

*SOUTHS RUGBY UNION CLUB  
INCORPORATED*

*ADOPTED OPERATING RULES*

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# Model Rules

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## 1. Definitions and interpretation

### 1.1 Definitions - In these rules –

**Act** means the *Associations Incorporation Act 1981*.

**amalgamation** means the amalgamation of the merging incorporated associations under section 80 of the Act.

**association** means Souths Rugby Union Club Incorporated.

**child player** means a person under the age of 18 who is registered as player with the association in any one year and has the playing fees paid on their behalf in that year.

**major asset** means any lease, sub lease, licence, sub licence or fixtures running with the land in which the association has a legal or equitable interest.

**merging incorporated associations** means the Southern Districts Rugby Union Football Club Inc and the Southern Districts Junior Rugby Union Football Club Inc.

**objects** means the objects of the association under Rule 3.

**playing fees** means the annual membership, registration and other fees payable by playing members and child players as determined by the management committee.

**present—**

(a) at a management committee meeting, see rule 23.6; or

(b) at a general meeting, see rule 35.2.

**QRU** means Queensland Rugby Union Limited.

**supporter fees** means the annual membership fees payable by a supporter member as determined by the management committee in accordance with these rules.

### 1.2 Interpretation

a word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2. Name

2.1 The name of the incorporated association is **SOUTHS RUGBY UNION CLUB INCORPORATED** (*the association*).

## 3. Objects

3.1 The objects of the association are:

(a) to provide for the conduct, encouragement, promotion and administration of the game of rugby union football throughout Brisbane and environs;

(b) to foster, promote and encourage the development of rugby union football and community sport;

- (c) to conduct and promote inter-club, interstate and overseas rugby union football matches and tours;
- (d) to cooperate as a free and independent entity with:
  - (i) Australian Rugby Union Limited;
  - (ii) Queensland Rugby Union Limited;
  - (iii) Queensland Junior Rugby Union Inc;
  - (iv) Brisbane Junior Rugby Union Inc; and
  - (v) Qld Suburban Rugby Union Inc,

in advancing rugby union football in Brisbane, and to that end, affiliate itself to those entities and or other entities with similar objects to the association.
- (e) to promote the qualities of sportsmanship, leadership, consideration of others, responsibility, cooperation, self-discipline, self-confidence, initiative, courage, loyalty, self-expression, positive attitudes, emotional control, social adjustment and development of character in association members.
- (f) encourage and promote drug free competition;
- (g) adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in the game of rugby union;
- (h) apply the property and capacity of the Association towards the fulfilment and achievement of these objects;
- (i) pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of rugby union in Brisbane;
- (j) to seek or receive donations, gifts and legacies (whether subject to any special trusts or not) to apply to these objects; and
- (k) have regard to the public interest in its operations;
- (l) do all that is reasonably necessary to enable these objects to be achieved and to enable the members to receive the benefits which these objects are intended to achieve; and
- (m) at all times act on behalf of and in the interest of the members.

#### **4. Powers**

4.1 The association has the powers of an individual.

4.2 The association may, for example:

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

4.3 The association may take over the funds and other assets and liabilities of the merging incorporated associations.

4.4 The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## **5. Classes of members**

5.1 The membership of the association consists of the following classes of members each of which shall be unlimited in number —.

### **5.2 Playing member**

(a) a playing member is any person older than 18 years of age who registers as a player with the association in any one year and who pays the playing fees in that year.

(b) playing members may:

(i) attend and vote on any matter at any general meetings of the association; and

(ii) with leave of the chairperson of the general meeting, speak at any general meetings of the association.

### **5.3 Parent member**

(a) a parent member is any person who is the parent or guardian of a child player.

(b) parent members may:

(i) with leave of the chairperson of the general meeting, speak at any general meetings of the association;

(ii) attend and vote on any matter at any general meetings of the association provided always that only one vote may be exercised in respect of a child player and in the event that a parent member is the parent or guardian of two or more child players, then only one vote is exercisable on behalf of all of those child players.

### **5.4 Supporter member**

(a) a supporter member is any person who registers as a supporter with the association in any one year and pays the supporter fees for that year.

(b) supporter members may:

(i) attend and, provided they are older than eighteen years of age, vote on any matter at general meetings of the association; and

(ii) with leave of the chairperson of the general meeting, speak at any general meetings of the association.

### **5.5 Honorary member**

(a) the management committee of the association may confer honorary membership of the association on such person or persons as may be determined by the management committee on such terms for such period as it shall specify.

