



## **Illawarra District Rugby Union Constitution**

*ASSOCIATIONS INCORPORATION ACT 1984*

**RULES  
OF  
ILLAWARRA DISTRICT RUGBY UNION INCOPORATED  
ABN 37 575 290 034**

**PART 1 PRELIMINARY**

**Definitions**

1. In these rules, unless the contrary intention appears:

“Act” means the *Associations Incorporation Act 1984*;

“administration officer” means the person appointed under rule 57;

“affiliate” means the Illawarra District Rugby Union Referees Association, each rugby union club affiliated with the Union and any other body granted affiliation by the board;

“board” means the board of directors of the Union constituted in accordance with these rules;

“business day” means any day that is not a Saturday, Sunday or public holiday in New South Wales;

“by-laws” means by-laws made by the board under these rules;

“director” means a director of the Union elected at the annual general meeting or appointed under rule 48;

“financial year” means year ending on 30 September;

“month” means a calendar month;

“Regulation” means the *Associations Incorporation Regulation 1999*;

“special general meeting” means a general meeting of the Union other than an annual general meeting;

“special resolution” has the meaning defined in the Act;

[ **Note:** The Act contains the following definition:

### **5 Special resolution**

(1) For the purposes of this Act, a resolution of an 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 the rules of the association so to do, vote in person or, where proxies are allowed, 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 those rules, or

(b) where it is made to appear to the Director-General that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a)-the resolution is passed in a manner specified by the Director-General.

(2) At any meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person chairing the meeting that the resolution has been carried as a special resolution shall be prima facie evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded:

(a) except where paragraph (b) applies, by at least 3 members of the association present in person or, where proxies are allowed, by proxy, or

(b) where the rules of the association make provision for the manner in which the poll may be demanded-in accordance with those rules.

(3) A declaration by the person chairing the meeting as to the result of a poll taken pursuant to a demand as referred to in subsection (2) is prima facie evidence of the matter so declared.]

" Union" means Illawarra District Rugby Union Incorporated ABN 37 575 290 034;

"writing" includes printing and other modes of representing or reproducing words in visible form in the English language;

words indicating the singular number include the plural number and vice versa;

words indicating a gender include each other gender;

where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning.

### **Interpretation**

2. A decision of the board on the interpretation of these rules, or any by-laws or on any matter arising from them, is conclusive and binding on all members, subject to that interpretation being varied or revised by the members in general meeting or by the Supreme Court of New South Wales.
3. In these rules:
  - 3.1 a reference to a function includes a reference to a power, authority and duty; and
  - 3.2 a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
4. The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would apply if these rules were an instrument made under the Act.

*[Note: The Interpretation Act 1987 can be found on the Internet at [www.austlii.edu.au](http://www.austlii.edu.au) under NSW Legislation. It contains numerous provisions which may assist in the interpretation of instruments.]*

## **PART 2 OBJECTS**

5. The objects of the Union are:
  - 5.1 to promote manage and control the game of rugby union in the Illawarra and adjacent areas;
  - 5.2 to promote, manage and control games and tours between rugby union clubs and districts;
  - 5.3 to affiliate with other organisations having objects similar to the Union; and
  - 5.4 to consider and deal with all matters from time to time submitted to the Union by its directors, the board or the members.

## **PART 3 MEMBERSHIP**

### **Composition of membership**

6. Membership of the Union will consist of:
  - 6.1 affiliates; and
  - 6.2 life members.

### **Affiliates**

7. Any club is qualified to be an affiliate if:
  - 7.1 it has been formed for the purpose of playing rugby union;
  - 7.2 it has objects that are not inconsistent with the objects of the Union;
  - 7.3 it has applied for membership of the Union as provided in rule 8; and
  - 7.4 it has been approved for membership of the Union by the board.

