chairman of the General Meeting, speak at any General Meetings of the Club.
- 7.3 Playing Members older than eighteen years of age at the time of the General Meeting may vote on any matter at any General Meetings of the Club.

[Note: Rule 7.4 allows a parent to vote on behalf of a junior Playing Member, this is important given that we have a high proportion of junior Members at the Club. Junior players and/or junior parents currently have no voting rights despite paying fees.

The parent will have the right to attend, participate and vote at the Annual General Meeting and any special General Meeting.]

- 7.4 Where a Playing Member is a Minor:
- (a) then that Playing Member's vote on any matter at any General Meeting of the Club may, subject to rule 7.4(b) below, be exercised by the Playing Member's Responsible Person; and
 - (b) in the event two or more Minor Playing Members are siblings, then only one vote is exercisable on their joint behalf, and must be exercised by the Responsible Person.
- 7.5 A Responsible Person acting on behalf of a Playing Member who is a Minor shall be deemed a Playing Member.

[Note: Rule 7.4(b) operates to provide one joint vote for multiple playing Members under the age of 18 from the same family. The rule is not designed to affect any rights otherwise attaching to their parents or guardians, for example through the parent's own membership of another class of membership. A parent who is also a Playing Member will be able to exercise their vote as a Playing Member in addition to the vote for their child.]

- 7.6 Any Playing Member who registers on a weekly or monthly registration and does not pay the equivalent to the full season's Playing Fees will be not be entitled to vote at any General Meeting of the Club.

8 Supporter Members

8.1 Any person who registers as a supporter with the Club in any one year and pays the Supporter Fees shall hold a supporter membership (**Supporter Member**).

8.2 Supporter Members may:

- (a) attend General Meetings of the Club;
- (b) with leave of the chair of the General Meeting, speak at any General Meeting of the Club; and
- (c) vote on any matter at any General Meetings of the Club provided that they are older than eighteen years of age at the time that the General Meeting is held.

9 Life member

9.1 Life Members are entitled to certain privileges as determined by the Committee from time to time.

9.2 Nominations for a Life Member, signed by three financial Members of the Club who are not Minors, may be submitted in writing, to the Committee.

9.3 A nominee for life membership must, in the Committee's opinion, have given at least ten years distinguished non-playing active service to the Club and the advancement of rugby union football.

9.4 Any nominations for Life Member will be considered by the Committee at a Committee meeting held prior to the annual General Meeting.

9.5 If considered appropriate by the Committee, the nomination will be put before the membership at the annual General Meeting to be voted upon, and will be passed by Special Resolution.

9.6 Life Members are not required to pay an annual fee to be a Life Member of the Club.

9.7 Life Members may, provided they are older than eighteen years of age, vote on any matter at any general meetings of the Club.

[Note: The current Constitution has no limit on the number of Life Members elected each year. The following rule limits the number of Life Members elected to four each year.]

9.8 Not more than two persons may be approved or elected as Life Members in any one calendar year. If in the opinion of the Committee a back log of eligible and deserving persons worthy of life membership would be created, this number may be increased up to four persons in any one year. This shall be at the discretion of the Committee.

10 Effect of membership

[This clause reconfirms the requirements of the Act and that the Constitution is a contract between the Club and its Members.]

10.1 Members acknowledge and agree that:

- (a) this Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;
- (b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Committee or other entity with delegated authority;

- (c) by submitting to this Constitution and the Regulations, they are subject to the jurisdiction of the Club, SSO and NSO;
 - (d) the Constitution and the Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the sport of rugby union;
 - (e) neither membership of the Club nor this Constitution gives rise to:
 - (i) any proprietary right of Members in, to or over the Club or its property or assets;
 - (ii) any automatic right of a Member to renewal of their membership of the Club;
 - (f) they are entitled to all benefits, advantages, privileges and services of Club membership; and
 - (g) a right, privilege or obligation of a person by reason of their membership of the Club:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.
-

Membership application

11 New membership

11.1 An application for membership must be:

- (a) from the applicant, in writing on the form prescribed from time to time by the Committee (if any), and lodged with the Club; and
- (b) accompanied by the appropriate fee (if any).

[Note: The following provisions are included as all Members will be registering direct with Xplorer and not via a written application to the Club.]

11.2 In addition to the provision made in rule 11.1, membership of the Club can be obtained by:

- (a) registering with the appropriate governing body (NSO or SSO) as a Playing Member;
- (b) being recorded as a Supporter Member of the Club; or
- (c) being recorded as a Life Member of the Club.

11.3 Except for the appointment of a proxy in accordance with rule 39.4 and voting by a parent of a Minor Playing Member in accordance with rule 7.4, a right, privilege or obligation that a person has because he or she is a Member of the Club:

- (a) is personal to the Member and is not capable of being transferred to any other person; and
- (b) ends when the person's membership ceases.

11.4 By applying to become a Member an applicant acknowledges and agrees that they voluntarily agree to be bound by this Constitution, Regulations and policies of the Club (as well as those of NSO and SSO), including this Constitution.

