

DURAL RUGBY CLUB INCORPORATED
GUIDELINES FOR THE MANAGEMENT COMMITTEE

INCORPORATION NO Y2584407

17TH FEBRUARY 1997

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RULES FOR INCORPORATION

PART ONE

PRELIMINARY

DEFINITIONS

1.(1) In these rules, except in so far as the context or subject-matter otherwise indicates or requires-

"ordinary member" means a member of the committee who is not an office-bearer of the association, as referred to in rule 12(2);

"secretary" means-

(a) the person holding office under these rules as secretary of the association; or

(b) where no such person holds that office

-the public officer of the association;

"special general meeting" means a general meeting of the association other than annual general meeting;

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

"the Regulation" means the Association Incorporation Regulation, 1985.

(2) In these rules-

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act, 1897, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

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PART II

MEMBERSHIP

Membership qualifications.

2.(1) A person is qualified to be a member of the association if-

(a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be member of the association at any time after incorporation of the association under the Act; and

(b) the person is a natural person,

(i) who has been approved for membership of the association by the committee of the association.

3 (1) (a) A person becomes a member of the association upon registration of their child as a player with Dural Rugby Club.

(b) A person over eighteen years of age becomes a member of the association upon registration with Dural Rugby Club.

(c) A person other than that described in Rule 3.1(a) and 3.1(b) becomes a member of the association upon his or her acceptance by the committee.

(2). If the committee determines to approve a nomination for membership, the secretary must, as soon as practicable, notify the nominee of that approval and request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.

(3) The secretary must, on payment by the nominee of the amounts referred to in clause (2) within the period referred to in that clause, enter the nominee's name in the register of members and on the name being so entered, the nominee becomes a member of the association.

(4) Recommendations for life membership shall be made by the Committee to a general meeting for approval.

Cessation of membership.

4. (1) A person ceases to be a member of the association if the person-

(a) dies;

(b) resigns that membership;

(c) is expelled from the association; or

(d) is a parent or guardian of a child whose registration with Dural Rugby Club has ceased.

(2) The secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

Membership entitlements not transferable.

5. A right, privilege or obligation which a person has reason of being a member of the association-

(a) is not capable of being transferred or transmitted to another person; and

- (b) terminates upon cessation of the person's membership.
- (d) is the parent or guardian of a child who ceases to be registered as a player with the Dural Rugby Club.
- (e) is a person who ceases to be a registered player with the Dural Rugby Club.

Register of members.

6. (1) The public officer of the association shall establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person become a member.

(2) The register of members shall be kept at the principal of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

Fees, subscriptions, etc.

7. (1) A member is admitted in accordance with Clause 3.1(a) and 3.1(b) shall pay an annual registration fee which will be determined by the committee at the beginning of each calendar year.

(2) A member admitted in accordance with Rule 3.1 (c) will pay an annual membership fee of \$1.00 or, if some other amount is determined by the committee, that other amount.

Members liabilities.

8. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any unpaid by the member in respect of membership of the association as required by rule 7.

Disciplining of members.

9.(1) A complaint may be made by any member of the association that some other member of the association:

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association,

(2) On receiving such a complaint, the committee:

- (a) must cause notice of the complaint to be served on the member concerned; and
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

(3) The committee may, by resolution, expel the member from the association; or suspend the member from membership of the association for a specified period if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

(4) Where the committee passes a resolution under clause (1), the secretary must, within

7 days after the action is taken cause a notice in writing to be served on the member of the action taken, of the reasons given by the committee for having taken that action and the members right of appeal under rule 10.

- (5) the expulsion or suspension does not take effect-
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, until the association confirms the resolution pursuant to rule 10 (4).

Right of appeal of disciplined member.

10. (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under rule 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) Upon receipt of the notice from a member under clause (1), the secretary shall notify the committee which shall convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

- (4) At a general meeting meeting of the association convened under clause (2)
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed revoked.

(5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III

THE COMMITTEEPowers, etc., of committee.