(b) honorary members may:

(i) attend general meetings of the association; and

- (ii) with leave of the chairperson of the general meeting, speak at any general meetings of the association.
- (c) honorary members may not vote on any matter at any general meetings of the association.
- (d) honorary members are not required to pay an annual fee to be an honorary member of the association.

#### **5.6 Life member**

- (a) submissions for nomination for life membership may be made by a member of the association, in writing, to the management committee.
- (b) a nominee for life membership must, in the management committee's opinion, have given at least ten years distinguished active service to the association and the advancement of rugby union football.
- (c) any such nominations will be considered by the management committee at a management committee meeting held prior to the annual general meeting.
- (d) if a majority of the members of the management committee present at the meeting vote to nominate a person for life membership, the nomination will be put before the membership at the annual general meeting to be voted upon and will be passed by a majority of more than two thirds ( $\frac{2}{3}$ ) of the voting members. Life members are not required to pay an annual fee to be a life member of the association.
- (e) no more than two (2) life memberships shall be passed in any one calendar year.
- (f) life members may, provided they are older than eighteen years of age, vote on any matter at any general meetings of the association.

#### **5.7 Associate member**

- (a) a spouse or partner of a playing member, parent member, supporter member, honorary member or life member is conferred associate membership of the association upon the playing member, parent member, supporter member, honorary member or life member attaining membership.
- (b) a spouse or partner's associate membership is only valid for the period in which his or her spouse or partner is a playing member, parent member, supporter member, honorary member or life member.
- (c) associate members may:
  - (i) attend general meetings of the association; and
  - (ii) with leave of the chairperson of the general meeting, speak at any general meetings of the association.
- (d) associate members may not vote on any matter at any general meetings of the association.
- (e) associate members are not required to pay a membership fee to be an associate member of the association.

#### **5.8 Perpetual member**

- (a) the management committee of the association may confer perpetual membership of the association on such person or persons as may be determined by the management committee on such terms as it shall specify.
- (b) perpetual members may:

- (i) attend general meetings of the association; and
  - (ii) with leave of the chairperson of the general meeting, speak at any general meetings of the association.
- (c) perpetual members may vote on any matter at any general meetings of the association.
- (d) perpetual members are not required to pay an annual fee to be a perpetual member of the association, but may be required to pay an initial fee to become a perpetual member of an amount to be determined by the management committee.

## 6. Automatic membership

- 6.1 A person who, on the day of amalgamation, was a member of either of the merging incorporated associations must be admitted by the management committee:
- (a) to the equivalent class of membership of the association as the member held in the merging incorporated association; or
  - (b) if there is no equivalent class of membership—as a supporter member.

## 7. New membership

- 7.1 An applicant for parent membership or player membership of the association must be:
- (a) in writing; and
  - (b) signed by the applicant; and
  - (c) be in the form otherwise decided by the management committee.
- 7.2 An application for supporter membership must be
- (a) proposed by 1 member of the association (the **proposer**) and seconded by another member (the **seconder**):
  - (b) in writing; and
  - (c) signed by the applicant (and the applicants proposer and seconder); and
  - (d) be in the form otherwise decided by the management committee.

## 8. Membership fees

- 8.1 The membership fee for each class of membership:
- (a) is the amount decided by the management committee from time to time at a management committee meeting; and
  - (b) is payable when, and in the way, the management committee decides.
- 8.2 A member of the association who, before becoming a member, has paid the members annual subscription for membership of the merging incorporated associations on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.



## **9. Admission and rejection of new members**

- 9.1 The management committee must consider an application for membership at the next committee meeting held after it receives:
- (a) the application for membership; and
  - (b) the appropriate membership fee for the application.
- 9.2 The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the persons application, the person is advised:
- (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance—the amount of the insurance.
- 9.3 The management committee must decide at the meeting whether to accept or reject the application.
- 9.4 If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 9.5 The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

## **10. When membership ends**

- 10.1 A member may resign from the association by giving a written notice of resignation to the secretary.
- 10.2 The resignation takes effect at:
- (a) the time the notice is received by the secretary;
  - (b) if a later time is stated in the notice—the later time; or
  - (c) if it is a resignation under rule 10.6, 1 July of the relevant financial year.
- 10.3 The management committee may terminate a members membership if the member:
- (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least 2 months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 10.4 Before the management committee terminates a members membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 10.5 If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.
- 10.6 If a player member or parent member who was a member in the previous financial year, has not made an application or paid the membership fees by 30 June of the current financial year is deemed to have resigned from the association in accordance with rule 10.1.

