



## **NORTH BRISBANE RUGBY UNION CLUB Inc.**

### **Notice of Special General Meeting**

Notice is hereby given that a Special General Meeting of the North Brisbane Rugby Union Club Inc will be conducted in the clubhouse at 128-150 Shaw Road, Wavell Heights at 6:30pm on Tuesday the 20<sup>th</sup> of August 2024.

All members are requested to be present by 6:00pm so that voting credentials can be verified.

#### **Proxy Voting**

In accordance with Article 30(6) of the Constitution, members may vote by proxy should they be unable to attend the meeting. Please contact club secretary, Derek Parker at [secretary@northseagles.com](mailto:secretary@northseagles.com) for a valid proxy form.

#### **Agenda**

1. Welcome and apologies.
2. Vote to Amalgamate with North Brisbane Junior Rugby Club Inc.

#### **Resolution**

1. That North Brisbane Rugby Union Club Inc amalgamate with North Brisbane Junior Rugby Club, on the basis that:
  - The name of the amalgamated Association will be North Brisbane Rugby Club Inc
  - The new rules of the amalgamated Association will be those listed at Annexure A
  - The interim officers of the amalgamated Association, until the next AGM, will be those listed at Annexure B



North Brisbane Rugby Union Club Inc  
ABN 40 633 958 368  
150 Shaw Road Wavell Heights QLD 4011  
Telephone 0418 243 161  
secretary@northseagles.com  
northsrugbyclub.com

## **Annexure A**

North Brisbane Rugby Club Inc.



## **NORTH BRISBANE RUGBY CLUB INC CONSTITUTION**

1. The name of the incorporated association shall be North Brisbane Rugby Club Inc (hereinafter called “the Association”)

### **2. INTERPETATION**

- 1) In these rules—

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

***present***—

- (a) at a management committee meeting, see rule 26(4); or
  - (b) at a general meeting, see rule 34(4).
- 2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.
  - 3) Any reference to North Brisbane Rugby Club Inc or the Association includes any predecessor clubs (those clubs are mentioned in rule 7(4)) where relevant.

### **3. OBJECTS**

The objects for which the Association is established are:

- 1) To play and compete in Rugby Union Football competitions;
- 2) To foster, encourage and promote the development, playing and interests of Rugby Union Football amongst participants of all ages, cultures and abilities;
- 3) To establish and enter teams in Brisbane, Queensland and National Rugby Union competitions at all levels as organised by the relevant Regional, State and/or National body responsible for said competitions;
- 4) To aid, support and assist financially the fostering and promotion of Rugby Union Football in schools and the local community;
- 5) To encourage social intercourse between the members of North Brisbane Rugby Club Inc;
- 6) To establish, support, maintain, train, coach and field in Rugby Union Football matches teams of Rugby Union Footballers and to promote the status of Rugby



Union Footballers, or to assist other parties to such ends and to assist Rugby Union Footballers generally; and

- 7) To establish, maintain and conduct a Rugby Union Football Club for the accommodation of members of the Association and their friends and generally to afford to them all usual privileges, advantages, conveniences and accommodation of a club.

#### **4. POWERS**

The Powers of the Association are:

- 1) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property amongst its members;
- 2) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities, and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- 3) To purchase, take on lease or in exchange, hire and otherwise acquire any land, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association; Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- 4) To enter any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights privileges and concessions;
- 5) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;



- 6) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in furtherance of its objects;
- 7) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- 8) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- 9) To take or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- 10) In furtherance of the objects of the Association to lend and advance money to give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 11) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- 12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 13) In furtherance of the objects of the Association to sell, improve, manage, develop , exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;



- 14) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property or whatsoever kind sold by the Association, or any money due to the Association from purchases and other;
- 15) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (4);
- 16) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- 17) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- 18) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income or property among its or their members;
- 19) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations to which the Association is authorised to amalgamate;
- 20) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 21) To make donations for patriotic, charitable or community purposes;
- 22) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- 23) To make any contribution to any insurance fund for the benefit of members;
- 24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.



## **5. CLASS OF MEMBERS**

- 1) The membership of the Association shall consist of the following classes of members: -
  - a) Ordinary members
  - b) Foundation members
  - c) Life members
  - d) Junior Player members
  - e) Parent/Guardian members
  - f) Junior Affiliate members
  - g) Affiliate members
  - h) Associate members
  - i) Honorary members
  - j) Ex-player Members
  - k) Social members
  - l) Ground Life Members
- 2) The number of each class of member shall be unlimited.