11. The management of the association shall be vested in a committee called the committee of management and, subject to the Act, the Regulation, and these rules, and to any resolution passed by the association in general meeting-

(a) shall control and manage the affairs of the association;

(b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and

(c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

Constitution and membership.

12. (1) Subject in the case of the first members of the committee to section 21 of the act, the committee shall consist of-

(a) the office-bearers of the association; and

(b) 3 ordinary members, each of whom shall be elected at the annual general meeting of the association pursuant to rule 13.

(2) the office-bearers of the association shall be-

(a) the president;

(b) the vice-president;

(c) the treasurer;

(d) the secretary.

(3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election's but is eligible for re-election.

(4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

Election of members.

13. (1) Nominations of members as candidates for election as office-bearers of the association or as ordinary members of the committee-

(a) shall be made in writing and bear the title of the office or position for which such nomination is made, the names and the signatures of two other members of the association (the nominator and seconder), and the written consent of the candidate to such nomination (which consent may be endorsed on the form of nomination); and

(b) shall be delivered to the secretary of the association not less than 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further verbal nominations shall be received at the annual general meeting in respect of offices or positions for which written nominations have not been received.

(3) If insufficient verbal nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

(6) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

Secretary.

14. (1) The Secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

(2) It is the duty of the secretary to keep minutes of-

- (a) all appointments of office-bearers and ordinary members of the committee;
- (b) the names of members of the committee present at a committee meeting or a general meeting; and
- (c) all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

Treasurer.

15. It is the duty of the treasurer of the association to ensure that

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

Casual vacancies.

16. For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member-

- (a) dies;
- (b) ceases to be a member of the association;
- (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code.
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under rule 17;
- (f) becomes of unsound mind or a person whose or estate is liable to be dealt with in any way under the law relating to mental health;
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 3 consecutive months.

Removal of member.

17 . (1) The association in general meeting may, by resolution, remove any member of the committee from the office of member before the expiration of the member's term of office and may, by resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) Where a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representation to each member of the association or, if they are so sent, the member is entitled to require that representations be read out at the meeting at which the resolution is considered.

Meetings and Quorum.

18. (1) The committee shall meet monthly at such place and time as the committee may determine.

(2) Additional meetings of the committee may be convened by the president or by any member of the committee.

(3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(6) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed the meeting a quorum is not present the meeting

stands adjourned to a time and a place to be determined at the adjournment, such time to be not less than 7 days from and not more than 1 month from the date of the adjournment.

(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

(8) At a meeting of the committee-

(a) the president or, in the president's absence the vice-president shall preside; or

(b) if the president and the vice-president are absent or unwilling to act as such, one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

Delegation by committee to sub-committee

19. (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee sees fit) the exercise of such of the functions of the committee as are specified in the instrument, other than-

(a) this power of delegation; and

(b) a function which is a duty imposed on the committee by the Act or any other law.

(2) A function the exercise of which has been delegated under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time circumstances, as may be specified in the instrument of delegation.

(4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.

(6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(7) A sub-committee may meet and adjourn as it thinks proper.

Voting and decisions.

20. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

(2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second

or casting vote.

(3) Subject to rule 18(5), the committee may act notwithstanding any vacancy on the committee

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment qualification of any member of the committee. or sub-committee.

PART IV

GENERAL MEETINGS

Annual general meeting - holding of.

21. (1) The annual general meeting of the association is, subject to the Act and to rule 21, to be convened on such date and at such place and time as the committee thinks fit.

(2) Clause (1) has effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

Annual general meeting - calling of and business at.

22 (1) The annual general meeting of the association shall, subject to the Act and to rule 21, be convened on such date and at such place and time as the committee sees fit.

(2) In addition to any other business which may be transacted at an annual general meeting, business of an annual general meeting shall be-

(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

(b) to receive from the committee reports upon the activities of the association during the last preceding financial year;

(c) to elect office-bearers of the association and ordinary members of the committee; and

(d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.

(3) An annual general meeting shall be specified as such in the notice convening it.

Special general meetings- calling of.

23. (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.

(2) The committee must, on the requisition in writing of at least 5% of the total number of

members, convene a special general meeting of the association.

