



CONSTITUTION OF GOSFORD RUGBY CLUB INCORPORATED

Contents

PART 1 PRELIMINARY	3
1 Definitions and Objectives	3
PART 2 MEMBERSHIP	5
2 Membership Generally	5
3 Application for Membership	7
4 Cessation of Membership	7
5 Membership Entitlements Not Transferable	8
6 Resignation of Membership	8
7 Register of Members	8
8 Fees and Subscriptions	10
9 Members' Liabilities	11
10 Disciplining of Members	11
11 Right of Appeal of Disciplined Member	12
12 Resolution of Disputes	12
PART 3 THE COMMITTEE	13
13 Powers of the Committee	13
14 Composition and Membership of Committee	14
15 Election of Committee Members	15
16 Secretary	15
17 Treasurer	16
18 Casual Vacancies	16
19 Removal of Committee Members	17
20 Committee Meetings and Quorum	17
21 Appointment of Association Members as Committee Members to Constitute Quorum	18
22 Use of Technology at Committee Meetings	18
23 Delegation by Committee to Sub-Committee	18
24 Voting and Decisions	19
PART 4 GENERAL MEETINGS	20
25 Annual General Meetings - Holding Of	20
26 Annual General Meetings - Calling Of and Business At	20
27 Special General Meetings - Calling Of	21
28 Notice	21
29 Quorum for General Meetings	22
30 Presiding Member	22
31 Adjournment	22
32 Making of Decisions	23
33 Special Resolutions	23
34 Voting	24
35 Proxy Votes	24
36 Postal or Electronic Ballots	24
37 Use of Technology at General Meetings	24
PART 5 MISCELLANEOUS	25
38 Insurance	25
39 Funds - Source	25
40 Funds - Management	25
41 Association is Non-Profit	26
42 Distribution of Property on Winding Up of Association	26
43 Change of Name, Objects and Constitution	26
44 Custody of Books etc	26
45 Inspection of Books etc	27
46 Service of Notices	27
47 Financial Year	27
48 Club Colours	28
49 Common Seal	28

PART 1: PRELIMINARY

1. DEFINITIONS

- (1) In this constitution:

Ordinary Committee Member means a member of the committee who is not an office-bearer of the association.

Secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no person holds that office - the public officer of the association.

Special General Meeting (or **General Meeting**) means a general meeting of the association other than an Annual General Meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

- (2) In this constitution:

- (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, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.
- (4) "CLUB" means (unless inconsistent with the context) the body formed to administer and control Rugby Football according to the laws of the game as adopted by the Australian Rugby Football Union. In this case the Club is "Gosford Rugby Club".
- (5) "COMMITTEE" means the Management Committee of the Gosford Rugby Club
- (6) "ANNUAL MEETING" means the Annual General Meeting of the Gosford Rugby Club.
- (7) "THE TREASURER" means the person elected at the Annual General Meeting to perform the duties of Treasurer to the Gosford Rugby Club and includes any person so elected and performing those duties in an honorary capacity.
- (8) "MEMBER" means all members of not less than eighteen (18) years of age who shall be fully paid up members of the Gosford Rugby Club.

OBJECTIVES :

The Objects of the Gosford Rugby Club are:-

- (a) To control all Rugby played in the Gosford and surrounding districts.
- (b) To develop, encourage and foster the Rugby game in the Gosford and surrounding districts.
- (c) To assist generally in the promotion, conduct and propagation of Rugby Union Football in the Gosford and surrounding districts, and to provide or assist in the provision of training, conditioning and teaching facilities for football played in accordance with the rules of the Australia Rugby Union.
- (d) To promote all or any of the games of Rugby Union Football, cricket, bowls, tennis, squash, golf, billiards and other amateur athletic sports, recreations and past-times, and to acquire, prepare and maintain football grounds, cricket grounds, tennis and squash courts, bowling greens and any other grounds necessary or desirable for any amateur athletic sports or past-times.
- (e) To purchase, hire, lease or otherwise acquire, for the purposes of the Club, any real or personal property and any rights or privileges which the Club may think necessary or desirable for the carrying out of its objects or any of them.
- (f) To select, coach, manage and control Rugby teams to represent it from time to time in any match or fixture arranged by it or against any other team or teams

