

**CONSTITUTION  
OF  
TERRIGAL RUGBY CLUB INC**

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## **OBJECTS OF TERRIGAL RUGBY CLUB INC**

### **PART 1 - OBJECTS OF THE CLUB**

#### **1. CLUB'S OBJECTIVES**

##### **1.1 Objects stated**

The objects of the Club are:

- 1.1.1 The management, promotion and development of the game of rugby union within the Club's local community.
- 1.1.2 To participate at the highest possible level in rugby union competitions.
- 1.1.3 To encourage participation in and to promote and develop the game of rugby union at schools and at a junior level within the Club's local community.
- 1.1.4 To organise, control and govern games of rugby union in which teams representing the Club participate.
- 1.1.5 To teach and coach players the laws and fundamental skills of the game of rugby union so that they may be able to play the game with skill, goodwill and good sportsmanship.
- 1.1.6 To build upon the culture and spirit of community sport in a way which develops strong relationships between the youth of the area and their predecessors from the Club.
- 1.1.7 To promote the education of rugby, team play and camaraderie.
- 1.1.8 To encourage family and spectators to support all players and officials in accordance with the ARU Code of Conduct and to embrace the principles of good sportsmanship.

##### **1.2 Club's Headquarters**

The Headquarters of the Club are "The Clubhouse" at Terrigal Haven, Terrigal.

##### **1.3 The Club**

The Club will be known as the Terrigal Rugby Club and its members known as Trojans.

## RULES OF TERRIGAL RUGBY CLUB INC

### PART 2 - INTERPRETATION OF THE CLUB'S RULES

#### 2. INTERPRETATION

##### 2.1 Dictionary

In these Rules, unless otherwise stated:

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

"**AGM**" means the Club's Annual General Meeting;

"**Appeals Committee**" means a Sub-Committee (formed under Rule 28) of 3 members of the Club appointed by the Committee and who may change from time to time;

"**ARU**" means the Australian Rugby Union Limited;

"**Club**" means the Terrigal Trojan Rugby Club Inc;

"**Clubhouse**" means the lock-up premises known as The Terrigal Trojan Rugby Clubhouse located at Terrigal Haven, Terrigal

"**member**" means a member of the Club (in any of the categories of membership set out in Rule 4) – but a person who is a member of the Club and who is required to pay a fee to the Club but has not done so is an unfinancial member and has no voting or other membership rights unless and until that fee has been paid;

"**Regulation**" means the Associations Incorporation Regulation, 1999.

"**secretary**" means -

the person holding office as Club secretary; or

if no-one holds that office, the Club's Public Officer

"**special general meeting**" means any general meeting of the Club apart from the AGM.

##### 2.2 Interpretation Act 1987

The Interpretation Act, 1987 applies to these Rules as if these Rules were an instrument made under the Act.

## **2.3 Alternative Meanings**

2.3.1 Words expressed in singular include plural and vice versa; and

2.3.2 Words expressed in one gender include the others.

## **PART 3 - CLUB COLOURS AND PLAYING DRESS**

### **3. CLUB'S COLOURS AND ATTIRE**

#### **3.1 Colours**

The Club's colours are predominantly blue and red.

#### **3.2 Attire**

All members playing for the Club must dress in proper attire. All boots, shoes, shorts, shirts, headwear and jumpers worn by players representing the Club must be in the Club colours or in such colours as are determined from time to time by the Committee.

#### **3.3 Emblems and sponsorship logos**

The design of emblems and sponsorship logos which may be fixed to a player's attire will be as determined from time to time by the Committee.

## **PART 4 - MEMBERSHIP**

### **4. MEMBERSHIP QUALIFICATIONS**

#### **4.1 Categories of Membership**

Membership of the Club consists of the following categories:

4.1.1 Playing Members;

4.1.2 Non-playing Members;

4.1.3 Life Members; and

4.1.4 Building Committee Members.

#### **4.2 Qualifications**

A person is a member of the Club if that person is 18 years of age or more and:

4.2.1 Playing Members and Non-playing Members

- a) has been approved for membership as a Playing Member or as a Non-playing Member by the Committee in accordance with Rule 5; and
- b) has paid all membership fees in accordance with Rule 12.

#### 4.2.2 Life Members

is a Life Member who has been elected under Rule 6.

#### 4.2.3 Building Committee Members

is a member of the Building Committee under Rule 60.

## 5. HOW TO BECOME A PLAYING OR NON-PLAYING MEMBER

### 5.1 Form

An application for membership as a Playing Member or Non-playing Member:

5.1.1 must be made by the applicant in writing in the form prescribed by the ARU or in some other form prescribed by the Committee; and

5.1.2 must be lodged with the secretary.

### 5.2 Referred to Committee

Promptly after receiving the application the secretary must refer it to the Committee which must decide whether to approve or reject it.

### 5.3 Application approved

If the Committee approves the application, the secretary must promptly notify the new member of that approval and request payment of the membership fee within a time period specified by the Committee.

### 5.4 Entry in member's register

On payment of the amount mentioned in Rule 5.3 within the time period specified by the Committee, the public officer must enter the new member's name in the membership register and when that is done the new member becomes a member of the Club and is automatically bound by these Rules.

### 5.5 Right of Appeal

If an application for membership is rejected by the Committee then the applicant can appeal against that decision as follows:

The appeal must be in writing signed by the applicant setting out reasons why the applicant believes he or she should be admitted as a member;

It must be lodged with the Secretary within 14 days of the date on which the applicant is notified that his original application has been rejected;

The appeal will be heard by the Appeals Committee within 21 days of the date on which the appeal is received by the Secretary. The applicant may supply further written material for the Appeals Committee to consider.

The decision of the Appeals Committee is final.

## **6. LIFE MEMBERS**

### **6.1 Statement of principle**

Life membership is the highest honour the Club can confer.

### **6.2 Nominations**

A nomination for life membership must be proposed by a member and seconded by another member.

### **6.3 To the secretary**

A nomination must be given to the secretary before 30 June.

### **6.4 Supporting information**

A nomination must be in writing and must state reasons for the nomination.