## **6. MEMBERSHIP**

- 1) The initial members of the Association shall be those persons who at the date of the amalgamation of North Brisbane Rugby Union Club Inc and North Brisbane Junior Rugby Club Inc. were members of either association.
- 2) Every applicant for any class of membership of the Association shall be by application in a manner determined by the committee from time to time.
- 3) The application for membership shall be made in writing and may be made by a form of electronic communication. The application need not be signed by the applicant but must contain information that the committee considers appropriate to adequately identify the member. At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class



of membership, such application shall be considered by the Management Committee, who shall thereupon determine to ratify or reject the membership of the applicant.

- 4) The subscription and method of payment shall be determined by the Management Committee from time to time and that Committee may in its discretion vary the subscription payable by the various classes of members.
- 5) Only those members of the Association entitled to vote and who have been financial members continuously for a period of a minimum of 12 months prior to the Annual General Meeting are eligible to stand for election on the Management Committee.

## **7. FOUNDATION MEMBERSHIP**

- 1) Foundation membership will be granted to those members who have paid in full a membership subscription of an amount determined by the Management Committee from time to time, and completed the prescribed application form and are accepted by the Management Committee as such.
- 2) Foundation members shall be exempt from further payment of annual dues, subscriptions and levies so determined by the Committee in respect of other types of membership from the date upon which they become foundation members.
- 3) Foundation members shall have the same rights as ordinary members including the right to vote at any Annual General Meeting or Special General Meeting called by the Association.
- 4) Those members who were foundation members of the North Brisbane Rugby Club Inc, Teachers, Teachers Norths, Norths, Brisbane Barbarians, Eagle Junction, Redcliffe, the QUT Rugby Club, North Brisbane Rugby Union Club or North Brisbane Junior Rugby Club are hereby granted foundation membership of the Association.

## **8. ORDINARY MEMBERSHIP**

- 1) Ordinary members shall be those members who are interested in the furtherance of the objects of the Association and who have been accepted as such in accordance with these rules.
- 2) Senior players are a part of this category of members. A Senior Player is a person over the age of 18 years who is registered to play Rugby Union for the Association.





- 3) All Ordinary Members have full voting rights.

## **9. LIFE MEMBERSHIPS**

- 1) The Executive may submit to the Annual General Meeting the name or names of members who in its opinion are deserving of the honour of Life Membership of the Association. Such persons must have rendered service to the Association for a period of not less than seven (7) years.
- 2) Not more than one person shall be elected in any one year and the voting in favour of any such motion must be a two thirds majority of those present at a general meeting.
- 3) A member elected as Life Member shall be presented with a suitable memento in recognition of his or her service to the Association.
- 4) Those members who were life members of the North Brisbane Rugby Club Inc, Teachers, Teachers Norths, Norths, Brisbane Barbarians, Eagle Junction, Redcliffe, QUT Rugby Club, North Brisbane Rugby Union Club Inc, North Brisbane Junior Rugby Union Club or the North Brisbane Junior Rugby Club are hereby granted Life Membership of the Association.
- 5) Life Members shall have the same rights as ordinary members including the right to vote at any Annual General Meeting called by the Association.

## **10. JUNIOR PLAYER MEMBERS**

- 1) A Junior Player Member is a person under 18 years of age registered to play Rugby Union for the Association.
- 2) Junior Player members are not entitled to vote.

## **11. PARENT/GUARDIAN MEMBERS**

- 1) A Parent/Guardian Member is a parent or guardian of a Junior Player Member.
- 2) A Parent/Guardian Member is entitled to cast one vote for each registered junior player member registered to play Rugby Union for the Association provided that where there is more than one parent or guardian only one vote may be cast per Junior Player Member

## **12. JUNIOR AFFILIATE MEMBERS**



- 1) A Junior Affiliate Member is any person under 18 who volunteers for the Association but is not eligible for another category of membership.
- 2) A Junior Affiliate Member is not entitled to vote.

### **13. AFFILIATE MEMBERS**

- 1) Affiliate members shall be those other members who are members of a sporting club or other body having substantial connection with the use of the facilities of the Association and who have accepted as such in accordance with these rules.
- 2) Affiliate members shall not be entitled to vote at any general meeting of the Association.

### **14. ASSOCIATE MEMBERS**

- 1) Associate members shall be the spouses of foundation, ordinary and life members.
- 2) Associate members shall not be entitled to vote at any general meeting of the Association.

### **15. HONORARY MEMBERSHIP**

- 1) Honorary members shall be those guests of a member of the Association who are accepted as members for such period and on such terms as are in accordance with these rules.
- 2) Honorary members shall not be entitled to exercise any of the rights conferred on other members by these rules.