12 Discretion to Accept or Reject Application

- 12.1 The Committee, may acting in the best interests of the Club and in good faith, accept or reject an application whether the applicant has complied with the requirements in rules 11.1 and 11.2 or not. The Club shall not be required or compelled to provide any reason for such acceptance or rejection.
- 12.2 Where the Committee accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Committee. The Register shall be amended accordingly as soon as practicable.
- 12.3 Where the Committee rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club. No reasons for rejection need be given.

13 Fees

- 13.1 The Playing Fees for each Playing Member and Supporter Fees for each Supporter Member:
- (a) is the amount decided by the Committee from time to time at a Committee meeting; and
 - (b) is payable when, and in the way, the Committee decides.
- 13.2 If a Playing Member has not:
- (a) paid their Playing Fees; or
 - (b) entered into an arrangement with the Committee to pay their Playing Fees,
- subject to the decision of the Committee and/or SSO, the Playing Member may not participate in any rugby union football game for the Club until such time as the Playing Member has paid their Playing Fees or has entered into an arrangement to pay their Playing Fees.

[Note: Rule 13.2 is consistent with Xplorer which does not allow players to be selected to play a game if they have not paid their fees. Under current constitution, players are given up to 1 April to pay fees.]

- 13.3 Any Playing Member or Supporter Member who has not paid their Playing Fees or Supporter Fees (as the context requires) is deemed to be a non-financial member, and is not entitled to participate in any General Meeting of the Club, unless that Member has paid their Playing Fees or Supporter Fees (as applicable) at the time that the notice of General Meeting is issued.

14 Admission and rejection of new Members

- 14.1 The Committee must consider an application for membership at the next Committee held after it receives:
- (a) the application for membership or notification that the applicant has registered with the appropriate governing body in accordance with rule 11.2(a) (as the context requires); and
 - (b) the appropriate fee for the application, as described in rule 13.
- 14.2 The Committee must decide at the meeting whether to accept or reject the application.
- 14.3 If a majority of the members of the Committee present at the meeting vote to accept the applicant as a Member, then the applicant must be accepted as a Member for the class of membership applied for.

14.4 The Secretary must, as soon as practicable after the Committee decides to accept or reject an application, give the applicant a written notice of the decision. However, the Committee shall not be required or compelled to provide any reason for such acceptance or rejection.

14.5 Where the Committee rejects an application, it shall refund (to the extent it is capable of doing so) any fees forwarded with the application and the application shall be deemed rejected by the Club.

[Note: The term “to the extent it is capable of doing so” is included as BRUFC only receives a small portion of each membership fee with the remainder of the fee paid to SARU and Rugby Australia.]

15 Term of membership

Subject to rule 17 below:

15.1 membership of the Club for Playing Members and Social Members shall be valid until 31 December of each calendar year or such other date determined by the Committee; and

15.2 membership of the Club for Life Members is on an ongoing basis.

[Note: Membership valid until 31 December each year is consistent with the operation of Xplorer. Under current constitution membership was valid until 31 March of each year.]

16 Renewal

16.1 Members (other than Life Members) must re-apply for membership annually in accordance with the timeframes and procedures set down by the Committee from time to time.

16.2 Members acknowledge and agree that membership renewal is not automatic and that rule 14 applies to re-applications for membership.

16.3 Upon re-application, a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.

17 When membership ends

17.1 Any Member may resign from the Club by giving a written notice of resignation to the Secretary. The resignation takes effect at:

- (a) the time the notice is received by the Secretary; or
- (b) if a later time is stated in the notice, then the later time.

17.2 The Committee may terminate a membership if the Member:

- (a) is convicted of an indictable offence;
- (b) does not comply with any of the provisions of these Rules or the Regulations;
- (c) has membership fees in arrears for at least three months;
- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Club; or
- (e) conducts himself or herself so as to seriously contravene the Club’s code of conduct (as amended from time to time).

17.3 Before the Committee terminates a membership, the Committee must give the Member a full and fair opportunity to show why the membership should not be terminated.

- 17.4 If, after considering all representations made by the Member, the Committee decides to terminate the membership, then the Secretary must give the Member a written notice of the decision.
- 17.5 A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.
- 17.6 Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance, at the discretion of the Committee.

18 Appeal against rejection or termination of membership

[Note: The appeals process stated below should meet the requirements of section 40 of the Act, which states that "Where the committee of an incorporated association exercises any power of adjudication that it may have in relation to a dispute between its members, or a dispute between itself and members of the association, the rules of natural justice must be observed".

In summary, the rules of natural justice are that everyone is entitled to a decision by a disinterested and unbiased adjudicator; that the parties shall be given adequate notice of the case against them, and a right to respond]

- 18.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision (**Notice of Appeal**).
- 18.2 A Notice of Appeal must be given to the Secretary within ten business days after the person receives written notice of the decision.
- 18.3 If the Secretary receives a Notice of Appeal, then the Secretary must call a meeting of the Committee to decide the appeal with such meeting to be held within ten business days of receipt of a valid Notice of Appeal.
- 18.4 If the person the subject of the appeal intends to appeal the decision of the Committee, then:
- (a) a further Notice of Appeal must be given to the Secretary within ten business days after the person receives written notice of the decision of the Committee; and
 - (b) the Committee must convene a special General Meeting in accordance with rules 19 and 36 to decide the appeal.