### **6.5 Considered by committee**

The Committee must decide whether a nomination should be submitted to the next AGM.

### **6.6 Voting**

A nomination submitted to the AGM will be voted upon by all members entitled to vote at that meeting. The vote will be conducted by secret ballot.

### **6.7 Votes required**

For a nomination to be successful the candidate must receive votes from not less than three quarters (3/4) of the members who are entitled to and actually do vote in person or by proxy at the AGM.

### **6.8 Privileges**

For so long as a person remains a Life Member of the Club, that Life member has all the rights and privileges of a member of the Club but is not required to pay any membership fee to the Club.

## **7. BUILDING COMMITTEE MEMBERS**

### **7.1 Appointment**

A Building Committee Member can only be appointed in the manner set out in Rule 60.

### **7.2 Privileges**

A Building Committee Member has all the rights and privileges of a Member of the Club but is not required to pay any membership fee.

## **8. TERMINATION OF MEMBERSHIP**

### **8.1 Grounds for termination**

Except in relation to Building Committee Members (who are governed by the provisions of Rule 60), a person ceases to be a member (and this applies to all categories of membership) if he:

8.2 dies; or

8.3 resigns; or

8.4 is expelled; or

8.5 fails to pay any fee set by the Committee by the due date and becomes a "defaulting member" under Rule 57 or

8.6 acts in a manner detrimental to the interests of the Club and/or to Rugby Union in general.

## **9. MEMBERSHIP CANNOT BE TRANSFERRED**

9.1 A member's rights, privileges or obligations:

9.2 cannot be transferred to anyone (except in the manner specified in Rule 60 in relation to a Building Committee Member); and

9.3 terminate immediately that person ceases to be a member.

## **10. MEMBERSHIP YEAR**

Except in relation to Building Committee Members (whose tenure is governed by Rule 60), the period of twelve (12) months which commences on 1st November each year constitutes the Club's membership year, but the Committee is to determine the date or dates by which any fee must be paid.

## **11. RESIGNATION**

### **11.1 Notice**

A member can resign by giving one month's written notice to the secretary.

### **11.2 Effective date**

When that period expires the person ceases to be a member.

### **11.3 Remains liable for outstanding fees**

The person must still pay all fees due to the Club up to the date of resignation.

### **11.4 Removed from member's register**

The public officer must record the date on which the person ceases to be a member.

## **12. MEMBER'S REGISTER**

### **12.1 Form**

The public officer must establish and maintain a register of members specifying:

- a) the name, address, telephone number and email address of each member; and
- b) the date of joining; and
- c) if applicable, the date the membership ended.

### **12.2 Open for inspection**

The member's register must be kept at the Club's main place of administration and can be inspected by any member free of charge at any reasonable time.

## **13. MEMBERSHIP FEES AND PLAYER REGISTRATION FEES**

### **13.1 Committee's power to set fees**

13.1.1 The Committee may determine an annual membership fee to be paid by members.

13.1.2 The Committee may determine an annual registration fee for junior players who are not members of the Club.

13.1.3 No fee is payable by a Building Committee Member.

13.1.4 The Committee may set rules for the registration of junior players. For example: requiring the parent or carer of a junior player to become a member of the Club.

### **13.2 Different fees for different categories of members**

The Committee can set a different fee for each category of membership but cannot set a fee for a Building Committee Member.

### **13.3 Committee's power to set different fees**

The Committee may, in its discretion:

13.3.1 set a separate fee for playing and non-playing members;

13.3.2 define who "junior" players will be for each membership year;

13.3.3 set a separate fee for students;

13.3.4 consider the particular financial circumstances of a member and set a fee accordingly;

13.3.5 set a separate registration fee for junior players (who, by virtue of their age, cannot be members of the Club);

13.3.6 set a separate fee for people who are members of the Club and for people who, whilst not being members of the Club, are registered to play for the Club;

13.3.7 grant a part or full refund of any fee;

13.3.8 take into account any other circumstances which the Committee considers relevant in determining the fee to be paid by a particular member.

### **13.4 Annual fee**

A member (but not a Building Committee Member) must pay an annual membership fee as determined by the Committee.

### **13.5 Method of payment**

The Committee may determine the method of payment of any fee.

### **13.6 Power to waive**

The Committee may, in its discretion, waive all or part of any fee.

## **14. MEMBER'S LIABILITY**

### **14.1 Limited liability**

The member's liability to contribute to the Club's debts and liabilities or the expenses of winding-up the Club is limited to the amount, if any, unpaid by the member for the annual membership fee.

### **14.2 Penalties**

The Committee may determine penalties that may be imposed on a member for a breach of discipline as referred to in Rule 15.

## **15. DISCIPLINE**

### **15.1 Member to show cause**

If the Committee believes a member (but not a Building Committee Member) has:

15.1.1 refused or neglected to comply with any of these Rules or any By-Laws; or

15.1.2 acted in a manner detrimental to the interests of the Club and/or to rugby union in general; or

15.1.3 breached the ARU Code of Conduct

then the Committee may, by a resolution which is passed by a majority of not less than three-quarters of the members of the Committee who are present (or, in the case of an electronic meeting, are contactable) and vote, require the member to show cause why he should not be dealt with by the Committee under this Rule 15.

### **15.2 Member to be notified**

If the Committee passes such a resolution then the secretary must promptly notify the member in writing:

15.2.1 setting out the Committee's resolution and a brief summary of the grounds on which it is based;

15.2.2 telling the member that he can address the Committee at a meeting to be held not earlier than 48 hours after he receives the notice. This minimum notice period of 48 hours can be shortened if both the member and the Committee agree to an earlier meeting;

15.2.3 stating the date, place and time of the meeting; and

15.2.4 telling the member that he may:

(a) attend and speak at the meeting; and/or

(b) submit written representations to the Committee.