### **Application for affiliate membership**

8. An application for affiliate membership of the Union:
  - 8.1 must be made by the applicant in writing in the form set out in the appendix to these rules; and
  - 8.2 must be lodged with the administration officer.
9. As soon as practicable after receiving a nomination for affiliate membership, the administration officer must refer the application to the board which is to determine whether to approve or reject the application. The board cannot be required to give reasons for its determination.
10. As soon as practicable after the board makes that determination, the administration officer must:
  - 10.1 notify the applicant in writing that the board approved or rejected the application (whichever is applicable); and
  - 10.2 if the board approved the application, request the applicant to pay (within 28 days after the date of the notification) the affiliation fee and any other amounts then payable by affiliates.
11. The administration officer must, on payment of the amounts referred to in rule 10.2 within the period referred to in that rule, enter the applicant's name in the register of members and, on the name being so entered the applicant becomes a member of the Union

### **Life members**

12. Any natural person is qualified to become a life member of the Union if that person:

- 12.1 has rendered exceptional service to rugby union;
- 12.2 has been nominated for life membership as provided in rule 13; and
- 12.3 has been approved for life membership by the board.

### **Nomination for life membership**

13. A nomination for life membership of the Union:

- 13.1 must be made in writing by not less than 2 members or directors; and
- 13.2 must be lodged with the administration officer.

14. As soon as practicable after receiving a nomination for life membership, the administration officer must refer the nomination to the board which is to determine at the last board meeting before the annual general meeting whether to approve or reject the nomination. The board cannot:

- 14.1 approve more than one nomination for life membership in any year; or
- 14.2 be required to give reasons for its determination.

15. If the board approves the nomination, the administration officer must place the nomination on the agenda for the following annual general meeting. The nomination must be determined at that meeting by special resolution.

16. As soon as practicable after that determination, the administration officer must:

- 16.1 notify the nominators in writing that the nomination has been approved or rejected (whichever is applicable); and
- 16.2 if the nomination has been approved:
  - 16.2.1 notify the nominee in writing of that approval; and
  - 16.2.2 enter the nominee's name in the register of life members and, on the name being so entered, the nominee becomes a life member of the Union.

17. Each life member is entitled to:

- 17.1 receive a badge or other insignia which, on presentation, entitles the life member to admission free of charge to any game conducted under the control of the Union;
- 17.2 receive notices of all general meetings of the Union; and
- 17.3 attend and speak but not vote at those general meetings.

18. Despite rule 17.3, the life members can, by notice in writing signed by a majority of them and lodged with the administration officer before a general meeting, appoint one of their number to vote at that meeting.

### **Cessation of membership**

19. A member ceases to be a member if the member:

- 19.1 in the case of a life member, dies; or
- 19.2 resigns from membership; or
- 19.3 is expelled from the Union.

### **Membership entitlements not transferable**

20. A right, privilege or obligation which a member has by reason of being a member:

- 20.1 is not capable of being transferred to another person or body;  
and
- 20.2 terminates on cessation of the member's membership.

### **Resignation from membership**

- 21. A member is not entitled to resign from membership except in accordance with rule 22.
- 22. A member who has paid all amounts payable by the member to the Union in respect of the member's membership may resign from membership by first giving to the administration officer written notice of at least one month (or such other period as the board 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.
- 23. If a member ceases to be a member under rule 22, and in every other case where a member ceases to hold membership, the administration officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### **Register of members**

- 24. The public officer must establish and maintain a register of members specifying the name and address of each person who is a member together with the date on which the person became a member.
- 25. The register of members must be kept at the principal place of administration of the Union and must be open for inspection, free of charge, by any member at any reasonable hour.
- 26. A member may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the board, that other amount.

### **Affiliation fees**

- 27. The board must determine from time to time:
  - 27.1 the annual affiliation fee payable to the Union by each affiliate;
  - and
  - 27.2 the time within which that fee must be paid,
 and give notice in writing of that determination to each affiliate within 7 business days after that determination.
- 28. Each affiliate must pay the affiliation fee to the Union within the time determined by the Board.