- (3) A requisition of members for a special general meeting-
- (a) shall be lodged with the secretary;
 - (b) shall state the purpose or purposes of the meeting;
 - (c) shall be signed by the members making the requisition; and
 - (d) may consist of several documents in a similar form, each signed by one, or more of the members making the acquisition.

(4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

(5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

Notice.

24. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, to each member, cause to be delivered personally, or to be sent by pre-paid post to the members's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed be transacted at the meeting.

(2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided for in clause (1) specifying, in addition to the matter required under clause (1), intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of annual general meeting, business which may be transacted pursuant to rule 22(2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after of the notice from the member.

Procedure.

25. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a meeting.

(3) If within half an hour after the appointed time for the commencement of a general

meeting a quorum is not present, the meeting:

- (a) if convened upon the requisition of members shall be dissolved, and
- (b) in any other case shall stand adjourned to the same day in the following week at the same time (unless another place is specified at the time of adjournment, by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

Presiding member.

26. (1) The president, or, if the president is not present within 15 minutes from the time appointed for the holding of the meeting, the vice-president shall preside as chairperson at each general meeting of the association.

(2) If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect by simple majority one of their number to preside as chairperson at the meeting.

Adjournment.

27. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at which the adjournment took place.

(2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

Making of decisions.

28. (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to

that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

(2) At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.

(3) Where a poll is demanded at a general meeting, the poll shall be taken.

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

Special resolution.

29. A resolution of the association is a special resolution if-
- (a) it is passed by a majority which comprises not less than three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
 - (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

Voting.

30. (1) Upon any question at a general meeting of the association a member has one vote only.

(2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.

(3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled exercise a second casting vote.

(4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

Appointment of proxies.

31. (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.

MISCELLANEOUS

Insurance.

32 (1) The association shall effect and maintain insurance pursuant to section 44 of the Act.

(2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

Funds - source.

33. (1) The funds of the association shall be derived, from fees, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

(2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's appropriate bank, building society or other account as is approved by the committee.

(3) The association must, as soon as practicable after receiving any money issue an appropriate receipt.

Funds--management.

34. (1) Subject to any resolution passed by association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the committee or employees of the association, being members or employees authorised to do so by the committee.

Alterations of objects and Rules

35. (1) The statement of objects and these rules may be altered, rescinded or added to only by special resolution of the association.

Common Seal

37. (1)The common seal of the association shall be kept in the custody of the public officer.

(2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or of one member of the committee and of the public officer or secretary.

Custody of Books, etch

38. Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

Inspection of Books, etc.

39. The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

Audit

40. (1) An auditor shall be appointed at the annual general meeting.

(2) Following the end of the financial year of the association the auditor shall be required to examine all accounts, vouchers, receipts, books etc. and furnish a report thereon to be presented at the annual general meeting of the association.

(3) The auditor shall not be a member of, or closely related to, a member of the committee.

Service of notice.

41. (1) For the purpose of these rules, a notice may served by or on behalf of the association upon any member either personally or by sending it post to the member at the member's address shown in the register of members.

(2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these rules to have been served on the ordinary course at which the letter would have been delivered in the ordinary course of post.

Non-Profit

42. The assets and income of the association shall be applied solely to the furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

Winding up.

43. In the event of the association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has rules prohibiting the distribution of the assets and income of its members.

Amalgamation

44. Where it furthers the objects of the association to amalgamation with any one or more other organisations having similar objects, the other organisation(s) must have rules prohibiting the distribution of its (their) assets and income to members

Appendix 1

TO BE USED IF YOU CANNOT ATTEND THE AGM AND YOU WISH TO CAST A VOTE FOR A PARTICULAR NOMINATION

FORM OF APPOINTMENT OF PROXY

I,.....
(full name)

being a member of Dural Rugby Club Inc.

hereby appoint.....or the President
(full name of proxy)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the Annual General Meeting of the Association to be held on the(Insert Date) and at any adjournment of that meeting.

.....
Signature of member appointing proxy

Date.....

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