### **16. EX PLAYER MEMBERSHIP**

- 1) Ex-Player Members may be granted to those ex-players who have paid in full an annual membership subscription of an amount determined by the Management Committee from time to time, and completed the prescribed application form and are accepted by the Management Committee as such. Ex-players will have played a minimum of One (1) full season for the club.
- 2) Ex-Player members shall have the same rights as ordinary members including the right to vote at any Annual General Meeting or Special General Meeting called by the Association provided, they are over the age of 18 years. For the avoidance of doubt a Parent/Guardian Member cannot exercise a vote for an Ex-Player Member



who is under the age of 18 years.

- 3) Those Ex-Players who were members of the North Brisbane Rugby Club Inc, Teachers, Teachers Norths, Norths, Brisbane Barbarians, Eagle Junction, Redcliffe, QUT Rugby Club, North Brisbane Rugby Union Club Inc, North Brisbane Junior Rugby Union Club or the North Brisbane Junior Rugby Club are hereby granted eligibility to apply for this class of membership of the Association.

#### **17. SOCIAL MEMBERS**

- 1) Social membership can be issued to any person who completes an application form and pays the nominated subscription price.
- 2) Social members do not have the right to vote or stand for management committee positions

#### **18. GROUND LIFE MEMBERS**

- 1) Ground Life Members are those members that were awarded such membership by predecessor club, Teachers Norths
- 2) Ground Life Members are entitled to vote and stand for management committee positions.

#### **19. TERMINATION OF MEMBERSHIP**

- 1) A member may resign from the Association at any time by giving notice in writing to the secretary of the management committee. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 2) If a member ;
  - a) convicted of an indictable offence; or
  - b) fails to comply with any of the provisions of these Rules; or
  - c) has membership fees in arrears for a period of two months or more; or
  - d) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association the Management Committee shall consider whether their membership shall be terminated.
- 3) The member concerned shall be given a full and fair opportunity of presenting their



case if the Management Committee resolves to terminate their membership it shall instruct the secretary to advise the member in writing accordingly.

## **20. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- 1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of their intention to appeal against the decision of the Management Committee.
- 2) Upon receipt of a notification of intention to appeal against a rejection or termination of membership the secretary shall convene, within three months of the date of receipt by them of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present their case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.
- 3) A person who for any reason ceases to be a member of the Association shall remain liable for, and pay the Association all monies which shall be due from them to the Association at the time at which they cease to be a member, and for the return of all Association equipment in their possession at such time.

## **21. REGISTER OF MEMBERS**

- 1) The Management Committee shall cause a Register of Members to be kept in which shall be entered the names and residential addresses and email addresses of all person admitted to membership of the Association and the dates of their admission.
- 2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- 3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.
- 4) Every member shall inform and keep the Registrar informed of their address and email address. Any notice required to be given to a member shall be deemed to have been given to such member if delivered or posted to the members last



address of which the Registrar has been informed.

## **22. OFFICE BEARERS AND MANAGEMENT COMMITTEE**

- 1) The office bearers of the Association shall be a Patron, President, a Vice President a Secretary (or Honorary Secretary as the case may be), an Honorary Treasurer and an Auditor.
- (2) The affairs of the Association shall be managed by the Management Committee consisting of the following:
  - a) President;
  - b) Vice President;
  - c) Secretary (or Honorary Secretary, as the case may be);
  - d) Honorary Treasurer; and
  - e) not less than two (2) and not more than six (6) other elected members
- (3) At the first committee meeting following election of officers, the Committee shall appoint from 22(2)(a)-(e), the most appropriate persons to chair the following sub-committees:
  - a) Senior Rugby
  - b) Junior Rugby
  - c) Commercial Operations
  - d) Facilities & Infrastructure
- (4) Elected Management Committee Members must always include:
  - a) Two Committee Members who are Parent/Guardian Members of the Association; and
  - b) Two Committee Members who have previously been actively involved in Senior Rugby as a Player, Coach, Manager, Administrator or Volunteer.
- (5) For the avoidance of any doubt:
  - a) The Management Committee shall comprise no fewer than six (6) members and no more than ten (10) members.



