



Wollongbar – Alstonville Rugby Club Incorporated

ABN: 21 412 557 020

Constitution

Last Amendment - November 2024

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1 NAME OF ASSOCIATION

The name of the incorporated association is " Wollongbar-Alstonville Rugby Club Incorporated" ("**Club**").

2 DEFINITIONS AND INTERPRETATION

2.1. Definitions

In this Constitution unless the contrary intention appears:

"Act" means the Associations Incorporation Act 2009 (NSW).

"Annual General Meeting" means a meeting of the kind described in clause 16(a).

"By-Law" means a rule, regulation, by-law or policy made by the Committee under this Constitution.

"Club Colours" means the playing uniform and any other clothing endorsed by the Committee that shall be predominantly red and black in colour, except for special events that may allow for alternative colours as endorsed by the Committee.

"Committee" means the body consisting of the Committee Members and constituting the Committee for the purposes of the Act.

"Committee Member" means a member of the Committee and includes Elected Committee Members and appointed Committee Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

"Constitution" means this Constitution of the Club.

"Director-General" means the Director-General of the Department of Services, Technology and Administration.

"Elected Committee Member" means a Committee Member appointed under clause 11.

"Financial Year" means a period of 12 months commencing on 1 October and ending on 30 September each year.

"General Meeting" means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

"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 in New South Wales.

"Life Member" means an individual appointed as a Life Member of the Club under clause 5.

"Member" means a member for the time being of the Club.

"Objects" means the Objects of the Club in clause 3.

“Ordinary Member” means a person admitted as an Ordinary Member of the Club under clause 5.

“Ordinary Resolution” means:

- a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting;
- b) at a meeting of the Committee or a Sub-Committee, a resolution passed by a majority of those present, entitled to vote and voting.

“NSO” (*National Sporting Organisation*) means Australian Rugby Union Limited, or its successor organisation.

“Public Officer” is appointed by the Committee each year.

“RSO” (*Regional Sporting Organisation*) means Far North Coast Rugby Union Inc, or its successor organisation.

“Secretary” means:

- a) the person holding office under this Constitution as secretary of the Club; or
- b) if no such person holds that office - the Public Officer of the Club.

“Special General Meeting” means a General Meeting of Members convened in accordance with clause 17.

“Special Resolution” means a resolution passed at a General Meeting of the Members if:

- a) at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given to all Members; and
- b) it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

“Sport” means the sport of Rugby Union.

“SSO” (*State Sporting Organisation*) means New South Wales Rugby Union Limited, or its successor organisation.

“The Act” means the Associations Incorporation Act 2009 NSW.

“The Regulation” means the Associations Incorporation Regulation 2010 NSW.

2.2. Interpretation

In this Constitution:

- a) a reference to a function includes a reference to a power, authority and duty;
- b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- c) words importing the singular include the plural and vice versa

- d) words importing any gender include the other genders;
- e) persons include corporations and bodies politic;
- f) references to a person include the legal personal representatives, successors and permitted assignors of that person;
- g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction);
- h) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced; and
- i) the provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

2.3. Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Committee or a Sub-Committee of the Committee, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.4. The Act

- a) Words and phrases which are defined in the Act and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.
- b) Model rules under the Act are expressly displaced by this Constitution.

3 OBJECTS OF THE CLUB

3.1. The Objects of the Club are to:

- a) encourage, promote, and advance the Sport;
- b) enter teams of Members in competitions in the Sport;
- c) affiliate with the RSO, SSO and NSO, or other succession bodies administering the Sport of Rugby Union from time to time;
- d) maintain and enhance the reputation of the Sport and the standards of play and behaviour of Members; and
- e) undertake and or do other things or activities which are necessary, incidental, or conducive to the advancement of these Objects.

4 POWERS OF THE CLUB

For furthering the Objects, the Club has:

- a) the specific rights, powers and privileges conferred on it by the Act, Regulations, By-Laws and this Constitution.
- b) in addition, all the powers it would have if it were a company incorporated under the Corporations Act 2001 (Cwth).