19 Special general meeting to decide appeal

- 19.1 The special General Meeting to decide an appeal must be held within one month after the Secretary receives the notice of intention to appeal.
- 19.2 At the special General Meeting:
- (a) the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated; and
 - (b) the Committee and the members of the Committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 19.3 An appeal must be decided by a majority vote of the Members present and eligible to vote at the special General Meeting.

- 19.4 If the appeal is unsuccessful, then in the case of a person:
- (a) whose application for membership has been rejected, the Secretary must, as soon as practicable and to the extent possible, refund the membership fee paid by the person; or
 - (b) in the case of a person whose membership has been terminated, that Member is not entitled to a refund of any Playing Fees paid by that Member.

20 Register of members

- 20.1 The Committee must keep a Register of Members. The Register must include as a minimum the following particulars for each Member:

[Note: it is likely that information for the Register will be downloaded directly from Xplorer rather than the Club maintaining a separate register.]

- (a) the full name and postal and email address of the Member;
 - (b) the date of birth of the Member (for identification purposes);
 - (c) unique Rugby Id number;
 - (d) the category of membership of the Member;
 - (e) the date of admission as a Member;
 - (f) where applicable, the date of cessation of membership of any Member; and
 - (g) any other particulars the Committee or the Members at a General Meeting decide.
- 20.2 Members shall provide notice of any change and required details to the Club within one month of such change.
- 20.3 Having regard to privacy and confidentiality considerations, inspection of the Register will only be available as required by the Act and under rule 53.2. If permitted, only an extract of the Register, excluding the address or other direct contact details of any Member, shall be made available for inspection (but not copying) by Members.
- 20.4 The Secretary must notify the affected party if the details of a Member are disclosed under rule 20.3.
- 20.5 A Member must contact the Secretary to arrange an inspection of the Register.
- 20.6 A Member must not use or disclose the information on the Register:
- (a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes); or
 - (b) to contact, send material to the Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee; or
 - (c) for any other purpose unless the purpose relates to the provision of information to the Commission in accordance with a requirement of the Act.
- 20.7 Despite any other provision of this Constitution, the Committee may, on the application of a Member, withhold information about a Member (other than the Members full name) from the Register available for inspection if the Committee has reasonable grounds for believing that the

information will be used inappropriately by the recipient or that disclosure of the information would put the Member at risk of harm.

[Note: Although it is unlikely that the Club will be required to abide by the Privacy Act (2000) (Cth), it is good practice to inform Members of the process of collection and security of personal data. This is especially important if we are passing on personal information to a third party, such as SARU or ARU.]

Details of the Club Privacy Policy and Procedures for handling and securing personal details of Members can be outlined in the Club Regulations.]

Discipline and disputes

21 Discipline

21.1 A complaint may be made to the Committee in writing by any person that a Member has:

- (a) breached, failed, refused or neglected to comply with a provision of these Rules, the Regulations or any resolution or determination of the Committee;
- (b) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Club and/or the sport of rugby union; or
- (c) brought themselves, the Club, any other Member or the sport of rugby union into disrepute.

21.2 The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

21.3 If the Committee decides to deal with the complaint, then the Committee:

- (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 Committee in connection with the complaint, and
- (c) must take into consideration any submissions made by the Member in connection with the complaint.

21.4 The Committee 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 proved and the expulsion or suspension is warranted in the circumstances.

21.5 If the Committee expels or suspends a Member, then the Secretary must, within seven 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 Committee for having taken that action and of the Member's right of appeal under rule 18.

21.6 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 association confirms the resolution under rule 18,

whichever is the later.

22 Dispute resolution

22.1 The grievance procedure set out in this clause applies to disputes arising under this Constitution or the Regulations between a Member and:

- (a) another Member; or
- (b) the Club.

It does not, however, apply to any appeal by a Member against a decision made in accordance with the disciplinary proceedings described in rule 21 or the termination or suspension of membership under rule 18.

22.2 All Members and the Committee must in good faith try to resolve between themselves any dispute arising out of or in relation to this Constitution or any Regulations for the Club.

22.3 If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may refer the dispute to any independent committee or tribunal established by the SSO in accordance with the procedures determined by the SSO from time to time.

22.4 The Committee may prescribe additional grievance procedures in Regulations consistent with this rule 22.

22.5 If the dispute is not resolved, then the Committee may take whatever steps it considers appropriate in regard to the dispute in compliance with NSO and SSO policies and procedures, the best interests of the Club, and the Members concerned.

The Committee

23 Membership of Committee

[Note: This template has eight elected Committee members. The current Constitution has predefined roles such as Director of Rugby, Operations, Sponsorship etc.]

The Club needs to ensure it has a Committee size and composition that meets its needs. Also, not all roles are specifically described (e.g. Director of Rugby) to allow the Committee to focus on new threats/challenges such as social media, COVID, player retention etc.]

23.1 The Committee of the Club consists of a:

- (a) President;
- (b) Secretary;
- (c) Treasurer; and
- (d) five Members of the Club.

23.2 No person shall hold more than one position on the Committee at any one time.

23.3 A member of the Committee must be a Member of the Club.

23.4 At each annual General Meeting of the Club, the members of the Committee must retire from office, but are eligible, on nomination, for re-election.