### **15.3 Committee's consideration**

At the Committee meeting called under Rule 15.2, the Committee will:

15.3.1 allow the member and any witness called to make oral representations;

15.3.2 consider any written representations;

15.3.3 consider any other relevant evidence;

15.3.4 determine by a resolution, which must be passed by a majority comprising not less than three quarters of the members of the Committee who are present and vote, to:

a) dismiss the complaint; or

b) expel the member; or

c) suspend the member for a specific period; or

d) reprimand the member; or

e) impose a fine; or

- f) require the member to compensate the Club for any physical damage caused to the assets of either the Club or another member or a member of the public; or
- g) impose any of the previous penalties but suspend the implementation of them for a specific period on condition that the member does not re-offend during that period.

#### **15.4 Member to be notified**

Whatever decision the Committee reaches must be notified to the member in writing within 7 days. Unless the complaint is dismissed, that notice must tell the member of his right of appeal under Rule 16.

#### **15.5 Penalty suspended pending appeal**

If the Committee imposes a penalty, then that penalty does not take effect:

15.5.1 until the period for appeal has passed and no appeal is lodged; or

15.5.2 if an appeal is lodged, until that appeal is rejected.

#### **15.6 Effect on membership rights**

If a member is expelled or suspended then he ceases to be a member and forfeits all rights that flow from membership. If expelled, the member's name will be notified to the Central Coast Rugby Union and, if applicable, the Central Coast Junior Rugby Union.

### **16. RIGHT OF APPEAL**

#### **16.1 To the Appeals Committee**

A member can appeal to the Appeals Committee against a penalty imposed under Rule 15.

#### **16.2 Time**

An appeal must be in writing and be lodged with the secretary within 7 days after notice of the penalty is served on the member.

#### **16.3 Convening of meeting**

On receipt of an appeal the secretary must then convene a meeting of the Appeals Committee within 21 days after the secretary receives the appeal.

#### **16.4 Procedure at Appeals Committee meeting**

At that meeting of the Appeals Committee:

16.4.1 both the Committee and the member will have the opportunity to present their cases orally or in writing or both;

16.4.2 a resolution passed by a simple majority of those members of the Appeals Committee present (and voting must be by secret ballot) will decide whether the appeal is upheld or rejected.

## **PART 5 - THE COMMITTEE**

### **17. COMMITTEE'S POWERS**

#### **17. Powers defined**

Subject to the Act, the Regulation, these Rules (and, in particular, Rule 60) and any resolution passed at a general meeting, the Committee:

- 17.1 will control and manage the Club's affairs except for the matters referred to in Rule 60 which are under the exclusive control and management of the Building Committee until such time as Rule 60 ceases to apply when those matters automatically revert to the control and management of the Committee;
- 17.2 may exercise all functions that the Club can exercise apart from those which must be exercised by a general meeting of members or those which must be exercised by the Building Committee under Rule 60;
- 17.3 can perform all acts and do all things which the Committee thinks are necessary or desirable to properly manage the Club's affairs apart from those matters covered by Rule 60;
- 17.4 can make, amend and repeal by-laws to regulate the Club's affairs which the Committee thinks are necessary for the proper and effective management of the Club (but no by-law can be inconsistent with these Rules);
- 17.5 can employ any person;
- 17.6 can co-opt to its meetings or the meetings of any sub-committee any person, whether a member or not (but that person will not be entitled to vote); and
- 17.7 will elect delegates to the Central Coast Rugby Union and the Central Coast Junior Rugby Union and any other organisation.

### **18. MEMBERS OF THE COMMITTEE**

#### **18.1 Who are they?**

The Committee will consist of:

- 18.1.1 President;
- 18.1.2 Senior Vice President;
- 18.1.3 Senior Vice President;
- 18.1.4 Junior Vice President;
- 18.1.5 Junior Vice President;
- 18.1.6 Secretary;

18.1.7 Treasurer;

18.1.8 Director of Coaching.

making a total of eight Committee Members.

## **18.2 Term of appointment**

Each Committee member, subject to these Rules, holds office until the end of the AGM after that member's election, but is eligible for re-election.

There is no maximum number of consecutive terms for which a Committee Member may hold.

## **18.3 Casual vacancies**

If a casual vacancy occurs in the Committee, then the Committee may appoint a member to fill that vacancy. That member then holds office, subject to these Rules, until the end of the AGM.

## **18.4 Power to co-opt**

The Committee may permit any person to attend its meetings. That person can speak at meetings but not vote.

## **19. ALTERNATE COMMITTEE MEMBERS**

### **19.1 Leave of Absence**

A Committee member may request the Committee to grant him leave of absence and for the Committee to appoint a member of the Club to be an Alternate Committee Member in his place during such period as the Committee thinks fit. This period may be extended by the Committee from time to time.

### **19.2 Rights**

An Alternate Committee Member has all the rights of the Committee member he is replacing during this period. The Committee Member he is replacing loses all those rights during that period.

### **19.3 Termination of Appointment**

The appointment of the Alternate Committee Member may be terminated at any time by the Committee - even if the period of appointment of that Alternate Committee Member has not expired. The appointment is automatically terminated if the Committee member who is being replaced ceases to be a Committee member for any reason.

### **19.4 Further Alternates**

If, under Rule 19.3, the Committee terminates the appointment of the Alternate Committee Member, then the Committee may appoint another Alternate Committee Member using the same procedure as specified in this Rule.

## **20. ELECTION OF MEMBERS OF COMMITTEE**

### **20.1 How to nominate**

A nomination of a member for election as President, Senior Vice President, Junior Vice President, Secretary or Treasurer of the Club:

20.1.1 must be in writing, signed by 2 members and have the written consent of the candidate; and

20.1.2 must be given to the secretary at least 7 days before the AGM.

### **20.2 Not enough nominations**

If insufficient nominations are received to fill all vacancies, all candidates nominated will automatically be elected and further nominations can then be received at the AGM.

If not enough further nominations are received then the vacant positions remaining become casual vacancies.

### **20.3 Adequate nominations**

If the nominations received equal the number of vacancies then the persons nominated are automatically elected.

### **20.4 Excess of nominations**

If the nominations received exceed the number of vacancies then there must be a ballot.

### **20.5 Conduct of ballot**

The ballot for the election of these members of the Committee must be conducted in a manner directed by the Committee.