5 MEMBERS

5.1. Categories of Members

The Members of the Club consist of:

- a) Ordinary Members, being
 - i. Senior Playing Member: a registered player over the age of 18 years;
 - ii. Non-Playing Member: a person not being a Senior Playing Member but has attained the age of 18 years; and
 - iii. Honorary Member: an honorary membership granted by the Committee to whomever they see fit to further the Objects of the Club without levying a subscription.
- b) Associate Members, being a registered player under the age of 18 years; and
- c) Life Members.

5.2. Admission of Members

- a) Subject to clause 5.1, a candidate for membership must apply to the Committee in writing or have completed registration via Rugby Xplorer (or its successor).
- b) A person is eligible to be a Member of the Club if:
 - i. the person is a natural person; and
 - ii. the person has been nominated and approved for membership of the Club in accordance with clause 5.3.
- c) The application must:
 - i. be in a form approved by the Committee.
 - ii. contain full particulars of the name and address and contact details of the applicant; and
 - iii. contain any other information prescribed by By-Laws for an application for membership.

5.3. Discretion to Accept or Reject Member Applications

- a) The Committee Members may accept or reject an application for membership whether the applicant has complied with the requirements in clause 5.2 or not. The Committee Members are not required, nor can they be compelled to provide any reason for rejection.

- b) Membership begins on the later to occur of:
 - i. acceptance of the application by the Committee Members; or
 - ii. payment of any fees payable by the new Member.

5.4. Associate Members

- a) Are required to be represented by at least one parent/guardian or carer who is required to be an Ordinary Member.
- b) Have the same rights and responsibilities as Ordinary Members with the exception of the right to attend General Meetings or Special Meetings and vote on resolutions.

5.5. Life Members

- a) Life Membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Club.
- b) Any Member may recommend a person for Life Membership by notice in writing to the Committee. A recommendation made under this clause must include a written report outlining the history of services of the nominee and must be supported by four other Members.
- c) A person may be appointed a Life Member by resolution of the Committee subject to the recommendation of the special Life Members Sub- Committee (see Appendix 2).
- d) A Life Member has all the rights of an Ordinary Member.
- e) A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid to play in a team representing the Club).

5.6. Obligations of Members

Each Member must:

- a) be a fit and proper person who is capable of obtaining a clear report from the authorities in relation to associating with children, if so required by the Committee or Regulations.
- b) treat all staff, contractors, and representatives of the Club and each and all of the RSO, SSO and NSO with respect and courtesy at all times;
- c) maintain and enhance the standards, quality, and reputation of both the Club and the Sport; and
- d) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club, the RSO, SSO, NSO or the Sport.

5.7. Register of Members

- a) The Club must keep and maintain a Register of Members in accordance with the Act.
- b) In addition to the information required by the Act, the Register may contain such other information as the Committee considers appropriate.
- c) Members must provide the Club with the details required by the Club to keep the Register complete and up to date
- d) The Public Officer of the Club must ensure a Register is established and maintained of Members of the Club specifying the name and postal or residential address of each person who is a member of the Club together with the date on which the person became a Member.
- e) The Register of Members must be kept in New South Wales.
- f) At the main premises of the Club; or
- g) If the Club has no premise, at the Club's official address.
- h) The Register of Members must be open for inspection, free of charge, by any Member of the Club at any reasonable hour.
- i) Having regard to privacy and confidentiality considerations, inspection of the Register will only be available as required by the Act and under clause 29.2(b). 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.
- j) A Member of the Club may obtain a copy of any part of the Register on payment of a fee of not more than \$2 for each page copied.
- k) If a Member, requests that any information contained on the Register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.
- l) Member must not use information about a person obtained from the Register to contact or send material to the person, other than for the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or any other purpose necessary to comply with a requirement of the Act or a By-Law.