### **Members' liabilities**

- 29. The liability of a member to contribute towards the payment of the debts and liabilities of the Union or the costs, charges and expenses of the winding up of the Union is limited to the amount, if any, unpaid by the member in respect of membership of the Union as required by rule 27.

### **Resolution of internal disputes**

- 30. Disputes between members (in their capacity as members) are to be determined by the board.
- 31. Despite rule 30, disputes between members in respect of any competition controlled by the Union must be determined in accordance with any competition rules made by the board from time to time.
- 32. Disputes between members and the Union, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

33. At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

### **Disciplining of members**

34. A complaint may be made to the board by any person that a member or a member of an affiliate:
- 34.1 has refused or neglected to comply with a provision of these Rules; or
  - 34.2 has acted in a manner prejudicial to the interests of the Union.
35. On receiving such a complaint, the board must:
- 35.1 cause notice of the complaint to be served on the member of the Union concerned; and
  - 35.2 give that member at least 14 days from the time the notice is served within which to make submissions to the board in connection with the complaint; and
  - 35.3 take into consideration any submissions made by that member in connection with the complaint.
36. If, after considering the complaint and any submissions made in connection with the complaint, the board is satisfied that the facts alleged in the complaint have been proved it may, by resolution:
- 36.1 expel the member from the Union; or
  - 36.2 suspend the member from membership of the Union; or
  - 36.3 fines, impose a penalty on, or take such other action against the member as the board considers appropriate.
37. If the board expels or suspends a member, the administration officer must, within 7 business days after the action is taken, give notice in writing to the member of:
- 37.1 the action taken;
  - 37.2 the reasons given by the board for having taken that action; and
  - 37.3 the member's right of appeal under rule 39.
38. The expulsion, suspension, fine, penalty or other action does not take effect:
- 38.1 until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - 38.2 if within that period the member exercises the right of appeal, unless and until the Union confirms the resolution under rule 43, whichever is the later.

### **Right of appeal of disciplined member**

39. A member may appeal to the Union in general meeting against a resolution of the board under rule 36, within 7 business days after notice of the resolution is served on the member, by lodging with the administration officer a notice to that effect.
40. 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.
41. On receipt of a notice from a member under rule 39, the administration officer must notify the board which is to convene a general meeting of the Union to be held within 14 business days after the date on which the administration officer received the notice.
42. At a general meeting of the Union convened under rule 41:

- 42.1 no business other than the question of the appeal is to be transacted; and
  - 42.2 the board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - 42.3 the persons present and entitled to vote are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
43. If at the general meeting the Union passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed. Otherwise the general meeting can determine, by resolution what action to take in respect of the complaint referred to in rule 34.

## **PART 4 BOARD OF DIRECTORS**

### **Powers of the board**

44. Subject to the Act, the Regulation and these rules and to any resolution passed by the Union in general meeting, the board:
- 44.1 is to control and manage the affairs of the Union; and
  - 44.2 can exercise all functions that can be exercised by the Union, other than those functions that are required by these rules to be exercised by a general meeting; and
  - 44.3 do all things as appear to the board to be necessary or desirable for the proper management of the Union.

### **Constitution and membership**

45. The board is to consist of the directors each of whom is to be elected at the annual general meeting under rules 52, 54 or 55.
46. The directors are to be:
- 46.1 the president;
  - 46.2 the vice-president;
  - 46.3 the treasurer;
  - 46.4 the rugby chairman;
  - 46.5 the juniors chairman; and
  - 46.6 3 other directors.
47. Each director is, subject to these rules, to hold office until the conclusion of the second annual general meeting following the date of the director's election, but is eligible for re-election.
48. If a casual vacancy occurs in the membership of the board, the board can appoint any person to fill the vacancy and the person so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
49. The vacancy caused at an annual general meeting by a person ceasing to hold office under rule 48 is to be filled by election at the annual general meeting. The person elected is to hold office, subject to these rules, for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