## **11. Appeal against rejection or termination of membership**

- 11.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 11.2 A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- 11.3 If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

## **12. Special general meeting to decide appeal**

- 12.1 The special general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 12.2 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 12.3 Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 12.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 12.5 If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## **13. Register of members**

- 13.1 The management committee must keep a register of members of the association.
- 13.2 The register must include the following particulars for each member:
  - (a) the full name of the member;
  - (b) the class of the member;
  - (c) the postal or residential address of the member;
  - (d) the date of admission as a member;
  - (e) the date of death or time of resignation of the member;
  - (f) details about the termination or reinstatement of membership;
  - (g) any other particulars the management committee or the members at a general meeting decide.
- 13.3 The register must be open for inspection by members of the association at all reasonable times.
- 13.4 A member must contact the secretary to arrange an inspection of the register.
- 13.5 However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available

for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

#### **14. Prohibition on use of information on register of members**

14.1 A member of the association must not:

- (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

14.2 Sub rule 14.1 does not apply if the use or disclosure of the information is approved by the association.

#### **15. Appointment or election of secretary**

15.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:

- (a) a member of the association elected by the association as secretary; or
- (b) any of the following persons appointed by the management committee as secretary:
  - (i) a member of the associations management committee;
  - (ii) another member of the association;
  - (iii) another person.

15.2 If the association has not elected an interim officer as secretary for the association before the implementation of these rules, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.

15.3 If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.

15.4 If the management committee appoints a person mentioned in sub rule 15.1(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.

15.5 However, if the management committee appoints a person mentioned in sub rule 15.1(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

15.6 If the management committee appoints a person mentioned in sub rule 15.1(b)(iii) as secretary, the person does not become a member of the management committee.

15.7 In this rule— **casual vacancy**, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

#### **16. Removal of secretary**

16.1 The management committee of the association may at any time remove a person appointed by the committee as the secretary.

- 16.2 If the management committee removes a secretary who is a person mentioned in rule 15.1(b)(i), the person remains a member of the management committee.
- 16.3 If the management committee removes a secretary who is a person mentioned in rule 15.1(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15.5, the person remains a member of the management committee.

## 17. Functions of Secretary

- 17.1 The secretary's functions include, but are not limited to:
- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
  - (b) keeping minutes of each meeting; and
  - (c) keeping copies of all correspondence and other documents relating to the association; and
  - (d) maintaining the register of members of the association.

## 18. Membership of management committee

- 18.1 The management committee of the association consists of:
- (a) a president;
  - (b) a secretary;
  - (c) a treasurer;
  - (d) two senior representatives and two junior representatives .
- 18.2 Subject to rules 18.3 and 18.4, a member of the management committee, other than a secretary appointed by the management committee under rule 15.1(b)(iii), must be a member of the association.
- 18.3 The senior representatives on the management committee must be either player members or supporter members.
- 18.4 The junior representatives on the management committee must be parent members.
- 18.5 At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- 18.6 A member of the association may be appointed to a casual vacancy on the management committee under rule 21.

## 19. Electing the management committee

- 19.1 A member of the management committee may only be elected as follows:
- (a) any 2 members of the association may nominate another member (the ***candidate***) to serve as a member of the management committee;
  - (b) the nomination must be:
    - (i) in writing; and

- (ii) signed by the candidate and the members who nominated him or her; and
  - (iii) given to the secretary at least seven days before the annual general meeting at which the election is to be held;
- (c) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
- (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 19.2 A person may be a candidate only if the person:
- (a) is an adult; and
  - (b) is not ineligible to be elected as a member under section 61A of the Act;
  - (c) is a player member or supporter member if the person is a candidate for senior representative; and
  - (d) is a parent member if the person is a candidate for junior representative.
- 19.3 A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.
- 19.4 If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 19.5 The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised:
- (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance—the amount of the insurance.
- 20. Resignation, removal or vacation of office of management committee member**
- 20.1 A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 20.2 The resignation takes effect at:
- (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice—the later time.
- 20.3 A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 20.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 20.5 A member has no right of appeal against the members' removal from office under this rule.
- 20.6 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **21. Vacancies on management committee**

- 21.1 If a casual vacancy happens on the management committee, the continuing members of the committee may, subject to rule 21.2, appoint another member of the association to fill the vacancy until the next annual general meeting.
- 21.2 If any vacancy arises on the management committee due to the resignation, removal or vacation of office by a junior representative or a senior representative, that vacancy must be filled in accordance with rules 18.3 and 18.4.
- 21.3 The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 21.4 However, if the number of committee members is less than the number fixed under rule 24.1 as a quorum of the management committee, the continuing members may act only to:
- (a) increase the number of management committee members to the number required for a quorum; or
  - (b) call a general meeting of the association.