5.8. Effect of Membership

- a) This Constitution constitutes a contract between each of the Members and the Club and each Member is bound by this Constitution and the By-Laws.
- b) Each Member is also bound by the rules, by-laws and regulations governing competitions in which the Member participates.

- c) Each Member authorises the Club to apply on the Member's behalf for the Member to be admitted to membership of the RSO, SSO and/or the NSO.

6 CESSATION OF MEMBERSHIP

6.1. General

A Member ceases to be a Member of the Club if:

- a) the Member dies;
- b) the Member is dissolved, wound up or bankrupted;
- c) the Member fails to pay membership fees as set out in clause 8 within three (3) months after the fees are due;
- d) the Member resigns from membership in accordance with clause 6.2; or
- e) the Member is expelled from the Club under clause 6.3.

6.2. Notice of Resignation

A Member may resign from membership of the Club on one month's notice in writing to the Club. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Club.

6.3. Expulsion for Breach

- a) Subject to clause 6.3(c) but despite anything contained in any By-Law made under clause 7(a), the Committee may expel a Member from membership of the Club if, in the opinion of the Committee, the Member has materially breached any of its obligations under this Constitution or the By-Laws.
- b) The Committee may, in its discretion, convene a judiciary committee under clause 7(c) to hear and determine an allegation that a Member has materially breached one or more of its obligations under this Constitution or the By-Laws and to make recommendations to the Committee about the appropriate consequences of its findings. The Committee may rely on the findings and recommendations of the judiciary committee.
- c) A member may not be expelled under clause 6.3(a) unless the Member has been afforded natural justice.

6.4. Return of Property

A Member who ceases to be a Member must not thereafter use any property of the Club (including, without limitation, its Intellectual Property) and must immediately return to the Club all of the Club's documents, records or other property in the possession, custody or control of the former Member.

6.5. Membership May be Reinstated

- a) Nothing in this clause 6 prevents a former Member from applying for readmission to membership but, in considering the readmission application the Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- b) Membership which has ceased under this clause 6 may be reinstated at the discretion of the Committee without an application having been made under clause 6.5(a), with such conditions as it deems appropriate.

6.6. Refund of Membership Fees

Membership fees or subscriptions paid by the former Member may, at the Committee's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

7 DISCIPLINE

- a) The Committee may make By-Laws governing the hearing and determination of disputes, protests or complaints by or against Members or participants and any other matter involving the enforcement of this Constitution or the By-Laws against Members or participants.
- b) A By-Law made under clause 7(a) may:
 - i. provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 7(a);
 - ii. prescribe penalties for breaches of this Constitution or the By- Laws;
 - iii. invest a judiciary committee or tribunal with power to impose penalties;
 - iv. and otherwise prescribe the procedures for dealing with cases falling under clause 7(a).
- c) Despite any By-Law made under clause 7(a), the Committee may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
- d) All proceedings relating to cases falling under clause 7(a) must be conducted according to the rules of natural justice.

8 SUBSCRIPTIONS AND FEES

- a) The Committee will:
 - i. fix annual membership subscriptions;
 - ii. fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club; and
 - iii. determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.
- b) On admission to membership a new Member must pay the current full year's subscription unless the Committee agrees to accept payment in instalments.

- c) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members if the Committee is satisfied that there are special reasons to do so.

9 POWERS OF THE COMMITTEE

9.1. General Powers of Committee

- a) Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Committee, which may exercise the powers of the Club for that purpose.
- b) The Committee must perform its functions in the pursuit of the Objects and in the interests of the Club as a whole, having regard to the Club's position as an affiliated club of the RSO and therefore as a custodian of the Sport's reputation in the local area.

9.2. Limitation

The Committee may not cause the Club to disaffiliate from the RSO, SSO and/or the NSO without an Ordinary Resolution of the Members in a General Meeting.