### **20.6 Cannot hold two positions**

No member can hold two Committee positions unless the secondary position cannot be filled, but this does not apply to a Committee member who is also the Club's delegate to another organisation.

### **20.7 Director of Coaching**

The Committee appoints the Director of Coaching and the Committee may terminate that appointment at any time.

## **21. ELECTION OF DELEGATES**

### **21.1 Committee to appoint**

The Committee must appoint, from within the members of the Committee, those people who are to represent the Club as delegates to the Central Coast Rugby Union and the Central Coast Junior Rugby Union or any other organisation.

### **21.2 Dual appointments**

A committee member may be a delegate to more than one organisation.

## **22. SECRETARY**

### **22.1 Address**

The secretary will, promptly after appointment, notify the Club of his address.

### **22.2 Minutes**

The secretary must keep minutes of:

22.2.1 all appointments to the Committee;

22.2.2 all appointments by the Committee;

22.2.3 the names of members present at a Committee meeting or a general meeting; and

22.2.4 all proceedings at Committee meetings and general meetings.

### **22.3 Signing of minutes**

All minutes must be signed by the chairman of the meeting or the chairman of the next succeeding meeting.

### **22.4 Duties**

It is the duty of the Secretary to:

22.4.1 attend to all correspondence, incoming and outgoing;

22.4.2 arrange and supervise preparation of the annual report;

22.4.3 issue notices of meetings;

22.4.4 prepare an agenda for each Committee meeting;

22.4.5 arrange the booking of all grounds for matches in which the Club is involved;

22.4.6 arrange and supervise preparation of the player's handbook;

22.4.7 keep full details of the Club's permanent playing records (see Rule 58), including the criteria for the selection of the award winner, the name of the award and the winner of the award; and

22.4.8 attend to such other matters as the Committee may determine.

## **23. TREASURER**

### **Duties**

It is the duty of the Treasurer to ensure that:

23.1 subject to the provisions of Rule 60, all money due to the Club is collected and all payments authorised by the Club are made;

23.2 correct books and accounts are kept showing the financial affairs of the Club (including the financial affairs managed by the Building Committee), including full details of all receipts and expenditure;

23.3 a statement is presented to each Committee meeting and each Building Committee meeting showing all receipts and payments made since the last Committee meeting or Building Committee meeting and showing the current financial position of the Club;

23.4 all membership fees are paid and to implement procedures to recover outstanding fees;

23.5 a budget is prepared if directed by the Committee or the Building Committee;

23.6 the Club's financial affairs are audited;

23.7 accurate records of the Club's equipment and clothing are maintained;

23.8 details of all accounts received for payment are presented to each Committee meeting; and

23.9 all other matters as the Committee or the Building Committee may determine are attended to.

## **24. CASUAL VACANCIES**

### **24.1 How this arises**

A casual vacancy occurs if a member of the Committee:

24.1.1 dies;

24.1.2 ceases to be a member of the Club;

24.1.3 becomes bankrupt;

24.1.4 resigns;

24.1.5 is removed from office under Rule 25;

24.1.6 becomes of unsound mind;

24.1.7 is absent from three successive meetings of the Committee without providing an explanation which is reasonably acceptable to the Committee.

## **25. REMOVAL OF MEMBER**

### **25.1 How?**

At any time by a resolution at a general meeting passed by a simple majority, the Club can remove a member of the Committee from that office (including the Director of Coaching). By a similar resolution the Club can then appoint another member to take that person's place and that appointment runs for what would have been the term of the member who has been removed.

### **25.2 Member's explanation**

If a Committee member who is to be the subject of a resolution under Rule 25.1 wants to make written representations to the members, then the secretary may either send a copy of those representations to each member or read those representations to the meeting.

## **26. MEETINGS AND QUORUM**

### **26.1 Number**

A quorum of the Committee consists of one half of the then current members of the Committee plus 1.

### **26.2 Time**

The Committee cannot conduct any business unless a quorum is present. If there is no quorum within half an hour of the time appointed for the start of the meeting then that meeting is adjourned to a new time and date as determined by the Committee.

### **26.3 Adjourned meeting**

If at that adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting then the meeting will be dissolved.

## **27. CONDUCT OF MEETINGS**

### **27.1 Frequency**

Unless the Committee decides otherwise it will meet at least once each month.

### **27.2 Time and place**

The Committee is to decide the time and place of its meetings.

### **27.3 Extra meetings**

The President or any other Committee member can convene additional Committee meetings at any time.

### **27.4 Notice**

Except in relation to an electronic meeting under Rule 27.7, the secretary must give either oral or written notice of a Committee meeting to each Committee member at least 48 hours (or such other period as the Committee determines) before the time appointed for the meeting.

### **27.5 Agenda**

The notice given for the Committee meeting (or, in the case of an electronic meeting, the member desiring that meeting) must specify the general nature of the business to be conducted. No other business will be dealt with unless the members present unanimously agree to treat it as urgent.

### **27.6 Chairman**

27.6.1 The President will preside;

27.6.2 If the President is absent the Senior Vice-President will preside;

27.6.3 If the President and the Senior Vice-President are absent or unwilling to act then another member of the Committee, chosen by the members present, will preside.

### **27.7 Meetings held by electronic means**

A meeting of the Committee may be held by telephone, email, text message or by any other electronic method determined by the Committee. The following procedure will apply:

27.7.1 The Committee member desiring the meeting must:

- (a) take all reasonable steps to contact all other Committee members by telephone, email, text message or personally or other means to determine each member's attitude to the matter to be dealt with; and

(b) must record the views of each member and the decision reached.

27.7.2 So far as it is suitable, the procedure set out in these Rules for a meeting of the Committee will apply to such a meeting except that the members are not required to be present in the same room.

27.7.3 At the next meeting of the Committee which is not an electronic meeting, the decision made as a result of the electronic meeting will be tabled and recorded by the secretary in the minutes.

## **28. SUB-COMMITTEES**

### **28.1 Power to delegate**

The Committee may, in writing, delegate to one or more sub-Committees (which may consist of members and/or non-members - as the Committee thinks appropriate) the exercise of any of the Committee's functions, but not:

28.1.1 this power to delegate; nor

28.1.2 a function which is a duty imposed on the Committee by the Act or by any other law.