PART 2 : MEMBERSHIP

2. Membership

- (1) A person is eligible to be a member of the association if:
 - (a) the person has applied and been approved for membership of the association in accordance with clause 3.
- (2) A person is taken to be a member of the association if:
 - (a) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.
- (4) The Gosford Rugby Club may from time to time appoint any past or present office bearer of the Gosford Rugby Club or member of the Committee and any person who rendered distinguished service to the Gosford Rugby Club to be a Life Member upon the following terms:
 - (a) Such Life Member shall be elected by a three-quarters majority of those present and entitled to vote at any Annual Meeting.
 - (b) Notice of nomination for Life Membership signed by at least six (6) members entitled to vote at a General Meeting of the Gosford Rugby Club shall be given to the Secretary at least one (1) month prior to the Annual General Meeting at which the election for such Life Membership is intended to be held.
 - (c) Such nomination shall be reported and circulated by the Secretary to the first Committee meeting held after the receipt of such nomination and if such nomination be approved by the Committee it shall be submitted to the Annual General Meeting. At an Annual Meeting voting for admission as a Life Member shall be by ballot.
 - (d) That all nominations for Life Membership be passed through a Committee of at least three (3) present Life Members. This Committee will then decide if the nomination for Life Membership should be put forward at the Club's next AGM. The current GRC Office Bearers will appoint Life Members to be on this Committee as it is necessary.

- (e) Every Life Member admitted in accordance with the Constitution shall be entitled to vote at the Annual General Meeting only, and shall be entitled to receive a Life Member's Badge, which on presentation at any ground controlled by the Gosford Rugby Club shall admit to any match under the control of the Gosford Rugby Club or any of its affiliated Unions.
 - (f) Not more than two (2) new Life Members shall be elected in any one (1) year.
 - (g) No member shall be elected to Life Membership until ten (10) years of active and constructive service has been observed.
- (5) Honorary membership may be granted by the Club without the payment of any subscription to any person provided that they have one of the following qualifications:
- (a) A manager or member of any visiting country, interstate or overseas sporting team for the duration of the visit or any such term.
 - (b) Any member of a Rugby Union Football Club which Club is visiting the Gosford district for the purpose of playing a football match against the Club for the day of such a visit.
 - (c) A distinguished visitor to the District.
 - (d) A member of one of the Houses of Parliament of New South Wales or of the Commonwealth of Australia.
 - (e) Patrons of the Club.
 - (f) Except as provided herein honorary members shall be entitled to exercise all the privileges of the Club.
 - (g) The Committee shall have the power to cancel the honorary membership of any person at any time and without assigning any reason.
 - (h) Honorary members shall not be entitled to vote at any meetings of the Club or be elected as officers of the Club.
 - (i) No person shall be admitted as an honorary member or a temporary member or be relieved of the payment of the regular subscription unless they possess such qualifications as are defined herein and they shall not be subject to such conditions as may be imposed herein or by any by-laws by the Committee.
 - (j) The Committee shall at its absolute discretion appoint Honorary Vice Presidents for such terms as it sees fit, such positions shall as a general rule apply solely to financial benefactors

(6) Junior members are to be admitted and shall be under eighteen(18) years of age at the Annual General Meeting. Such members have no voting power and will pay a nominal membership fee.

(7) Eligibility for ordinary membership of the Club shall be limited to those who are or have been players or officials of the Club or past players of other Rugby Union Clubs Registered or affiliated with the Australian Rugby Football Union.

(8) Any person eighteen (18) years or over who has paid the annual subscription as set down by the Committee shall be eligible as a Social Member. Social Members are eligible to vote.