10 COMPOSITION OF THE COMMITTEE

10.1. Composition of the Committee

- a) The Committee will comprise:
 - i. the executive office-bearers of the Club; and
 - ii. a further six (6) ordinary Committee Members, each of whom is to be elected at the Annual General Meeting of the Club under clause 11.
- b) The maximum and minimum total number of Committee Members is to be eleven (11) and seven (7) respectively.
- c) The executive office-bearers of the Club are as follows:
 - i. the President;
 - ii. the Vice-President, Seniors
 - iii. the Vice-President, Juniors;
 - iv. the Treasurer; and
 - v. the Secretary.
- d) A Committee Member may hold up to two offices (other than both the President and Vice-President offices).
- e) Each Committee Member is, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the Committee Member's election, but is eligible for re-election.

10.2. **Portfolios**

The Committee may allocate portfolios to Committee Members.

10.3. **Co-President**

A Co-President will act as President when the President is not available and will be part of the committee.

11 **ELECTED COMMITTEE MEMBERS**

11.1. **Nominations**

- a) The Committee must call for nominations for Committee Member at least forty-nine (49) days prior to the Annual General Meeting.
- b) Any person being nominated for any Committee position, must meet the following criteria:
 - i. Have had a minimum of 12 months association with the club and
 - ii. Have volunteered in some capacity in the club operation, team, canteen or bar duties in those twelve months.
- c) The Committee may, when it calls for nominations, indicate which portfolios on the Committee it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

11.2. **Form of Nomination**

Nominations must:

- a) be in writing;
- b) be in the prescribed form (if any) provided for that purpose;
- c) be signed by the nominee; and
- d) be delivered to the Club not less than thirty-five (35) days before the date fixed for the Annual General Meeting.

11.3. **Elections**

- a) If the number of nominations received for the Committee does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- b) If there are insufficient nominations received to fill all vacancies on the Committee, nominations for the remaining Committee Member positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- c) If at any stage the number of nominations for the Committee exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.

- d) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Committee from time to time or if the Committee has not made a determination, by the method determined by the chairperson of the Annual General Meeting.
- e) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies under clause 12.1.

11.4. Term of Appointment for Committee Members

- a) Subject to clause 11.4(b), the term of office of each elected Committee Member begins at the conclusion of the Annual General Meeting at which their election occurs.
- b) If the law requires the Committee Member to have a particular qualification or clearance (for example, police clearance), the Committee Member's term will not begin until the qualification or clearance has been established.
- c) Subject to clause 11.4(a), the term of office of each Committee Member ends at the conclusion of the Annual General Meeting following their election, but the Committee Member is, subject to clause 11.4(a), eligible for re-election.

12 VACANCIES ON THE COMMITTEE

12.1. Casual Vacancies

Any casual vacancy occurring in the position of Elected Committee Member may be filled by the remaining Committee Members. A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting irrespective of the term of office of the person whom he or she replaces.

12.2. Grounds for Termination of Committee Member

The office of a Committee Member becomes vacant if the Committee Member:

- a) dies;
- b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- c) suffers from mental or physical incapacity;
- d) is disqualified from office under section 30 of the Act;
- e) resigns his or her office by notice in writing to the Club;
- f) is absent without the consent of the Committee from meetings of the Committee held during a period of four (4) months;
- g) holds any office of employment with the Club;
- h) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his or her interest;

- i) in the case of an Appointed Committee Member, is removed from office by the Committee Members;
- j) is removed by the Members in a General Meeting; or
- k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cwth)*.

If a Committee Member is removed by resolution of the Members, the Committee Member cannot be reappointed to the Committee as an Appointed Committee Member without a further resolution of Members authorising the appointment.

12.3. **Committee May Act**

If there are any vacancies on the Committee, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Member to a number sufficient to constitute a quorum.

13. **MEETINGS OF THE COMMITTEE**

12.4. **Committee to Meet**

- a) The Committee must meet as often as it considers necessary in every calendar year for the dispatch of business provided the interval between each meeting does not exceed three (3) months (and must meet at least as often as is required under the Act). Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- b) Any Committee Member may at any time convene a meeting of the Committee on reasonable notice to the other Committee Members.