- b) a person may chair more than one (1) of the said sub-committees.
- (6) The Chairman of such sub-committees shall report back to Meetings of the full executive committee on the activities of their sub-committees.
- (7) The President, Secretary (or Honorary Secretary as the case may be) and Honorary Treasurer shall be ex-officio members of all sub-committees.
- (8) Term of Appointment to Management Committee.
- a) All members of the management committee shall be appointed for a term of 1 year.
  - b) If a management committee member serves a term of six (6) continuous years of service from the date of this constitution they shall be required to retire from office at the next annual general meeting.
  - c) Once a member ceases to be a member of the management committee of the Association after a period of 6 years of continuous service, they are not eligible to be nominated for the management committee for a minimum of another two (2) years.
  - d) Provided always that if there are insufficient nominations for required office bearer or management committee positions or if members pass a special resolution, then a management committee member may be nominated and be elected for a period in excess of six (6) continuous years from the date of these amendments
- (9) The election of officers and other members of the Management Committee shall take place in the following manner:-
- a) Any two members of the Association shall be at liberty to nominate any other eligible member to serve as an officer or other member of the Management Committee;
  - b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place;
  - c) A list of the candidate's names in alphabetical order, with the proposers and seconders names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association at least seven (7) days immediately



preceding the annual general meeting;

- d) Balloting lists shall be prepared (if necessary) containing the names of candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- e) Should at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

### **23. RESIGNATION AND REMOVAL OF OFFICE BEARERS**

- 1) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of not less than two thirds of the members present at such general meeting.
- 2) Any office bearer or member of the Management Committee who has in their possession any property or funds of the club shall on vacating office hand over such property or funds on their being requested to do so by the Management Committee and shall be given a receipt signed by the secretary for the time being for such property or funds so handed over.
- 3) Notwithstanding these rules any member of the Management Committee who, without reasonable excuse or without consent, absents themselves from three consecutive meetings may be removed from office and the management committee shall be empowered to declare vacant the member's office.

### **24. VACANCIES ON THE MANAGEMENT COMMITTEE**

- 1) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.
- 2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee but if and so long as their



number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

## **25. FUNCTION OF THE MANAGEMENT COMMITTEE**

- 1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee –
  - a) Shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - b) Shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these rules are silent.
- 2) The Management Committee may exercise all of the powers of the Association –
  - a) to borrow or raise or secure the payment of money in such a manner as the members of the Association may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
  - b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
  - c) To invest in such manner as the members of the Association may from time to time determine.





## 26. MEETINGS OF MANAGEMENT COMMITTEE

- 1) The Management Committee shall meet at least once every calendar month to exercise its functions.
- 2) A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the Management Committee.
- 3) 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 discussion as they happen.
- 4) A committee member who participates in the meeting as mentioned in subrule (3) is taken to be present.
- 5) At every meeting of the Management Committee a simple majority of the number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- 6) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit; Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be decided in the negative.
- 7) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which they are interested, or any matter arising thereout, and if they do so vote, their vote shall not be counted.
- 8) No less than seven days' notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 9) The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting they are not present within ten minutes after the time appointed for holding the meeting then the members may choose one of their number to be Chairman of the meeting.



- 10) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon requisition of members of the Management Committees shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and as such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall lapse.

## **27. SUB-COMMITTEES**

- 1) The Management Committee may delegate any of its powers to a sub- committee consisting of such members of the association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- 2) A sub-committee may elect a Chairman of its meetings who must be an elected Member of the Management Committee. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Chairman of the meeting.
- 3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 4) The Management Committee has the power to terminate a sub-committee as and when it, in its sole discretion, considers appropriate.
- 5) The Management Committee has the power to terminate a person's appointment to a sub-committee as and when it, in its sole discretion, considers appropriate.

## **28. VALIDATION OF ACTS OF COMMITTEES**

- 1) All acts done by any meeting of the Management Committee or of a sub- committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them



were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

- 2) A resolution in writing signed by all members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it has been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

## **29. DELEGATES**

- 1) The Management Committee is empowered to appoint delegates to any affiliated Rugby Unions as the constitutions of such Rugby Unions may from time to time require.
- 2) Delegates appointed in accordance with preceding sub-rule are authorised to represent the Association only in accordance with the directions of the Management Committee.

## **30. ANNUAL GENERAL MEETING**

- 1) The annual general meeting shall be held within three months of the close of the financial year.
- 2) The business to be transacted at every annual general meeting shall be –
  - a) the receiving of the Management Committee's report and statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
  - b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - c) the election of members of the Management Committee; and
  - d) the appointment of an auditor;
  - e) the dealing with any special matter which the Management Committee desires to bring before the meeting;
  - f) the dealing with any other matter brought before the meeting by any member



whether on notice or not.

### **31. SPECIAL GENERAL MEETINGS**

- (1) The secretary shall convene a special meeting –
  - a) when directed to do so by the Management Committee; or
  - b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of the members presently on the Management Committee plus one. Such requisition shall clearly state why such special general meeting is being convened and the nature of the business to be transacted thereat; or
  - c) on being given a notice in writing of an intention to appeal against a decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

### **32. QUORUM**

- 1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- 2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 4) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as is aforesaid it shall not be necessary to give any notice of an



adjournment or of the business to be transacted at an adjourned meeting.