3. Application for Membership

- (1) An application by a person for membership of the association:
 - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
 - (b) must be lodged (including by electronic means, if the committee so determines) with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

4. Cessation of Membership

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership but shall continue to be liable for any entrance fee or annual subscription and all arrears due and unpaid at the date of their resignation, or
- (c) is expelled from the association, or

GRC CONSTITUTION – APRIL, 2018

Under the Associations Incorporation Act 2009

- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.
- (e) If any member shall refuse or neglect to comply with the provisions of the Constitution by-laws, rules or regulations of the Club or if any member shall in the opinion of the Committee be guilty of any conduct deemed by the Committee to be unbecoming of a member or prejudicial to the interest of the Club such member may be expelled by resolution of the Committee and such resolution need not state the grounds, facts or opinions upon which it is based: PROVIDED:
 - (1) At least fourteen (14) days before the meeting at which such a resolution is passed the member concerned shall have been notified either orally or in writing of the intended resolution and requested to be present at the meeting and that they shall at such meeting and before such resolution is passed have had an opportunity of giving orally or in writing any explanation or defence they may think fit.
 - (2) That fourteen (14) days' written notice of the meeting to consider the case of a member under this Clause shall be given to the members of the Committee and that the notice convening the meeting shall state that the case of the particular member or members and the question of their membership are to be considered.
 - (3) Should a member incur any debt to the Club or to the Club's staff or servants or persons under contract to the Club and fail to discharge such debt upon request in writing by the Secretary they may by resolution of a meeting of the Committee be suspended or expelled from membership provided that before so resolving the Committee shall give the member concerned due notice of its intention to take such course but the provisions of Clause (g) shall not apply.
- (f) Every person ceasing to be a member of the Club whether by retirement, expulsion, death, neglecting to pay the entrance fee of the subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable.
- (g) Every member shall, on becoming a member, furnish to the Secretary particulars of their address and occupation, if those particulars have not already been stated on the nomination of membership and shall notify the Secretary in writing of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.
- (h) Any resolution under this Clause shall require for its passage a simple majority of the votes of the Committee.

5. Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of Membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of Members

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and

- (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8. Fees and Subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$5 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.
- (c) All annual subscriptions shall be payable annually in advance and shall fall due on the first day of April in each year.
- (3) If any fee, subscription, call or charge shall remain unpaid for a period of one (1) month after it becomes due the member concerned shall be notified by the Secretary in writing of the default and if the sum due still remains unpaid the Committee shall, unless it considers that there is sufficient reason for delay in payment, by resolution debar such member from all privileges of membership and their name may at any time thereafter be removed by resolution of the Committee from the register.
- (4) No member, other than a Life Member, shall be entitled to be present or vote at any meeting of the Club or be elected to an office unless they shall have paid all instalments of entrance fee (if any) and annual subscriptions and all other moneys due to the Club at the time of such meeting.

9. Members' Liabilities

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 clause 8.

10. Disciplining of Members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or

- (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the 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.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association 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 and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) 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 concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

11. Right of Appeal of Disciplined Member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, 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) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to 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 of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and

- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

12. Resolution of Disputes

- (1) An unresolved (after due process of sections 10 and 11) dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

PART 3 : THE COMMITTEE

13. Powers of the Committee

- (1) The Committee shall be the managing body of the Gosford Rugby Club between each General Meeting and shall have power to do all such things in accordance to the objects of the Gosford Rugby Club and in particular, but without limiting the generality of its power, shall have the power to:-
 - (a) Delegate to a Sub-Committee or Committees such matters as it deems fit and from time to time;
 - (b) Appoint any person to carry out such duties as it deems fit;
 - (c) Enter into any agreement as it sees fit;
 - (d) Hear and determine disputes between players and the Gosford Rugby Club or any other dispute properly brought before it in writing. **PROVIDED THAT** in determining such disputes the Committee may hear such evidence either written or oral as it shall deem in its absolute discretion necessary for the proper determination of same;
 - (e) To cite any player of any Union or member of any affiliated body against whom or which a complaint of misconduct or of behaviour detrimental to the welfare of the Club shall have been made to appear before it and be dealt with in accordance with the Constitution. Upon the hearing of any such complaint the Committee may call any evidence written or oral or any witness it deems necessary and may make all such investigations and enquiries as will enable it to properly determine the matter under complaint. **PROVIDED THAT** there shall be a general right to appeal to a Special General Meeting but subject thereto any decision of the Committee shall be binding on all members.
- (2) Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:
 - (a) is to control and manage the affairs of the association, and
 - (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
 - (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.
 - (d) The Committee shall have power to make decisions and/or rulings for the carrying out of the objects and the Constitution generally. Such by-laws shall be administered and enforced by the Management Committee and shall prescribe any matter within the Constitution.
 - (e) This Constitution may be amended in any way but only at a General Meeting of the Club. Notice of such amendment shall be given in

accordance with Part 28 (1) and (2) and any such motion shall require a two-thirds majority of those present at the General Meeting and entitled to a vote thereat to be carried.