12.5. **Attendance by Telephone**

A Committee Member may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

12.6. **Decisions of Committee**

Subject to this Constitution, questions arising at any meeting of the Committee may be decided by Ordinary Resolution. Each Committee Member has one (1) vote on any question. The chair does not have a casting vote.

12.7. **Resolutions not in Meeting**

- a) Subject to clause 13.4(d), the Committee may pass a resolution without a Committee meeting being held if all the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Committee Member signs.

- b) For the purposes of clause 13.4(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- d) A resolution may not be passed under clause 13.4(a) if, before it is circulated for voting under clause 13.4(a), the Committee resolves that it can only be put at a meeting of the Committee.
- e) A resolution passed under this clause must be recorded in the minute book.

12.8. **Quorum**

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is:

- a) if the number of Committee Members then in office is an even number, half of the number of Committee Members plus one; or
- b) if the number of Committee Members then in office is an odd number, half of the number of Committee Members rounded up to the next whole number.

12.9. **Chairperson**

The Committee must appoint one of the Committee Members as its chairperson. The chairperson will act as chair of any Committee meeting or General Meeting at which he or she is present and unless the Committee decides otherwise is the nominal head of the Club. If the chairperson is not present, or is unwilling or unable to preside at a Committee meeting, the remaining Committee Members must appoint another Committee Member to preside as chair for that meeting only.

12.10. **Committee Members' Interests**

The Committee Members must comply with the Act regarding disclosure of interests and voting on contracts in which a Committee Member has an interest.

14 **EXECUTIVE**

The Committee may, from time to time, employ a chief executive and other personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Committee determines.

15 **DELEGATIONS**

The Committee may, in writing, establish Sub-Committees and delegate to each of them the exercise of the functions of the Committee that are specified in the instrument of delegation, other than:

- a) this power of delegation; and

- b) a function that is a function imposed on the Committee by the Act, by any other law, or by resolution of the Club in a General Meeting.

16 ANNUAL GENERAL MEETINGS

- a) An Annual General Meeting of the Club must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.
- b) All General Meetings other than the Annual General Meeting will be Special General Meetings.

17 SPECIAL GENERAL MEETINGS

17.1. Special General Meetings May be Held

The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.

17.2. Requisition of Special General Meetings

- a) On the requisition in writing of not less than ten per cent (10%) of the total number of Members, the Committee must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- b) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- c) If the Committee does not cause a Special General Meeting to be held within one (1) month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- d) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.

18 ATTENDANCE AND VOTING AT GENERAL MEETINGS

- a) Each Member is entitled to attend and vote at General Meetings.
- b) Each of the Committee Members and the auditor (if any) is entitled to attend General Meetings, but not to vote unless he or she is a Member.

19 NOTICE OF GENERAL MEETINGS

- a) Notice of every General Meeting must be given to every Member, the auditor (if any) and the Committee Members by the means authorised in clause 31.
- b) A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- c) At least twenty-one (21) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
 - i. the agenda for the meeting;
 - ii. any notice of motion received from Members entitled to vote.

20 BUSINESS

- a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors (if any), the election of Committee Members under this Constitution and the appointment of the auditors (if any).
- b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 20(a), is special business.
- c) No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

21 PROCEEDINGS AT GENERAL MEETINGS

21.1. Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 21.3(a)(ii), a quorum for General Meetings is ten (10) Members.

21.2. Chairperson to Preside

The chairperson of the Committee will, subject to this Constitution, preside as chairperson at every General Meeting except:

- a) in relation to any election for which the chairperson of the Committee is a nominee; or
- b) where the chairperson of the Committee has a conflict of interest.

If the chairperson of the Committee is not present or is unwilling or unable to preside, the Members present must appoint another Committee Member to preside as chair for that meeting only.