### **28.2 Powers of Sub-Committee**

If a function is delegated to a Sub-Committee then until the delegation is cancelled by the Committee, that function can be exercised by the Sub-Committee but under the control of the Committee.

### **28.3 Limitations on Sub-Committee**

If a function is delegated to a Sub-Committee then the Committee can impose restrictions and limitations and can also specify a time or other factor which may limit the Sub-Committee.

### **28.4 Does not restrict the Committee's powers**

Even if a function is delegated to a Sub-Committee, the Committee can still continue to exercise that function.

### **28.5 Effect of Sub-Committee's decisions**

Any act or thing the Sub-Committee does, within its powers, has the same force and effect as it had been done by the Committee.

### **28.6 Cancellation**

The Committee may, in writing, cancel wholly or in part anything it delegates to a Sub-Committee.

## **28.7 Procedure of Sub-Committee**

A Sub-Committee may meet and adjourn as it thinks appropriate.

## **28.8 Clarification – Building Committee**

The Building Committee established under Rule 60 is not a sub-committee and so is not subject to the provisions of this Rule 28.

## **29. VOTING AND DECISIONS**

### **29.1 Simple majority**

Questions arising at Committee meetings or Sub-Committee meetings will be decided by a simple majority of the votes of members who are present.

### **29.2 Casting vote**

Each member present, including the person presiding, has one vote. If votes are equal on any question the person presiding has a second or casting vote.

### **29.3 Effect of vacancies**

Provided there is a quorum, the Committee can act even if there is a vacancy on it.

### **29.4 Validity of actions**

Anything done by the Committee or by a Sub-Committee is valid and effective even if it is later discovered that there is a defect in the appointment or qualifications of any member of the Committee or of the Sub-Committee.

## **30. BY-LAWS**

### **30.1 Committee's power**

The Committee has power to make, amend and repeal by-laws to regulate the Club's affairs (including the imposition of penalties for breaches of Rule 15) which the Committee thinks are necessary for the proper and effective management of the Club, but no by-law can be inconsistent with these Rules.

## **31. PUBLIC OFFICER**

### **31.1 Appointment**

The Committee must appoint, from within the members of the Committee, the public officer.

### **31.2 Duties**

Apart from those duties imposed on him by the Act or specified in these Rules, the Committee will determine the duties of the public officer.

### **31.3 When appointed**

The Committee must appoint the public officer at the first committee meeting held after the AGM.

## **PART 6 - GENERAL MEETINGS OF THE CLUB**

### **32. HOLDING OF THE ANNUAL GENERAL MEETING**

#### **32.1 When?**

The Club must call an AGM of its members at least once in each calendar year and no later than 30 November.

#### **32.2 Specific date**

The Club must hold its AGM so as to comply with the policy of the Central Coast Rugby Union and Central Coast Junior Rugby Union.

#### **32.3 Where?**

The Committee will determine the place, time and date of the AGM - but it must comply with Rule 32.2.

### **33. BUSINESS TO BE CONDUCTED AT THE ANNUAL GENERAL MEETING**

The business to be conducted at the AGM will be:

- 33.1 President's opening remarks;
- 33.2 Apologies tendered;
- 33.3 Minutes of the last AGM and of any special general meeting held since to be confirmed;
- 33.4 Reports from the Committee on the Club's activities during the previous financial year (including the annual report, balance sheet and treasurer's financial statement) and the activities of the Building Committee to be tendered;
- 33.5 To receive and consider the Statement which must be submitted to members under Section 26(6) of the Act;
- 33.6 Election of Life Members, if appropriate;

- 33.7 Election of patrons;
- 33.8 Election of the President, Senior Vice President, Junior Vice President, Secretary and Treasurer;
- 33.9 Election of an auditor;
- 33.10 To deal with any special resolutions.

## **34. THE CALLING OF SPECIAL GENERAL MEETINGS**

### **34.1 At Committee's discretion**

The Committee may convene a special general meeting of the Club whenever it thinks appropriate.

### **34.2 Request by members**

The Committee must convene a special general meeting of the Club if at least 30% of the members make a written request.

### **34.3 Form of member's request**

A request from members for a special general meeting:

34.3.1 must state the purpose of the meeting;

34.3.2 must be signed by the members requesting the meeting; and

34.3.3 must be lodged with the secretary.

### **34.4 Failure of Committee to convene**

If the Committee does not convene a special general meeting to be held within one (1) month after the date on which the member's request is lodged with the secretary, then any one or more of the members who made that request can convene that special general meeting and it must be held not later than three (3) months after that date.

### **34.5 Meeting convened by members**

If a special general meeting is convened by a member under Rule 34.4 then it must be called in the same way as general meetings are convened by the Committee. If the member incurs expense in doing this the Club must reimburse him.

## **35. NOTICE OF THE MEETING**

### **35.1 Form of notice where no special resolution proposed**

Unless the business to be dealt with at a general meeting requires a special resolution, the secretary will at least fourteen (14) days before the date set for the meeting post or email to each member at his address as appearing in the member's register a notice which sets out:

- (a) the location of;
- (b) the date of;
- (c) the time of;
- (d) the business proposed to be transacted at that meeting.

### **35.2 Form of notice where special resolution proposed**

If the business to be dealt with at a general meeting requires a special resolution then the secretary will, at least 21 days before the date set for that meeting, post or email to each member at his address as appearing in the member's register a notice which complies with Rule 35.1 and also indicating the fact that a special resolution will be dealt with.

### **35.3 No other business**

Apart from that specified in the notice, no other business may be conducted at a general meeting (except that business which is permitted at the AGM).

### **35.4 How do members bring business before a general meeting?**

A member who wants to bring any business before a general meeting must give written notice to the secretary who will then include that business in the next notice which calls a general meeting.

## **36. PROCEDURE**

### **36.1 Must be a quorum**

No item of business can be dealt with at a general meeting unless a quorum is present when the meeting is considering that item.