(3) The Committee shall also:

- (a) Appoint the coaches and managers of the Gosford Rugby Club.
- (b) Appoint its selection committee.
- (c) Appoint its delegates to the Central Coast Rugby Union or to such other Union or Unions to which or with which the Central Coast Rugby Union may from time to time be affiliated or associated.
- (d) Make such other appointments as may be necessary to carry out the objects of the Gosford Rugby Club.
- (e) Appoint an Auditor.
- (f) Transact any other business.

14. Composition and Membership of Committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association except the "Patron", and
 - (b) at least 6 ordinary financial Committee members,each of whom is to be elected at the Annual General Meeting of the association under clause 15.
- (2) The total number of committee members is to be 12.
- (3) The office-bearers of the association are as follows:
 - (a) the Patron,
 - (b) the President
 - (c) the Vice-President for Seniors,
 - (d) the Vice-President for Juniors,
 - (e) the Treasurer,
 - (f) the Secretary.
- (4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.
- (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

15. Election of Committee Members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 8 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 are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association and may be eligible for re-election.
- (8) The list of such nominations shall be posted in the Club premises and Club's website not less than seven (7) days prior to the Annual General Meeting. Until such time as the Club acquires premises, particulars of such nominations shall be supplied by the Secretary to any member upon request. In the absence of sufficient nominations in writing, nominations may be made orally with the consent of the nominee at the Annual General Meeting.
- (9) The election of all office bearers shall be where necessary or on demand by any one member by ballot
- (10) No member of the Committee shall receive any remuneration for their services in their capacity as a member.

16. Secretary

- (1) The secretary of the association must, 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 (whether in written or electronic form) of:

- (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting,
 - (c) voting outcomes of each meeting,
 - (d) all proceedings at committee meetings and general meetings,
 - (e) number of members present and voting at General Meetings of the Club and
 - (f) all resolutions and proceedings at all meetings either of the Club or of the Committee.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
 - (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

17. Treasurer

It is the duty of the treasurer of the association to ensure:

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

18. Casual Vacancies

- (1) 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 is to hold office, subject to this constitution, until the Annual General Meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or

- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19. Removal of Committee Members

- (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) If a member of the committee to whom a proposed resolution referred to in subclause (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 representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- (3) All acts done at any Committee Meeting or by any person acting as a member of the Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such committee or any member thereof or that they or any of them were disqualified are valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

20. Committee Meetings and Quorum

- (1) The committee must meet at least once in each period of 1 month at the place and time that 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 must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) One half of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.
- (9) If a Committee member fails to attend committee meeting for three (3) consecutive meetings without leave of absence or if they shall resign or shall cease to be a member of the Club or if they shall become bankrupt or of unsound mind their office shall be declared vacant by the Committee and they shall ipso facto cease to be a member of the Committee and the Committee may appoint a successor to their office to hold office until the next election by the Annual General Meeting and until such appointment is made the continuing member of the Committee may act notwithstanding such vacancy.

21. Appointment of Association Members as Committee Members to Constitute Quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

22. Use of Technology at Committee Meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23. Delegation by Committee to Sub-Committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that 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 by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause 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 clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, 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 clause 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 clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

24. Voting and Decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to 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 to 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 clause 20 (5), the committee may act despite 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 despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART 4 : GENERAL MEETINGS

25. Annual General Meetings - Holding Of

- (1) The association must hold an annual general meeting every 12 months after its registration under the Act and must take place not later than the 15 December in each year on such date, place and time as shall be decided by the Committee and notice of said meeting shall be conveyed in writing to each member so as to give no less than 21 days notice thereof.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.
- (3) The Agenda of the Annual General Meeting shall be:
 - (a) Roll Call
 - (b) Minutes
 - (c) President's Address
 - (d) Annual Report
 - (e) Treasurer's Financial Statement
 - (f) Business Arising from both reports
 - (g) Notices of Motion
 - (i) Election of Office Bearers
 - (j) Season's Programme
 - (k) General Business
- (4) No Notice of Motion shall be in order unless it has been received in writing by the Secretary no later than twenty-eight (28) days before the date notified for the Annual General Meeting.