23.5 A Member may be appointed to a casual vacancy on the Committee under rule 27.

24 Portfolios

[Note: The trend in sporting organisations is not to entrench portfolios or titles in the Constitution. If it is determined to allocate portfolios or titles to Committee members, it is considered that the discretion simply be retained in the Committee so as to maintain flexibility and not require Constitutional change if a portfolio is no longer required. Structure, participation and operation of portfolios can be documented in the Club Regulations.]

- 24.1 Except for the position of President, Secretary and Treasurer, the Committee may allocate titles to Committee members.
- 24.2 The Committee may allocate portfolios to Committee members.
- 24.3 Subject to this Constitution and any resolution of the Committee, the allocation of portfolios or titles does not affect the powers and duties of Committee members.

25 Electing the Committee

- 25.1 A member of the Committee may only be elected as follows:
- (a) any two Members eligible to vote, may nominate another Member (**candidate**) to serve as a member of the Committee; and
 - (b) the nomination must be:
 - (i) in writing;
 - (ii) signed by the candidate and the Members who nominated the candidate; and
 - (iii) given to the Secretary at least 14 days before the annual General Meeting at which the election is to be held;
- 25.2 Each Member present and eligible to vote at the annual General Meeting may vote for one candidate for each vacant position on the Committee.
- 25.3 If, at the start of the annual General Meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 25.4 A person may be a candidate only if the person:
- (a) is not a Minor;
 - (b) is a financial Member or Life Member; and
 - (c) is not ineligible to be elected as a member of the Committee under section 30 of the Act.
- 25.5 A list of the candidates' names in alphabetical order, with the names of the Members who nominated each candidate, must be posted on the Club website, Facebook page or other site selected by the Committee for at least seven days immediately preceding the annual General Meeting.
- 25.6 If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated may be declared elected only if approved by a majority of Members present and entitled to vote.
- 25.7 If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by the majority of Members under rule 25.6, then the positions will be deemed casual vacancies under rule 27.

25.8 If the number of nominations exceeds the number of vacancies to be filled, then voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Committee.

25.9 Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.

26 Resignation, removal or vacation of office of Committee member

Resignation

26.1 A member of the Committee may resign from the Committee by giving written notice of resignation to the Secretary.

26.2 The resignation takes effect at:

- (a) the time the notice is received by the Secretary; or
- (b) if a later time is stated in the notice, then the later time.

Removal

26.3 A member may be removed from the Committee at a General Meeting of the Club if a majority of the Members present and eligible to vote at the meeting vote in favour of removing the Committee member.

26.4 Before a vote of Members is taken about removing the member from the Committee, the member must be given a full and fair opportunity to show cause why he or she should not be removed from the Committee.

26.5 A member has no right of appeal against the members removal from the Committee under this rule 26.

Vacation

26.6 The office of a member of the Committee shall be vacated if the person holding that office:

- (a) dies;
- (b) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy;
- (c) is:
 - (i) convicted of an offence under the Act; or
 - (ii) convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired; or
- (d) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest;
- (e) in the reasonable opinion of the Committee (but subject always to this Constitution) has:
 - (i) acted in a manner unbecoming or prejudicial to the Objects and interests of the Club;

- (ii) brought themselves or the Club into disrepute; or
- (f) without leave, fails to attend four consecutive Committee meetings.

27 Vacancies on the Committee

- 27.1 If a casual vacancy happens on the Committee, then the continuing members of the Committee may appoint another Member to fill the vacancy until the next annual General Meeting.
- 27.2 Subject to rule 27.3, the continuing members of the Committee may act despite a casual vacancy on the Committee.
- 27.3 If the number of Committee members is less than the number fixed under rule 30.1 as a quorum of the Committee, then the continuing members may act only to:
 - (a) increase the number of Committee members to the number required for a quorum; or
 - (b) call a General Meeting of the Club.

28 Functions of the Committee

[Note: The Committee's primary responsibility is one of trusteeship on behalf of its stakeholders, ensuring that the legal entity, the Club, remains viable and effective in the present and for the future. The Committee's role includes determining the Club's strategic direction, core values and ethical framework, as well as key objectives and performance measures. A key critical component of this role is the Committee's ultimate authority and responsibility for financial operations and budgeting to ensure the achievement of strategic objectives.]

- 28.1 Subject to these rules or a resolution of the Members carried at a General Meeting, the Committee has the general control and management of the administration of the affairs, property and funds of the Club.
- 28.2 The Committee has authority to interpret the meaning of this Constitution and any matter relating to the Club on which the rules are silent, but any interpretation must have regard to any Interpretative Note in these rules, the Act and any regulation made under the Act and the decision of the Committee shall be binding and final.
- 28.3 The Committee shall carry out the day-to-day running of the Club and shall have the power to:
 - (a) administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
 - (b) fix the manner in which such banking accounts shall be operated upon, providing the Committee passes all payments;
 - (c) fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
 - (d) nominate the number of teams that the Club shall enter in the competition operated by SSO in any one year;
 - (e) adjudicate on all matters brought before it which in any way affect the Club;
 - (f) cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of Members;
 - (g) make, amend and rescind rulings and Regulations;

- (h) impose a fine, suspensions or other penalties on any person it decides has breached the Constitution, Regulations or been guilty of misconduct;
- (i) form and appoint any sub-committees or as required for specific purposes;
- (j) form and appoint any operating committees as required for specific purposes; and
- (k) at their discretion, employ a person or persons to carry out certain duties required by the Club, at salaries or remunerations for such period of time, as may be deemed necessary.