### **36.2 What constitutes a quorum?**

20 members present in person (being members who are entitled to vote at a general meeting) constitute a quorum for the purpose of conducting business at a general meeting.

### **36.3 No quorum?**

If a quorum is not present within half an hour of the appointed time for commencement of a general meeting then:

- (a) if the meeting was convened at the request of members, it will be dissolved;
- (b) in any other case, the meeting is automatically adjourned to the same day in the following week at the same time and place. This can only be varied if the person presiding at the meeting so decides or if members are given written notice of a change.

#### **36.4 Quorum at adjourned meeting**

If no quorum is present at the adjourned meeting within half an hour after the time appointed for commencement then the members present (provided there are not less than 10) constitute a quorum.

### **37. CHAIRMAN**

#### **37.1 President – 1st choice**

At each general meeting the President will preside.

#### **37.2 Senior Vice-President – 2nd choice**

If the President is absent the Senior Vice-President will preside.

#### **37.3 Another Committee member – 3rd choice**

If the President and the Senior Vice-President are absent or unwilling to act then another member of the Committee, chosen by the members present, will preside.

### **38. ADJOURNMENT**

#### **38.1 Chairman's right to adjourn**

If there is a quorum present at a general meeting then the chairman can, with the consent of the majority of members present, adjourn the meeting - but at the adjourned meeting only the unfinished business can be dealt with.

#### **38.2 Fresh notice**

If a general meeting is adjourned for 14 days or more then the Secretary must give written or oral or email notice to each member of the place, date and time of the new meeting and the nature of the business to be dealt with.

#### **38.3 Otherwise no notice**

Apart from the situations mentioned in Rules 38.1 and 38.2 notice of an adjournment of a general meeting or of the business to be dealt with at that adjourned meeting does not have to be given.

## **39. MAKING OF DECISIONS**

### **39.1 How?**

A question arising at a general meeting will be determined by a show of hands.

### **39.2 Evidence of the decision**

Unless before or on the declaration of the result of the show of hands a member demands a poll, a statement by the chairman that a resolution has been carried or carried unanimously or carried by a particular majority or lost is evidence of that fact without the need to record the number of votes in favour or against.

### **39.3 Right to a poll**

A poll may be demanded by the chairman or by not less than 3 members present in person or by proxy.

### **39.4 Format for a poll**

If a poll is demanded then it must be taken:

39.4.1 immediately, if it relates to the election of the chairman of the meeting or as to whether there should be an adjournment; or

39.4.2 in any other case, in a manner and at a time (before the close of the meeting) as the chairman directs.

## **40. SPECIAL RESOLUTION**

### **40. What is it?**

A special resolution is one:

40.1 passed by a majority of not less than three-quarters of the members who are entitled to vote and who do so in person or by proxy at a general meeting of which not less than 21 days written notice has been given. That notice must specify the intention to propose the resolution as a special resolution; or

40.2 if the Director-General of Fair Trading is satisfied that it is not possible or practicable for a resolution to be passed in the manner specified in Rule 40.1 then the resolution must be passed in a manner specified by that Director-General.

## **41. VOTING**

### **41.1 One vote per member**

A member has one vote only.

For purposes of clarification - a person less than 18 years of age cannot be a member of the Club and so cannot have a right to vote.

### **41.2 Limit on proxies**

Voting must be personal or by proxy. No member may hold more than 5 proxies.

### **41.3 Casting vote**

If the votes are equal then the chairman has a second or casting vote.

### **41.4 Eligibility to vote – must be financial**

A member or proxy cannot vote unless all money due by that person to the Club has been paid.

### **41.5 Postal and Electronic Ballots**

If the Committee deems fit they may elect to conduct a ballot by either postal or electronic means, subject to the above rules. A combination of postal voting and voting at a general meeting, or electronic voting and voting at a general meeting is not permitted.

## **42. APPOINTMENT OF PROXIES**

### **42.1 Entitlement**

A member can appoint another member as his proxy by giving written notice to the Secretary at least 24 hours before the meeting.

### **42.2 Form**

That notice must be in the form set out in Schedule 1.

## **PART 7 - MISCELLANEOUS**

## **43. INSURANCE**

The Club may effect and maintain insurance.

## **44. SOURCE OF FUNDS**

#### **44.1 From where?**

The Club's funds will be derived from:

- (a) membership fees;
- (b) donations;
- (c) sponsorships;
- (d) grants; and
- (e) any other source the Committee may determine.

#### **44.2 Pay into bank account**

All money received by the Club must be promptly paid into the Club's bank account.

#### **44.3 Receipts**

Promptly after receiving money the Club must issue a receipt.

### **45. MANAGEMENT OF FUNDS**

#### **45.1 By the Committee**

The Club's funds will be used to meet the Club's objects in a manner determined by the Committee.

#### **45.2 Signature of cheques**

Cheques must be signed by any two members of the Committee who are authorised by the Committee to do so, one of whom must be the Treasurer – except in relation to cheques relating to the Clubhouse where the provisions of Rule 60 will apply.

#### **45.3 Payment of interim expenses**

The Treasurer can make payments without the prior authority of the Committee to a total sum which does not exceed a figure which is determined by the Committee from time to time. He must report those payments to the next Committee Meeting for approval.

### **46. FINANCIAL YEAR**

The Club's financial year starts on 1 October and ends on 30 September.

### **47. ALTERING THE CLUB'S OBJECTS AND RULES**

#### **47.1 Special resolution**

Subject to Rule 47.2, a special resolution is needed to change, cancel or add to these objects and rules.

#### **47.2 Rule 60**

However, the members cannot change, cancel or add to Rule 60. That can only happen in the manner set out in Rule 60.

### **48. COMMON SEAL**

#### **48.1 Who keeps it?**

The Secretary must keep the common seal.

#### **48.2 Method of use**

The common seal will not be used without the Committee's authority. When it is affixed the President and one other member of the Committee must sign.

If the common seal is required in relation to a matter which is under the control of the Building Committee then the common seal must be affixed by the Committee in the manner set out above when so directed by the Building Committee.

#### **48.3 Seal register**

The Secretary will keep a register listing the occasions on which the seal has been used.