21.3. **Adjournment of Meeting**

- a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - i. if the meeting was convened on the requisition of Members under clause 17.2, the meeting will lapse; and
 - ii. In any other case, those Members present will constitute a quorum.
- b) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- d) Except as provided in clause 21.3(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

21.4. **Voting Procedure**

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- a) the chairperson; or
- b) a simple majority of Members present at the meeting.

21.5. **Recording of Determinations**

A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

22 **VOTING AT GENERAL MEETINGS**

22.1. **Members Entitled to Vote**

Each Member is entitled to one (1) vote at General Meetings.

22.2. **Chairperson May not Exercise Casting Vote**

The chair of a General Meeting does not have a casting vote.

22.3. **Proxy Voting**

Proxy voting must not be undertaken at or in respect of a General Meeting.

22.4. **Postal Ballots**

- a) The Club may hold a postal ballot to determine any issue or proposal at any General Meeting (other than an appeal under clause 12).
- b) A postal ballot may be a direction by an eligible Member of their intention on the subject matter, where the Secretary or Returning Officer is satisfied of the authenticity of the direction.
- c) A postal ballot or direction may utilise Australia Post, courier, electronic means, or hand delivered to the Secretary.
- d) The Secretary's or the Returning Officer's (if one has been appointed) decisions are final on the authenticity.
- e) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

23 **DISPUTE RESOLUTION PROCEDURES**

- a) The dispute resolution procedures set out in this clause applies to disputes between a Member and:
 - i. another Member; or
 - ii. the Club.
- b) The parties to the dispute must meet and discuss the matter in dispute and if possible resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to the State Sport Dispute Centre for resolution.
- d) The Committee may prescribe additional grievance procedures in By-Laws consistent with this clause 23.
- e) In this clause 'Member' includes any former Member who was a Member not more than six (6) months before the dispute occurred.

24 **RECORDS AND ACCOUNTS**

The Club must comply with its obligations under of the Act in respect of accounts, records and minutes.

24.1. **Secretary**

- a) The Secretary of the Club must, as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address.
- b) It is the duty of the Secretary to keep minutes of:
 - i. all appointments of office-bearers and Members of the Committee;
 - ii. the names of Members of the Committee present at a Committee Meeting or a General Meeting, and
 - iii. all proceedings at Committee Meetings and General Meetings.
- c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

24.2. **Treasurer**

It is the duty of the Treasurer of the Club to ensure:

- a) that all money due to the Club is collected and received and that all payments authorised by the Club are made; and
- b) that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.

24.3. **Public Officer**

- a) A Public Officer should be appointed by the Committee to perform the role defined in the Act annually or when a change dictates.
- b) A Public Officer is the official point of contact for an incorporated association and may be one of the authorised signatories.
- c) A Public Officer shall be the Convenor of the Life Membership Review Panel, and shall determine its composition in accordance with Section 35 of this document.
- d) A Public Officer may be a Committee Member, an Ordinary Member, a Life Member or a person outside the Club.
- e) A Public Officer must be over 18 years of age and reside in New South Wales.

25 **AUDITOR**

- a) An auditor may be appointed at each Annual General Meeting as the Club's auditor for the then current Financial Year.
- b) If the Annual General Meeting appoints an auditor, any vacancy occurring during the year in the office of auditor must be filled by the Committee.
- c) The auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Club.

26 APPLICATION OF INCOME

The income and property of the Club must be applied solely towards the promotion of the Objects.

Except as prescribed in this Constitution or the Act, no portion of the income or property of the Club may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.

Subject to clause 26.4, nothing in clauses 26.1 or 26.2 prevents a payment in good faith to any Member:

- a) in accordance with clauses 3 and 26.1 where that Member is a not-for-profit entity with a similar purpose to the Club;
- b) for any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
- c) for goods supplied to the Club in the ordinary and usual course of operation;
- d) for interest on money borrowed from any Member;
- e) for rent for premises demised or let by any Member to the Club;
- f) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club.