28.4 The Committee must ensure that the Club has appropriate public liability insurance.

29 Meetings of the Committee

29.1 Subject to this rule, the Committee may meet and conduct its proceedings as it considers appropriate.

29.2 The Committee must meet at least once every two months.

29.3 The Committee must decide how a meeting is to be called. To avoid any doubt, a notice of meeting of the Committee may be given electronically.

29.4 The President will chair each Committee meeting. If there is no President or if the President is not present within 30 minutes after the time fixed for a Committee meeting, then the members of the Committee may choose one of their number to preside as chair at the meeting.

29.5 A Committee member who hears and takes part in discussions is taken to be present at the Committee meeting.

29.6 A question arising at a Committee meeting is to be decided by a majority vote of members of the Committee present at the meeting and entitled to vote. The chair of the meeting **does not** have a second or casting vote.

[Note: Under the current Constitution the chair has a second or casting vote.]

The Australian Sports Commission Sports Governance Principles recommend that 'votes taken at Committee or General Meetings should be passed by a majority of Committee members/Members and not be subject to a casting vote. The principle is based on the premise that if a majority cannot agree on an issue then the issued should be forfeited'.]

29.7 A meeting of Committee members at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the members of the Committee under this Constitution.

29.8 A Committee member shall:

- (a) declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise; and
- (b) unless otherwise determined by a majority of the Committee, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee member casts a vote, then the vote shall not be counted.

30 Quorum and adjournment of Committee meetings

[Note: The quorum for a Committee meeting can be varied. The drafting below states that a quorum is at least half of the Committee members in office. For example, if there are six Committee members, then the quorum should be three. If there are seven Committee members, then the quorum should be four.]

- 30.1 At a Committee meeting, a quorum is formed by at least 50% of the members elected to the Committee as at the close of the last General Meeting of the members of the Club.
- 30.2 If there is no quorum within 30 minutes after the time fixed for a Committee meeting called on the request of members of the Committee, then the meeting lapses.
- 30.3 If there is no quorum within 30 minutes after the time fixed for a Committee meeting called other than on the request of the members of the Committee:
- (a) the meeting is to be adjourned for at least one day; and
 - (b) the members of the Committee who are present are to decide the day, time and place of the adjourned meeting.
- 30.4 If, at an adjourned meeting mentioned in rule 30.2, there is no quorum within 30 minutes after the time fixed for the meeting, then the meeting lapses.

[Note: This rule 30.5 provides for electronic meetings of the Committee which is especially important in a COVID environment.]

- 30.5 The contemporaneous linking together by telephone or other method of audio or audio-visual communication of a number of the members of the Committee sufficient to constitute a quorum constitutes a meeting of the Committee, and all the provisions in this Constitution relating to meetings of the Committee apply, so far as they can and with such changes as are necessary, to meetings of the Committee by telephone or audio or audio-visual communication.
- 30.6 A member of the Committee participating in a Committee meeting by telephone or audio or audio-visual communication is to be taken to be present in person at the meeting.
- 30.7 A Committee meeting by telephone or audio or audio-visual communication is to be taken to be held at the place determined by the chair of the meeting provided that at least one of the members of the Committee involved was at that place for the duration of the meeting.

31 Special meeting of the Committee

- 31.1 If the Secretary receives a written request signed by at least 50% of the members of the Committee, then the Secretary must call a special meeting of the Committee by giving each member of the Committee notice of the meeting within 14 days after the Secretary receives the request.
- 31.2 If the Secretary is unable or unwilling to call the special meeting, then the President must call the meeting.
- 31.3 A request for a special meeting must state:
- (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- 31.4 A notice of a special meeting must state:
- (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- 31.5 To avoid any doubt, a notice of special meeting may be given electronically.
- 31.6 A special meeting of the Committee must be held within 14 days after notice of the meeting is given to the members of the Committee.

32 Minutes of Committee meetings

- 32.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Committee meeting are entered in a minute book.
- 32.2 To ensure the accuracy of the minutes, the minutes of each Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Committee meeting, verifying their accuracy.

33 Appointment of subcommittees

[Note: This rule 33:

- *recognises that the Committee has to delegate functions and tasks to special committees or individuals. In sport, these are common. For example, rules and technical committees, selection committees and judicial committees. This rule sets out how such delegations should be made and how they operate;*
- *allows that roles can be delegated to people who are not on the Committee, with such people being accountable to the Committee; and*
- *sets out how such delegations should be made and how they operate. Delegations can and should in some cases include the authority to spend the Club's funds in accordance with the agreed budget.]*

- 33.1 The Committee may, by formal resolution of the Committee, appoint a subcommittee consisting of Members and external advisors considered appropriate by the Committee to help with the conduct of the Clubs operations. The Committee will determine what powers these committees are given.
- 33.2 A member of the subcommittee who is not a member of the Committee is not entitled to vote at a Committee meeting.
- 33.3 A subcommittee may elect a chairperson of its meetings.
- 33.4 If a chairperson of a subcommittee is not elected, or if the chairperson is not present within ten minutes after the time fixed for a meeting, then the members of the relevant subcommittee present may choose one of their number to be chairperson of the meeting.
- 33.5 A subcommittee may meet and adjourn as it considers appropriate.
- 33.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, then the question is decided in the negative.
- 33.7 The Committee has the power to terminate a subcommittee or a member's appointment to a subcommittee as and when it, in its sole discretion, considers appropriate.