### **49. CLUB'S BOOKS AND RECORDS**

The secretary will keep control of all the Club's records, books and documents.

### **50. INSPECTION OF BOOKS, ETC.**

A member can inspect the Club's records, books and documents at any reasonable time.

### **51. SERVICE OF NOTICES**

#### **51.1 How?**

A notice may be served on a member:

51.1.1 personally; or

51.1.2 by post to the member's address taken from the member's register; or

51.1.3 by fax if the member has notified a fax number; or

51.1.4 by email if the member has notified an email address.

## **51.2 By Post**

If a notice is sent by pre-paid post then it is deemed to be served on the member when delivery would occur in the ordinary course.

## **51.3 By Fax**

If a notice is sent by fax then it is deemed to be served on the member on the next business day after the sender receives acknowledgment that the transmission has been successful.

## **51.4 By Email**

If a notice is sent by email then it is deemed to be served on the member on the next business day after it is sent.

## **52. HOW TO RESOLVE INTERNAL DISPUTES**

### **52.1 Initial Procedure**

The Club will try to amicably resolve any dispute between members (in their capacity as members) and any disputes between members and the Club.

### **52.2 Further steps**

If those efforts are unsuccessful the dispute will be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.

At least 7 days before a mediation session is to commence the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **PART 8 - SELECTION OF TEAMS, CAPTAINS AND COACHES**

### **53. COMMITTEE'S POWERS**

#### **53.1 Selection of Rugby playing and administration positions**

The Committee has control over the selection of teams, captains, coaches and other administrative roles associated with the rugby playing side of the Club.

#### **53.2 Method of selection**

The Committee may determine by by-law, sub-committee or other means the method of making these decisions.

## **PART 9 – RESTRICTIONS ON DISTRIBUTION OF CLUB’S INCOME AND PROPERTY**

### **54. INCOME AND PROPERTY**

#### **54.1 Only to be used for Club’s Objects**

The income and property of the Club must be used and applied solely in furtherance of its objects.

#### **54.2 Cannot be distributed to Club members**

No portion may be distributed, paid or transferred directly or indirectly to or amongst the members.

#### **54.3 Permitted Payments**

This rule does not prevent the payment in good faith of:

- a) Interest to any member on money advanced by the member to the Club or otherwise owing to the member;
- b) Remuneration to any officers or servants of the Club or to any member of the Club for services actually rendered;
- c) Out of pocket expenses;
- d) Money lent;
- e) Reasonable and proper charges for goods hired to the Club.

### **55. WINDING UP**

#### **55.1 Surplus cannot be distributed to Club members**

If:

- a) The Club is wound up or its incorporation cancelled in accordance with the provisions of the Act; and
- b) Any property remains after satisfying all liabilities

it must not be paid to or distributed amongst the members.

#### **55.2 What may be done with the surplus**

The surplus must be transferred to an institution or institutions:

- a) Having similar purposes to those of the Club; and

- b) Which prohibits or prohibit the distribution of its or their income and property amongst members to an extent at least as great as is imposed on the Club by virtue of this rule; and
- c) Which is determined in accordance with a special resolution at a general meeting of the members of the Club or, in the absence of such a resolution, by the Director-General of the Office of Fair Trading.

## **PART 10 - CLUB'S AUDITOR**

### **56. AUDITOR**

An auditor must be elected at the AGM to audit the Club's accounts. That audit must be completed before the next AGM. The auditor cannot be a member of the Committee but may be a member of the Building Committee.

## **PART 11 – UN-FINANCIAL MEMBERS**

### **57. DEFAULTING MEMBERS**

#### **57.1 Definition**

A person is a "defaulting member" if:

57.1.1 That member owes money to the Club whether in respect of membership fees, penalties imposed by the Committee or otherwise; and

57.1.2 A letter has been sent to that member stating:

- (a) that money is owed to the Club; and
- (b) the amount involved; and
- (c) that membership will be cancelled if the money due is not paid within such time as the Committee has determined; and

57.1.3 The amount stated in the letter has not been paid at the end of that time.

#### **57.2 Loss of benefits**

A defaulting member loses all benefits of membership of the Club and cannot vote. Upon payment of all money due to the Club the Committee may, but is under no obligation to do so, reinstate the membership of that person.

#### **57.3 Defaulters Named**

The Committee must advise the Central Coast Rugby Union and, if applicable, the Central Coast Junior Rugby Union of all defaulting members and must comply with the requirements of both (if applicable) in respect of procedure to be adopted in relation to defaulting members.

## **PART 12 - CLUB'S PERMANENT PLAYING RECORDS AND AWARDS**

### **58. HOW THE RECIPIENTS ARE SELECTED**

#### **58.1 Committee determines the criteria**

The Committee is to determine the criteria for selecting the winner of each award that is presented by the Club.

#### **58.2 Committee determines the winners**

The Committee also decides the winner of each Award.

#### **58.3 Future Awards**

If further Awards are given in the future then the Committee will decide the name of the Award and the criteria for selection of the Award winner.

## **PART 13 - PATRONS**

### **59. PATRONS**

#### **59.1 Number**

The Club will have a patron or patrons.

#### **59.2 How elected?**

The patron or patrons will be elected at the AGM of the Club and will hold that position until the next AGM of the Club.

#### **59.3 How nominated?**

Any member can nominate a person to become a patron of the Club by doing that orally at an AGM.

#### **59.4 No right to vote**

A patron is not a member of the Club and does not have a right to vote.

## **PART 14 – BUILDING COMMITTEE**

## **60. BUILDING COMMITTEE**

### **60.1 Historical background**

- a) The Club began using the Clubhouse in 2006.
- b) The cost of constructing the Clubhouse and fitting it out came from:
  - i. Club funds;
  - ii. Donations;
  - iii. A grant from Gosford City Council;
  - iv. A loan from Gosford City Council, subject to interest and repayable over 15 years (“Council Loan”);
  - v. Regional Partnership funding from the Federal Government.
- c) As a condition of making the Council Loan available to the Club, Council insisted on personal guarantees being provided by 4 members of the Club. Each of those members is referred to as a “Guarantor” for so long as that person has potentially personal liability for the Council Loan or any part of it. Thus each Guarantor potentially is at risk if the Club defaults in its repayment obligations to Council.
- d) Because of that potential personal liability, and also because the member acting as Licensee for the sale of liquor from the Clubhouse (“Licensee”) could also suffer financial penalties under the Liquor Act, the members agreed that a separate Building Committee controlled by the Guarantors should exercise sole control over the management of the Clubhouse until the personal guarantees of all Guarantors are released.