## **22. Functions of management committee**

- 22.1 Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- 22.2 The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

*Note:* The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

- 22.3 The management committee may exercise the powers of the association:
- (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issued; and
  - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the members of the association may from time to time decide.
- 22.4 For sub rule 22.3(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:

- (a) the financial institution for the association; or
- (b) if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.

### **23. Meetings of management committee**

- 23.1 Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 23.2 The management committee must meet at least once every 4 months to exercise its functions.
- 23.3 The management committee must decide how a meeting is to be called.
- 23.4 Notice of a meeting is to be given in the way decided by the management committee.
- 23.5 The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 23.6 A committee member who participates in the meeting as mentioned in sub rule 23.5 is taken to be present at the meeting.
- 23.7 A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 23.8 A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 23.9 The president is to preside as chairperson at a management committee meeting.
- 23.10 If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

### **24. Quorum for, and adjournment of, management committee meeting**

- 24.1 At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 24.2 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 24.3 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee:
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 24.4 If, at an adjourned meeting mentioned in sub rule 24.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **25. Special meeting of management committee**

- 25.1 If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 25.2 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 25.3 A request for a special meeting must state:
- (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- 25.4 A notice of a special meeting must state:
- (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- 25.5 A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

## **26. Minutes of management committee meetings**

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

## **27. Appointment of subcommittees**

- 27.1 The management committee may appoint subcommittees consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- 27.2 A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 27.3 The management committee must appoint a senior rugby subcommittee, which must consist of the senior representatives and such other members considered appropriate and will be responsible for the rugby union football activities of player members.
- 27.4 The management committee must appoint a junior rugby subcommittee, which must consist of the junior representatives and such other members considered appropriate and will be responsible for the rugby union football activities of child players.
- 27.5 A subcommittee may elect a chairperson of its meetings.
- 27.6 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 27.7 A subcommittee may meet and adjourn as it considers appropriate.
- 27.8 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.



## **28. Acts not affected by defects or disqualifications**

28.1 An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.

28.2 Sub rule 28.1 applies even if the act was performed when:

- (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
- (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

## **29. Resolutions of management committee without meeting**

29.1 A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

29.2 A resolution mentioned in sub rule 29.1 may consist of several documents in like form, each signed by 1 or more members of the committee.

## **30. First annual general meeting**

30.1 The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

## **31. Subsequent annual general meetings**

31.1 Each subsequent annual general meeting must be held:

- (a) at least once each year; and
- (b) within 6 months after the end date of the association's reportable financial year.

## **32. Business to be conducted at annual general meeting**

32.1 The following business must be conducted at each annual general meeting of the association:

- (a) to conduct the voting for the election of management committee members. If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting;
- (b) the receiving of the management committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
- (c) the presenting to the meeting for adoption of either:
  - (i) an auditor's report upon the books and accounts for the preceding financial year; or
  - (ii) a signed statement of the accountant, authorised person or President regarding the bookkeeping processes of the association and financial statement for the preceding financial year,whichever is required for the association in accordance with the act;
- (d) electing members of the management committee;

- (e) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
- (f) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

### **33. Notice of general meeting**

- 33.1 The secretary may call a general meeting of the association.
- 33.2 The secretary must give at least 21 days' notice of the meeting to each member of the association.
- 33.3 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 33.4 The management committee may decide the way in which the notice must be given.
- 33.5 However, notice of the following meetings must be given in writing:
  - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision:
    - (i) to reject the person's application for membership of the association; or
    - (ii) to terminate the person's membership of the association;
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- 33.6 A notice of a general meeting must state the business to be conducted at the meeting.

### **34. Quorum for, and adjournment of, general meeting**

- 34.1 The quorum for a general meeting is at least two times the number of members elected or appointed to the management committee at the close of the association's last general meeting plus 1.
- 34.2 However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- 34.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 34.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- 34.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association:
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- 34.6 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 34.7 If a meeting is adjourned under sub rule 34.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 34.8 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

34.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **35. Procedure at general meeting**

35.1 A member may take part and vote in a general meeting in person, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

35.2 A member who participates in a meeting as mentioned in sub rule 35.1 is taken to be present at the meeting.

35.3 At each general meeting:

- (a) the president is to preside as chairperson; and
- (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way.