No payment made under clause 26.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

26.1. Insurance

The Club may effect and maintain insurance.

26.2. Funds - Source

- a) The funds of the Club are to be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Club in a General Meeting, such other sources as the Committee determines.
- b) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.
- c) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

26.3. Funds - Management

- a) Subject to any resolution passed by the Club in a General Meeting, the funds of the Club are to be used in pursuance of the Objects of the Club in such manner as the Committee determines.

- b) All cheques, electronic transfers, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) Committee Members or employees of the Club, being members or employees authorised to do so by the Committee.

26.4. Change of Name, Objects and Constitution

An application to the Director-General for registration of a change in the Club's name, Objects or Constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Committee Member.

26.5. Custody of Books etc.

Except as otherwise provided by this Constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

26.6. Inspection of Books etc.

- a) The following documents must be open to inspection, free of charge, by a Member of the Club at any reasonable hour:
 - i. records, books and other financial documents of the Club;
 - ii. this Constitution; and
 - iii. minutes of all Committee meetings and General Meetings of the Club they would be eligible to attend.
- b) A Member of the Club may obtain a copy of any of the documents referred to in clause 26.10(a) on payment of a fee of not more than \$2 for each page copied.

27 WINDING UP

Subject to this Constitution, the Club may be wound up or deregistered in accordance with the Act.

28 DISTRIBUTION OF ASSETS ON WINDING UP

- a) If, on winding up, dissolution or deregistration of the Club and after satisfaction of all the Club's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- b) The organisation or organisations to whom the distribution is to be made under clause 28(a) may be determined by the Members in a General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a judge of the Supreme Court of New South Wales or any other Court that has jurisdiction in the matter.

29 CONSTITUTION

29.1. Alteration of Constitution

- a) Subject to clause 29.1(b), this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.
- b) If, in the opinion of the Committee, it is necessary to amend this Constitution:
 - i. to achieve or maintain affiliation of the Club with either or all of the RSO, SSO and the NSO;
 - ii. to comply with the Constitutions and By-Laws of either or all of the RSO, SSO and the NSO;or
 - iii. to achieve or maintain a particular tax status.

the Committee may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

30 BY-LAWS

30.1. Committee to Formulate By-Laws

The Committee may make and amend rules, regulations, by-laws or policies (**By-Laws**) for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and the Sport as it thinks necessary or desirable, including without limitation By-Laws governing:

- a) the conduct of competitions (including but not limited to the rules of competition and codes of conduct);
- b) the conduct of meetings;
- c) the resolution of disputes;
- d) discipline of Members for breaches of this Constitution or the By-Laws; and
- e) any other matter in respect of which this Constitution authorises the Committee to make By-Laws or which the Committee considers is necessary or appropriate for the good governance of the Club and its affairs.

The By-Laws must be consistent with this Constitution, the Constitutions of the RSO, SSO and the NSO, and any By-Laws made by the aforementioned bodies or successor bodies.

30.2. By-Laws Binding

All By-Laws are binding on the Club and all Members.

30.3. Publication of By-Laws

By-Laws and any amendments, alterations, or other changes to or interpretations of the By-Laws may be communicated to Members by a notice on the Club's website or in any

journal or publication which is published by or on behalf of the Club and which is circulated by the Club to the Members.

31 NOTICE

- a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or by facsimile, email or other electronic means or by its insertion on the Club's website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to its Members.
- b) Any notice required or authorised by this Constitution to be given to the Club may be served by delivering it personally to the Club at its registered office or by sending it through the post in a prepaid envelope addressed to the Club at the registered office.
- c) A notice served by post will be taken to have been received by the recipient on the fifth working day after it was posted.
- d) A notice served by facsimile, email or other electronic means will be taken to have been received by the Member two (2) hours after it was sent.

32 INDEMNITY

- a) Every Committee Member and employee of the Club is entitled to be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Member 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 proceedings in which relief is granted by the Court.
- b) The Club must indemnify its Committee Members and employees against all damages and losses (including legal costs) for which any such Committee Member or employee may be or become liable to any third party in consequence of any act or omission:
 - i. in the case of a Committee Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Club; and
 - ii. in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Club.