34 Resolutions of Committee without meeting

[Note: This rule 34 provides for a written resolution to be passed by majority vote without a meeting of the Committee which is especially important in a COVID environment.]

- 34.1 A written resolution signed by each member of the Committee is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.
- 34.2 A resolution mentioned in rule 34.1 may consist of several emails or documents in like form, each sent by one or more members of the Committee.

35 Acts not affected by defects or disqualifications

- 35.1 An act performed by the Committee, a subcommittee or a person acting as a member of the Committee is taken to have been validly performed.
- 35.2 Rule 35.1 applies even if the act was performed when:
- (a) there was a defect in the appointment of a member of the Committee, subcommittee or person acting as a member of the Committee; or
 - (b) a Committee member, subcommittee member or person acting as a member of the Committee was disqualified from being a member.

General Meetings of members

36 Notice of General Meeting

36.1 General Meetings may be called by:

- (a) the Committee;
- (b) at the request of the President and Secretary; or
- (c) on the written request of at least 20 Members eligible to vote at the General Meeting.

[Note: The current Constitution requires at least 5% of total members to call a General Meeting. The Club currently has approx. 210 Playing Members and a significant number of Life Members. 20 members is easier to calculate than 5% of all members.]

36.2 The Secretary must give not less than 21 days written notice of the proposed meeting to each Member entitled to receive notice. If the Secretary is unable or unwilling to call the General Meeting, then the President must call the meeting.

36.3 Notice of the following General Meeting must also be given in writing:

- (a) a special General Meeting called to hear and decide the appeal of a person against the Committee's decision:
 - (i) to reject the person's application for membership of the Club; or
 - (ii) to terminate the person's membership of the Club;
- (b) a General Meeting called to hear and decide a proposed special resolution of the Club.

36.4 A notice of a General Meeting must state the business to be conducted at the meeting.

36.5 A person may waive notice of any general meeting by notice in writing to the Club.

[Note: The following two rules are in the ARU constitution]

36.6 The non-receipt of notice of a General Meeting or proxy form by, or a failure to give notice of a General Meeting or a proxy form to, any person entitled to receive notice of a General Meeting under this rule 36 does not invalidate any act, matter or thing done or resolution passed at the General Meeting if:

- (a) the non-receipt or failure occurred by accident, error or as a result of the person not updating their contact details to the Secretary; or

- (b) before or after the General Meeting, the person:
 - (i) has waived or waives notice of that meeting under rule 36.5; or
 - (ii) has notified or notifies the Club of the person's agreement to that act, matter, thing or resolution by notice in writing to the Secretary.

36.7 A person's attendance at a General Meeting:

- (a) waives any objection that person has to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
- (b) waives any objection that person has to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

37 Quorum and adjournment of general meeting

37.1 The quorum for a General Meeting is 20 Members.

[Note: Refer also to note at rule 36.1. Again, the quorum for a general meeting will vary. The number or percentage of present and voting Members required must be realistic so that a meeting can proceed.]

37.2 No business may be conducted at a General Meeting unless there is a quorum of Members entitled to vote at the meeting when the meeting proceeds to business.

37.3 If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of members of the Committee or the Club, then the meeting lapses.

37.4 If there is no quorum within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Committee or the Club:

- (a) the meeting is to be adjourned for at least seven days; and
- (b) the Committee is to decide the day, time and place of the adjourned meeting.

37.5 The chairperson may, with the consent of any General Meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

37.6 If a meeting is adjourned under rule 37.5, then only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

37.7 The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for more than 30 days.

37.8 If a General Meeting is adjourned for more than 30 days, then the notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

38 Procedure at General Meeting

38.1 A Member who is not a Minor may take part and vote in a General Meeting in person.

38.2 A Member who hears and takes part in discussions in a General Meeting is taken to be present at the General Meeting.

38.3 At each General Meeting:

- (a) the President is to preside as chairperson; and
- (b) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, then the Members present must elect one of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way.

38.4 Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.

39 Voting at General Meeting

39.1 A Special Resolution may only be passed by the Club in accordance with section 3 of the Act.

39.2 At a General Meeting, each question, matter or resolution, other than a Special Resolution, must be decided by a majority of votes of the Members present and eligible to vote.

39.3 Subject to rule 7.4, each Member present and eligible to vote is entitled to one vote only. The chair does not have a second or casting vote in addition to a primary vote.

[Note: This template gives the chair a discretionary casting vote. This is optional.]