### **60.2 Powers defined**

The Building Committee has the sole and exclusive power to:

- a) Control and manage the Clubhouse;
- b) Control and manage the Regional Partnership with the Federal Government;
- c) Control and manage the letting of the Clubhouse, including any agreement with an outside agent and including the fees and charges to be paid for the hiring of the Clubhouse;
- d) Delegate any of its powers to any person, Committee or Sub-Committee.
- e) Control and manage all money received from events held at the Clubhouse.
- f) Decide the times and conditions on which the Committee, a Sub-Committee or any members of the Association may use the Clubhouse.

However, the Building Committee has no power or rights in respect of the running of the Committee of the Club and has no say in the day to day operations of the rugby side of the Club.

### **60.3 Members**

The Building Committee will consist of:

- a) Each Guarantor;
- b) The Licensee;
- c) The President; and
- d) The Treasurer

### **60.4 Term of Appointment**

- a) Each Guarantor holds office for so long as that person remains liable under a personal guarantee given on behalf of the Club.
- b) The Licensee holds office for so long as he holds a licence under the Liquor Act on behalf of the Club.
- c) The President and the Treasurer of the Club, whilst they hold those positions, are members of the Building Committee.

### **60.5 Nominee**

A Guarantor (and, on death, that person's legal personal representative) may appoint a person (who does not have to be a member of the Club) to act as his or her nominee, either on a casual or a permanent basis. The nominee has all the rights of the Guarantor who has appointed him.

### **60.6 Meetings and Quorum**

#### **a) Number**

A quorum of the Building Committee consists of 2 Guarantors. If there is only 1 Guarantor of the Council Loan then a quorum consists of that Guarantor.

#### **b) Time**

The Building Committee cannot conduct any business unless a quorum is present. If there is no quorum within half an hour of the time appointed for the start of the meeting then that meeting is automatically adjourned to the same place, same hour and same day of the following week.

#### **c) Adjourned meeting**

If at that adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting then the meeting will be dissolved.

## **60.7 Conduct of Meetings**

### a. Frequency

The Building Committee will decide when it meets.

### b. Time and place

The Building Committee is to decide the time and place of its meetings.

### c. Extra meetings

The Chairman of the Building Committee or any other member of it can convene additional Building Committee meetings at any time.

### d. Notice

Except in relation to an electronic meeting under Rule 60.7(g), the secretary must give either oral or written notice of a Building Committee meeting to each Building Committee member at least 48 hours (or such other period as the Building Committee determines) before the time appointed for the meeting.

### e. Agenda

The notice given for the Building Committee meeting (or, in the case of an electronic meeting, the member desiring that meeting) must specify the general nature of the business to be conducted. No other business will be dealt with unless the members present unanimously agree to treat it as urgent.

### f. Chairman

- i. The Guarantors will determine from time to time who is to be the Chairman of the Building Committee;
- ii. If the Chairman is absent the Guarantors will determine which of the other members of the Building Committee is to preside.
- iii. A secretary will be appointed by the Building Committee to keep minutes of the meeting.

### g. Electronic meetings

A meeting of the Building Committee may be held by electronic means (telephone, email, text message or other means approved by the Building Committee). The following procedure will apply:

- i. The Building Committee member desiring the meeting must:
  - take all reasonable steps to contact all other Building Committee members by electronic means or personally to determine each member's attitude to the matter to be dealt with; and
  - must record the views of each member and the decision reached.
- ii. So far as it is suitable, the procedure set out in these Rules for a meeting of the Building Committee will apply to an electronic meeting except that the members are not required to be present in the same room.
- iii. At the next meeting of the Building Committee which is not an electronic meeting, the decision made as a result of the electronic meeting will be tabled and recorded by the secretary in the minutes.

#### h. Voting

Each Guarantor has 2 votes. Each other member of the Building Committee has 1 vote.

### **60.8 Management of Funds**

- a) The Building Committee will have control of and operate a separate account for all money relating to the matters referred to in this Rule 60.
- b) All cheques must be signed by 2 Building Committee Members, 1 of whom must be a Guarantor.

### **60.9 Carrying out of Building Committee decisions**

- a) Any act or thing done by the Building Committee has the same force and effect as it would have if it had been done by the Committee or the Club.
- b) If required by the Building Committee, the Committee and/or the Club must ratify sign and/or do whatever is necessary to give effect to a decision of the Building Committee.

### **60.10 Termination of Building Committee**

The Building Committee will automatically cease to exist as soon as all personal guarantees provided by the Guarantors have been released.

### **60.11 Irrevocable**

This Rule 60 cannot be changed, cancelled or added to without the consent of each Guarantor.

However, this Rule 60 will be automatically deleted from the Rules of the Club as soon as all personal guarantees provided by the Guarantors have been released. At that time, the powers conferred on the Building Committee by this Rule 60 will be automatically transferred to the Committee.

**SCHEDULE 1 - APPOINTMENT OF PROXY  
(Rule 42.2)**

I,.....  
(full name)

of.....  
(address)

being a member of **TERRIGAL TROJAN RUGBY CLUB INC**

hereby appoint .....  
(full name of proxy)

of .....  
(address)

being a member of that Club, as my proxy to vote for me on my behalf at the general meeting of the Club (Annual General Meeting or special general meeting, as the case may be) to be held on the ..... day of .....20.. and at any adjournment of that meeting.

\*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution

(insert details).

\*To be inserted if desired.

.....  
Signature of member appointing proxy

Date .....

NOTE: A proxy vote may not be given to a person who is not a member of the Club.