33 TRANSITIONAL PROVISIONS

33.1 Continuing Membership

Each person who is a Member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Committee, is the category most appropriate for that Member.

33.2 Committee Members

For the purpose of determining when the term ends for each Committee Member in office on the day on which this Constitution is adopted, time served in the Committee Member's current term will be counted as if this Constitution had been in place at the commencement of that term.

33.3 By-Laws Deemed Applicable

All rules, by-laws, policies and regulations of the Club in force at the date of the approval of this Constitution are to be deemed to be By-Laws and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.

34 APPENDIX 1: APPLICATION FOR MEMBERSHIP OF ASSOCIATION

WOLLONGBAR-ALSTONVILLE RUBY UNION CLUB INCORPORATED (incorporated under the *Associations Incorporation Act 2009 NSW*)

I, [full name of applicant]

of [address]

..... [occupation]

hereby apply to become a Member of the above-named incorporated association (“Club”). In the event of my admission as a Member, I agree to be bound by the Constitution of the Club for the time being in force.

..... [Signature of applicant]

..... [Date]

I, [full name]

a Member of the Club, nominate the applicant for membership of the Club.

..... [Signature of applicant]

..... [Date]

I, [full name]

a Member of the Club, second the nomination of the applicant for membership of the Club.

..... [Signature of applicant]

..... [Date]

35 APPENDIX 2: APPLICATION FOR LIFE MEMBERSHIP OF ASSOCIATION

Life Membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Club.

- a) Nominations for Life Membership are to be treated as strictly confidential at all levels.
- b) Electronic means may be used for Life Membership nominations where the original email is supported by four other Members in a chain of communication, i.e. each Member supporter has had the opportunity to read the original document
- c) If the nominee is the Secretary, then the nomination shall instead be addressed to the President or Treasurer.
- d) On receipt of the nomination, the Secretary (or President or Treasurer) shall refer the nomination to the Convenor of a Life Membership Review Panel. The nomination shall remain confidential until the outcome of the nomination is determined.
- e) If the nominee is the Secretary, then the nomination shall be addressed to the President/ Treasurer.
- f) If the nominees are the Secretary and the President, then the nominations shall be addressed to the Treasurer, i.e. not anyone associated with the nominee.
- g) A nomination shall be signed by no fewer than five (5) Members entitled to vote.

The nomination shall be accompanied by a written citation of the proposed Life Member giving a background of and reasons for the nomination. Basic criteria for a nomination shall be:

- a) Other than in exceptional circumstances, a minimum of ten (10) years membership of the Club;
- b) Service to the Club above and beyond the normal expectations from a Member;
- c) Has not or is not likely to bring the Club into disrepute; and
- d) Has by actions either on or off the playing field enhanced the standing of the Club.

On receipt of the nomination, the Secretary (President or Treasurer) shall refer the nomination to the convenor of a Life Membership Review Panel, the nomination shall remain confidential until the outcome of the nomination is determined.

The Review Panel shall comprise a total of five (5) persons, being:

- a) A current executive office-bearer as defined in clause 10.1(c);
- b) A current ordinary Committee Member as defined in clause 10.1(a)(ii);
- c) Two (2) existing Life Members; and
- d) A past President who has served more than one term as President.

After due consideration, the Life Membership Review Panel shall determine the nomination by secret ballot.

- a) If at least four votes are cast in favour of the nomination, the application is to be sent to the Committee indicating the Sub- Committee's support.
- b) If the nomination fails to gain the necessary support, the Committee is to be informed with a recommendation that no further action be taken.

All dealings with Life Membership shall be treated with the strictest confidence at all levels.

Life Members must be eighteen (18) years of age or older.

The presentation of such an honour shall be made at a deemed suitable event as recommended by the Life Membership Review Panel.