The Australian Sports Commission's Sports Governance Principles recommend that "votes taken at Committee or General Meetings should be passed by a majority of Committee members/Members and not be subject to a casting vote. The principle is based on the premise that if a majority cannot agree on an issue then the issue should be forfeited".]

39.4 A Member shall be entitled to appoint in writing a natural person who is also a Member of the Club to be their proxy, and attend and vote at any General Meeting of the Club. The written notice of appointment of the proxy must be received by the Secretary not less than five business days before the meeting. The prescribed form for the appointment of a proxy shall be determined by the Committee.

39.5 A resolution put to the vote of a General Meeting must be decided on a show of hands unless a secret ballot is demanded before or immediately after the declaration of the result of the show of hands:

- (a) by the chairperson of the meeting; or
- (b) is demanded by at least 20% of the Members present.

39.6 Unless a secret ballot is duly demanded, a declaration by the chairperson of a General Meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Club, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

39.7 If a secret ballot is held, then the chairperson must appoint two Members to conduct the secret ballot in the way the chairperson decides.

39.8 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

40 Use of technology at General Meetings

40.1 A General Meeting may be held at two or more venues using any technology approved by the Committee that gives each Member a reasonable opportunity to participate.

- 40.2 A Member who participates in a General Meeting using that technology is taken to be present at the General Meeting and, if the Member votes at the meeting, is taken to have voted in person.

[This Rule 40 allows virtual meetings to be held and overcomes the problems of “social distancing”.]

41 Annual General Meetings

41.1 Each annual General Meeting must be held:

- (a) at least once each year; and
- (b) within four months after the end date of the Financial Year.

42 Business to be conducted at annual General Meeting

42.1 The business to be transacted at every annual General Meeting shall be:

- (a) to conduct the voting for the election of Committee members;
- (b) the receiving of the Committee’s report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Club for the preceding financial year;
- (c) the receiving of either a signed statement of the accountant, authorised person or Treasurer regarding the bookkeeping processes of the Club and financial statement for the preceding financial year;
- (d) the declaration of the results of the election of members of the Committee;
- (e) the conduct of any urgent general business; and
- (f) if the Club is a prescribed association:
 - (i) the appointment of either an auditor, accountant or an approved person, whichever is required for the Club to operate in accordance with the Act; and
 - (ii) the receiving of an auditor’s report upon the books and accounts for the preceding Financial Year.

42.2 In this rule 42, “prescribed association” has the meaning given to it in the Act.

43 Special General Meeting

43.1 In addition to the requirements of rule 36.1, the Secretary must call a special General Meeting in accordance with rule 36 if the Secretary receives a written notice of an intention to appeal against the decision of Committee:

- (a) to reject an application for membership; or
- (b) to terminate a person's membership.

43.2 A request mentioned in rule 43.1 must state:

- (a) why the special General Meeting is being called; and
- (b) the business to be conducted at the meeting.

43.3 A special General Meeting must be held within one month after the Secretary:

- (a) is directed to call the meeting in accordance with rule 36.1; or
 - (b) is given the written notice of an intention to appeal mentioned in rule 43.1.
- 43.4 If the Secretary is unable or unwilling to call the special General Meeting, then the President must call the meeting.
- 44 Minutes of General Meetings**
- 44.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book.
- 44.2 To ensure the accuracy of the minutes:
- (a) the minutes of each General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting, verifying their accuracy; and
 - (b) the minutes of each annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Club that is a General Meeting or annual General Meeting, verifying their accuracy.
- 44.3 If asked by a Member, the Secretary must, within 28 days after the request is made:
- (a) make the minute book for a particular General Meeting available for inspection by the Member at a mutually agreed time and place; and
 - (b) give the Member copies of the minutes of the meeting.
- 44.4 The Club may require the Member to pay the reasonable costs of providing copies of the minutes.

Financial matters

45 Club is non-profit

- 45.1 Subject to the Act, the Club must apply its funds and assets solely in pursuance of the Objects and must not conduct its affairs so as to provide a pecuniary profit for any of its members.

46 Funds and accounts

- 46.1 The funds of the Club must be kept in an account in the name of the Club in a financial institution decided by the Committee. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 46.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- 46.3 A payment by the Club must be made by cheque or electronic funds transfer in accordance with the delegation schedule determined by the Committee.
- 46.4 Subject to rule 46.5, if a payment is made by cheque or electronic transfer, the cheque or electronic transfer must be signed or electronically released by any two of the following:
- (a) the President;
 - (b) the Vice President;
 - (c) the Treasurer; or

(d) any one of four other members of the Club who have been authorised by the Committee.

46.5 At least one of the persons who signs the cheque or authorises the transfer of funds must be the President, the Vice President or the Treasurer.

46.6 All expenditure must be approved or ratified by the Committee.

47 Records and accounts

[The current Constitution states that audited accounts must be presented to the AGM every year. The accounts have not been audited for a long time. An audit of the accounts is expensive. It is proposed below that the accounts must be audited at least every three years and that the Auditor must be selected by a majority vote of members at the AGM.]

47.1 As soon as practicable after the end of each Financial Year the Treasurer shall cause to be prepared a financial statement containing particulars of:

- (a) the income and expenditure for the Financial Year just ended; and
- (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Club at the close of that Financial Year.