### **36. Voting at general meeting**

36.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

36.2 Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

36.3 A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

36.4 The method of voting is to be decided by the management committee.

36.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

36.6 If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

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

### **37. Special general meeting**

37.1 The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:

- (a) being directed to call the meeting by the management committee; or
- (b) being given a written request signed by:
  - (i) at least 33% of the number of members of the management committee when the request is signed; or
  - (ii) at least the number of members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or

- (c) being given a written notice of an intention to appeal against the decision of the management committee:
  - (i) to reject an application for membership; or
  - (ii) to terminate a person's membership.

37.2 A request mentioned in subrule 37.1(b) must state:

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

37.3 A special general meeting must be held within 3 months after the secretary:

- (a) is directed to call the meeting by the management committee; or
- (b) is given the written request mentioned in sub rule 37.1(b); or
- (c) is given the written notice of an intention to appeal mentioned in sub rule 37.1(c).

37.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

### **38. Minutes of general meetings**

38.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

38.2 To ensure the accuracy of the minutes:

- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
- (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

38.3 If asked by a member of the association, the secretary must, within 28 days after the request is made:

- (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
- (b) give the member copies of the minutes of the meeting.

38.4 The association may require the member to pay the reasonable costs of providing copies of the minutes.

### **39. By-laws**

39.1 The management committee may, in writing, make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association and for the management and composition of the sub-committees appointed under by-laws 27.3 and 27.4.

39.2 To be effective and valid, the making, amendment or repeal of any by-law, including a code of conduct, must be notified to members of the association.

39.3 A by-law may be set aside by a vote of members at a general meeting of the association.

## **40. Alteration of rules**

40.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

40.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

## **41. Common seal**

41.1 The management committee must ensure the association has a common seal.

41.2 The common seal must be:

- (a) kept securely by the management committee; and
- (b) used only under the authority of the management committee.

41.3 Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:

- (a) the secretary; or
- (b) another member of the management committee; or
- (c) someone authorised by the management committee.

## **42. Funds and accounts**

42.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.

42.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

42.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

42.4 A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.

42.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following:

- (a) the president;
- (b) the secretary;
- (c) the treasurer;
- (d) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.

42.6 However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.

42.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

42.8 A petty cash account must be kept on the impress system, and the management committee must decide the amount of petty cash to be kept in the account.

42.9 All expenditure must be approved or ratified at a management committee meeting.

### **43. General financial matters**

43.1 On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared, containing particulars of:

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

43.2 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

### **44. Documents**

44.1 The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

### **45. Notices**

45.1 Any notice required to be given under these rules may be given by any one of the following means:

- (a) by posting the written notice concerned on the association's notice board, located at the associations premises;
- (b) by sending the written notice to the postal address of the member as indicated on the register of members;
- (c) by sending the written notice to the email address of the member as indicated on the member's application for membership; and
- (d) by posting the written notice concerned on the website of the association.

### **46. Financial year**

46.1 The end date of the association's financial year is 30 September in each year.

### **47. Indemnity for management committee**

47.1 Every member of the management committee, office bearer, auditor or other officer or servant of the association shall be indemnified out of the funds of the association. It is the duty of the association to pay all costs, losses and expenses which any such person shall incur or become liable to by reason of any contract entered into or act or thing done by him or her as a member of the management committee, an office bearer, an auditor, an officer or servant or in any way in the discharge of his or her duties as such.

47.2 Every member of the management committee, officer bearer, auditor or other officer or servant of the association shall be indemnified out of the funds of the association against all liability incurred by him or her as such in defending any proceedings in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is under the relevant law granted to him or her by the Court.

### **48. Distribution of surplus assets to another entity**

48.1 This rule applies if the association:

(a) is wound-up under part 10 of the Act; and

(b) has surplus assets.

48.2 The surplus assets must not be distributed among the members of the association.

48.3 The surplus assets must be given to another entity:

(a) having objects similar to the association's objects; and

(b) the rules of which prohibit the distribution of the entity's income and assets to its members.

48.4 In this rule— *surplus assets* see section 92(3) of the Act.

#### **49. Major asset**

49.1 The association will not sell, assign, transfer or otherwise dispose of a major asset without the consent of a majority of members present and eligible to vote at a special general meeting.

49.2 The association will not mortgage, provide as security, or allow a charge over a major asset without the consent of a majority of members present and eligible to vote at a special general meeting.

#### **50. Team Colours**

50.1 The colours of the association shall be black and white.

50.2 In all matches players are to wear the football uniform in the associations colours.