### **Election of directors**

50. Nominations of candidates for election as directors must be:
- 50.1 made in writing, signed by a member and accompanied by the written consent of the candidate (which can be endorsed on the form of the nomination); and
  - 50.2 delivered to the administration officer not less than 21 business days before the date fixed for the holding of the annual general meeting at which the election is to take place.
51. The administration officer must send a list of the names of the candidates for each position to each member not less than 14 days before the annual general meeting.
52. If insufficient nominations are received to fill all vacancies on the board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting. A further nomination can be made:
- 52.1 in the manner set out in rule 50.1; or
  - 52.2 by any person present and entitled to vote at the meeting but only if the personal or written consent of the candidate nominated is presented to the meeting.
53. If insufficient further nominations are received, any vacant positions remaining on the board are taken to be casual vacancies.
54. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
55. If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held as follows:
- 55.1 The ballot is to be a secret ballot.
  - 55.2 The candidate receiving the most votes will be declared elected.
  - 55.3 In the event of a tie between candidates receiving the most votes:
    - 55.3.1 if there were more than 2 candidates, a further secret ballot will be held between only the tied candidates and candidate receiving the most votes will be declared elected; and
    - 55.3.2 if there were only 2 candidates or the further ballot results in a tie, the election will be decided by the toss of a coin.

### **Treasurer**

56. The treasurer must ensure that:
- 56.1 all money due to the Union is collected and received;
  - 56.2 that all payments authorised by the Union are made;
  - 56.3 that correct books and accounts are kept showing the financial affairs of the Union, including full details of all receipts and expenditure connected with the activities of the Union; and
  - 56.4 that those books and accounts are audited by the auditor elected under rule 111.5 for the purpose of the statement referred to in rule 111.4

### **Administration officer**

57. The board must appoint an administration officer who is to be:
- 57.1 the chief executive officer of the Union; and
  - 57.2 unless the board resolves otherwise, the public officer of the Union for the purposes of the Act.
58. The administration officer must, as soon as practicable after being appointed give notice to each director and member of his or her address including an email address.
59. The administration officer must keep minutes of:
- 59.1 all appointments of directors and members of sub- committees;
  - 59.2 the names of directors present at each board meeting and general meeting; and
  - 59.3 all proceedings at board meetings and general meetings,
- and must ensure that:
- 59.4 minutes of proceedings at those meetings are signed by the chairman of the meeting or by the chairman of the next succeeding meeting; and
  - 59.5 a copy given as soon as practicable to each director and member.

### **Casual vacancies**

60. For the purposes of these rules, a casual vacancy in the office of a director occurs if the director:
- 60.1 dies; or
  - 60.2 becomes an insolvent under administration within the meaning of the *Corporations Act 2001*; or
  - 60.3 resigns office by notice in writing given to the administration Officer; or
  - 60.4 is removed from office under rule 61; or
  - 60.5 becomes a mentally incapacitated person; or
  - 60.6 is absent without the consent of the board from all meetings of the board held during a period of 3 months.

### **Removal of director**

61. The Union in general meeting can by resolution remove any director from office before the expiration of the director's term of office and can by resolution appoint another person to hold that office until the next annual general meeting.
62. If a director to whom a proposed resolution referred to in rule 61 relates makes representations (which must not exceed a reasonable length) in writing to the administration officer or president and requests that the representations be notified to the members, the administration officer or the president can send a copy of the representations to each member or, if the representations are not sent, the director can require that they be read out at the meeting at which the resolution is considered.

### **Meetings and quorum**

63. The board must meet at least once in each month at such place and time as the board determines.
64. Additional meetings of the board can be convened by the president or the administration officer on written request by not less than 3 directors.