### **33. NOTICE**

- 1) The secretary shall convene all general meetings of the Association by giving not less than 14 days' notice of any such meeting to the members of the Association.
- 2) The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of any member against the rejection or termination of this membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed.

### **34. PROCEDURE AT GENERAL MEETINGS**

- 1) Unless otherwise provided by these Rules, at every general meeting -
  - a) The President shall reside as Chairman, or if there is no President, or they are not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, then the members present shall elect one of their number to be Chairman of the meeting;
  - b) The Chairman shall maintain order and shall conduct the meeting in a proper and orderly manner;
  - c) Every question, matter or resolution shall be decided by a majority of votes of the members present;
  - d) Every member present, who is eligible to cast a vote in accordance with these rules, shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote; provided that no member shall be entitled to vote if that member's annual subscription is more than one month in arrears at the date of the meeting;
  - e) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such a manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.



- 2) A member may vote in person, by proxy or by attorney. An instrument appointing a proxy must be in writing and signed by the appointor or the appointor's attorney properly authorised in writing. A proxy may be a member of the Association or another person and, if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form:

ASSOCIATION:

I \_\_\_\_\_ of \_\_\_\_\_ being a member of the Association appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual ) general meeting of the Association to be held on

\_\_\_\_\_ and at any adjournment of the meeting.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

This form is to be used to vote \*in favour of / \* against the resolution.

\* Strike out whichever is not wanted. Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.

- 3) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 4) A member who participates in in a meeting as mentioned in subrule 34(2) is taken to be present at the meeting.

### 35. MINUTES

- 1) The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by a financial member who previously applies to the secretary for that inspection.
- 2) For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting: Provided that the minutes of the annual general meeting shall



be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

### **36. BY-LAWS**

- 1) The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-laws may be set aside by a general meeting of members.
- 2) By-laws passed in accordance with this rule shall be notified to members of the club in such manner as the Management Committee shall determine and such by-law shall take effect to the same extent as these rules at the expiration of fourteen (14) days from such notice.
- 3) Provided that any by-law passed in accordance with this rule which is inconsistent with the constitution shall be void to the extent of such inconsistency.

### **37. ALTERATION OF THE CONSTITUTION**

- 1) Subject to the provisions of the *Associations Incorporation Act 1981*, these Rules may be amended, repealed or added to by special resolution carried at a general meeting.
- 2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

### **38. COMMON SEAL**

- (1) The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee for the purpose.

### **39. FUNDS AND ACCOUNTS**

- 1) The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.
- 2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.



- 3) All moneys shall be banked as soon as practical after receipt thereof.
- 4) All amounts over two hundred and fifty dollars (\$250.00) shall be paid by cheque or electronic funds transfer signed, in the case of a cheque, or authorised with the Associations financial institution, and in the case of an electronic funds transfer by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.
- 5) The Management Committee shall determine the amount of petty cash which shall be kept in the imprest system.
- 6) All expenditure shall be approved or ratified at the Management Committee meeting.
- 7) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of –
  - a) the income and expenditure for the financial year just ended;
  - b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 8) All statements shall be examined by the auditor who shall present his report upon such audit to the secretary prior to holding of the annual general meeting next following the financial year in respect of which such audit was made.
- 9) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by them to the Association or otherwise owing by the Association to them or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.





#### **40. DOCUMENTS**

- (1) The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

#### **41. FINANCIAL YEAR**

- 1) The financial year of the Association shall close on 31<sup>st</sup> of October in each year.

#### **42. DISTRIBUTION OF SURPLUS ASSETS**

- 1) If the Association shall be wound up in accordance with the provisions of the *Associations Incorporation Act 1981*, and there remains, after satisfaction of all its debts and liabilities, and property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having similar objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members, such institution or institutions to be determined by the members of the Association.

#### **43. COLOURS**

- 1) The representative colours of the Association shall be sky blue with maroon trim and white shorts for home games and such other colours for away games as the management committee shall from time to time determine.
- 2) The Committee shall determine from time to time the design of the players football uniform.



## Annexure B

### Interim Committee through to next AGM

| Role             | Member         |
|------------------|----------------|
| President        | Shaun McKinnon |
| Vice President   | Brec Fenton    |
| Secretary        | Derek Parker   |
| Treasurer        | Scott Mills    |
| Committee Member | Rachel Watson  |
| Committee Member | Rob Sullivan   |
| Committee Member | Dave Heaton    |
| Committee Member | Matt Turner    |
| Committee Member | Shane Horton   |
| Committee Member | Shannah Thun   |