47.2 All such financial statements shall be examined in accordance with the provisions of the Act and be presented to at a meeting of the Committee to be held prior to the holding of the annual General Meeting next following the Financial Year in respect of which such examination was made.

47.3 The statements of account, when approved or adopted by an annual General Meeting, shall be conclusive except when errors have been discovered within three (3) months after such approval or adoption.

47.4 The Secretary shall ensure all persons entitled to receive notice of General Meetings under this Constitution, receive or have access to a copy of the statements of account, the Committee's report, the auditor's report (if required) and every other document required under the Act (if any).

47.5 The Committee must ensure that an auditor is appointed and approved by a majority vote of Members at a General Meeting (**Auditor**). An Auditor can only be removed by a majority vote of Members at a General Meeting.

47.6 The Committee must ensure that the accounts prepared in accordance with rule 47.1 are subject to audit by the Auditor at least once every three years.

48 Major Asset

48.1 The Club will not sell, assign, transfer or otherwise dispose of a major asset without of the approval of a Special Resolution by Members present and eligible to vote at a special General Meeting. For the purposes of this rule, major asset means any lease, sub lease, licence, sub licence or fixtures running with the land in which the Club has a legal or equitable interest.

49 Distribution of surplus assets to another entity

49.1 This rule applies if the Club:

- (a) is wound-up under part 5 of the Act; and
- (b) has surplus assets.

49.2 The surplus assets must not be distributed among the members of the Club.

49.3 The surplus assets must be given to another entity:

- (a) having identical or similar Objects to the Club; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

49.4 In this rule “surplus assets” has the meaning in section 43(5) of the Act.

Miscellaneous

50 Regulations

[Note: The Regulations are the key ‘delegated legislation’ of the Club (sometimes referred to as by-laws). These are key rule and policy documents, which can address a whole range of issues for a Club. These include disciplinary regulations, election procedures, policies including Member protection and anti-doping (subject to RUSA and ARU requirements), financial management and particular sporting matters.]

- 50.1 The Committee may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Club and the advancement of the Objects.
- 50.2 All Regulations are binding on the Club and all Members.
- 50.3 All clauses, rules, by-laws, policies, procedures and regulations of the Club (by whatever name) in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws policies, procedures or regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be “Regulations” and shall continue to apply and be in operation.
- 50.4 Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by such means as are determined and approved by the Committee from time to time. The Club shall take reasonable steps to distribute such changes to Members. All changes are binding on all Members.
- 50.5 A Regulation may be set aside by a majority vote of Members at a General Meeting of the Club.

51 Alteration of rules

- 51.1 Subject to the Act, this Constitution may be amended, repealed or added to by a Special Resolution carried at a General Meeting.

52 Documents

- 52.1 The Club shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Club and the Committee). It shall produce these as appropriate at each Committee or General Meeting.
- 52.2 The Committee must ensure the safe custody of books, documents, instruments of title and securities of the Club.

53 Records kept in accordance with the Act

- 53.1 Proper accounting and other records of the Club including books, minutes, documents and securities shall be kept in accordance with the Act and otherwise shall be kept in the care and control of the Secretary.

53.2 Subject to the Act, the Committee may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities or other relevant documents of the Club will be open for inspection by the Members.

54 Notices

Service of Notices

54.1 A notice, demand, consent, approval or communication required to be given under this Constitution (**Notice**) may be given by any one of the following means:

- (a) by posting the written notice concerned on the Club's website;
- (b) by posting on the Club's official Facebook or other social media page determined by the Committee;
- (c) by sending the written Notice to the postal or email address of the Member as indicated on the Register.

54.2 Subject to this Constitution, a Notice may be given by the Club to any Committee member as determined by the Committee or if no such determination is made by sending it to the email address provided to the Club by the Committee member.

[Note: Rule 54.2 may need to be amended to make allowance for the sharing of documents and Notices by Google docs]

54.3 Subject to this Constitution, a Notice may be given by a Member or Committee member to the Club by serving it on the Club at, or by sending it by post in a prepaid envelope to, the registered office of the Club or by email to the Secretary.

Time of service

54.4 Where a Notice is sent by post, service of the notice is to be taken to be effective if a prepaid envelope containing the Notice is properly addressed and placed in the post and to have been effected:

- (a) in the case of a Notice of a General Meeting, on the day after the date of its posting; or
- (b) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

54.5 Where a Notice is sent by electronic means, service of the Notice is to be taken to be effected if the electronic address notified by the Member is used by the Club and to have been effected at the time the electronic transmission is sent.

54.6 Where the Club gives a Notice under rule 54.1(a) or 54.1(b) by posting it on the Club's official website, Facebook or other social media page, then service of the Notice is to be taken to be effected when the Notice was first so exhibited.

54.7 A reference in this Constitution to a Notice in writing includes a Notice given by email or any other form of written communication.

55 Indemnity

55.1 Every member of the Committee, office bearer, auditor or other officer or servant of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity or appointment as a member of the Committee or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in

which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.

55.2 The Club shall indemnify its Committee members and employees against all damages and losses (including legal costs) for which any such member of the Committee or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a member of the Committee, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Club.

DRAFT