26. Annual General Meetings - Calling Of and Business At

- (1) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (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 on the activities of the association during the last preceding financial year,

- (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27. Special General Meetings - Calling Of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition of at least 30% 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) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (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 subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least

14 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (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 must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. Quorum for General Meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) A quorum of the Committee shall constitute more than one half of the Committee. Members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general 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 on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the 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 at least 3) are to constitute a quorum.

30. Presiding Member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31. Adjournment

- (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 is to be

transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a general meeting is adjourned for 14 days or more, the secretary must 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 subclauses (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.

32. Making of Decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, 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 of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.
- (5) A decision of the Committee shall not be rescinded unless notice of the motion for rescission signed by the proposer and seconder has been produced in writing and handed to the Secretary no later than fourteen (14) days before a time appointed for a Special General Meeting or of any subsequent meeting and such motion is carried by a majority of those present at the meeting. The Secretary shall notify the Management Committee of such rescission motion no later than seven (7) days prior to the meeting.
- (6) At any General or Committee Meeting the Chairman of that meeting shall have a deliberate and casting vote.

33. Special Resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

34. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

35. Proxy Votes

- (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 standard form.
- (3) Each member must hold no more than one (1) proxy vote at any general meeting.

36. Postal or Electronic Ballots

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37. Use of Technology at General Meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART 5 : MISCELLANEOUS

38. Insurance

The association may effect and maintain insurance.

39. Funds - Source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) To appoint three (3) Trustees who shall have the power to acquire and hold Land, Assets, Investments and Bank accounts, in trust for and on behalf of the Gosford Rugby Club.
- (5) Any sponsorship monies received on behalf of the Club or a specific team shall be deposited into the Club's bank account. Then if any Club apparel or hospitality is required, it shall be purchased through a supplier chosen by the Committee. The only exception to the rule are companies who choose to sponsor the Club by donating goods or services.

40. Funds - Management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.
- (3) The funds and assets of the Gosford Rugby Club shall be held in the name of the President, Secretary and Treasurer for and on behalf of the Gosford Rugby Club and shall be used solely for the carrying out of the objects of the Club.
- (4) The Bank Account shall be kept by the President, Secretary and Treasurer and any two shall have control, subject to the direction of the Gosford Rugby Club, of the funds of the Club.
- (5) Profits will not be distributed to members except for the reimbursement of out of pocket expenses, or reasonable payment for services rendered.
- (6) The Committee shall cause correct accounts and books to be kept showing the financial affairs of the Club and the particulars usually shown in books of

account of a like nature and showing in particular and without limiting the generality hereof:

- (a) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Club;
- (c) the assets, credits and liabilities of the Club

41. Association is Non-Profit

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

42. Distribution of Property on Winding up of Association

- (1) Subject to the Act and the Regulations, in the event of the Club ceasing to function or upon winding up, all assets and funds in its possession at such time shall invest in the Country Rugby Union of N.S.W., or whichever governing body that has a tax exemption as issued under Section 23 (e) of the Income Tax Assessment Act, to use for the purpose of fostering Rugby Union on the Central Coast.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

43. Change of Name, Objects and Constitution

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

44. Custody of Books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

45. Inspection of Books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

46. Service of Notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

47. Financial Year

The financial year of the association is:

- (1) each period of 12 months after the expiration of the previous financial year of the association and will commence on the first day of November in one year and end on the last day of October in the next year.

48. Club Colours

- (1) Subject to sub rule 48(2), the colours of the association shall be **Scarlet** and **Navy**. The design of the Playing Uniform shall be determined by the Committee.
- (2) From time to time, the management committee may decide (in their sole discretion) that playing jerseys and shorts shall be, for a temporary period, an alternate colour to the Standard Colours in order to fulfil a charitable or commercial purpose of the association.

49. Common Seal

- (1) The common seal of the association shall be kept in the custody of the public officer.
- (3) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the public officer or Secretary.