65. Oral or written notice of each meeting of the board must be given by the administration officer to each director at least 48 hours (or such other period as may be unanimously agreed on by the directors) before the time appointed for the holding of the meeting.
66. Notice of a meeting given under rule 65 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 directors present at the meeting unanimously agree to treat as urgent business.
67. Any 4 directors constitute a quorum for the transaction of the business of a meeting of the board.
68. No business is to be transacted by the board unless a quorum is present. If, within half an hour after the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same hour of the same day in the following week.
69. 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.
70. At a meeting of the board:
- 70.1 the president or, in the president's absence, the vice-president is to preside, or
- 70.2 if the president and the vice-president are absent or unwilling to act, one of the other directors chosen by the directors present at the meeting is to preside.
71. A board meeting may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director can only withdraw consent within a reasonable period before the meeting.

#### **Delegation by board to sub-committees**

72. The board can, by resolution, delegate to one or more sub-committees (consisting of such persons as the board thinks fit) the exercise of such of the functions of the board as are specified in the resolution, other than:
- 72.1 this power of delegation, and
- 72.2 a function which is a duty imposed on the board by the Act or by any other law.
73. A function the exercise of which has been delegated to a sub-committee under this rule can, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
74. A delegation under rule 72 can be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as is specified in the resolution of delegation.
75. Despite any delegation under rule 72, the board can continue to exercise any function delegated.
76. Anything done or permitted 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 permitted by the board.
77. The board can, by instrument in writing revoke wholly or in part any delegation under rule 72.
78. A sub-committee can meet and adjourn as it thinks proper and must meet when directed by the board.
79. The president is ex officio a member of each sub-committee.

80. A majority of the members of each sub-committee constitute a quorum for the transaction of the business of a meeting of the sub-committee.
81. The chairman of each sub-committee must ensure that minutes of all proceedings at each meeting of the sub-committee are kept and a copy given to the administration officer as soon as practicable after the meeting. As soon as practicable after receiving those minutes, the administration officer must give a copy to each director and each member.

### **Standing sub-committees**

82. The standing sub-committees of the Union are:
- 82.1 the rugby sub-committee;
  - 82.2 the juniors sub-committee;
  - 82.3 the Illawarriors sub-committee; and
  - 82.4 the judiciary.

### **Rugby sub-committee**

83. The principal function of the rugby sub-committee is to control and manage the competition between the senior teams of the affiliates.
84. The rugby sub-committee is to consist of:
- 84.1 the rugby chairman; and
  - 84.2 the president of each affiliate having a team in the Union's senior teams competition or the delegate of that president.
85. The rugby sub-committee must meet not less than once in each month during the Union's senior teams competition.
86. At each meeting of the rugby sub-committee:
- 86.1 the rugby chairman is to preside; or
  - 86.2 if the rugby chairman is absent or unwilling to act, another member of the sub-committee chosen by the members present at the meeting is to preside.
87. The rugby sub-committee must prepare for the approval of the board each year:
- 87.1 rules for the conduct of the senior teams competition; and
  - 87.2 a draw for that competition.

### **Juniors sub-committee**

88. The principal function of the juniors sub-committee is to control and manage the competition between the junior teams of the affiliates.
89. The juniors sub-committee is to consist of:
- 89.1 the juniors chairman; and
  - 89.2 in respect of each affiliate having a team in the Union's junior teams competition, the affiliate's juniors chairman or other person having the principal responsibility for the affiliate's junior teams or the delegate of that chairman or person.
90. The juniors sub-committee must meet not less than once in each month during the Union's junior teams competition.
91. At each meeting of the juniors sub-committee:

- 91.1 the juniors chairman is to preside; or
- 91.2 if the juniors chairman is absent or unwilling to act, another member of the sub-committee chosen by the members present at the meeting is to preside.

92. The juniors sub-committee must prepare for the approval of the board each year:

- 92.1 rules for the conduct of the junior teams competition; and
- 92.2 a draw for that competition.

### **Illawarriors sub-committee**

93. The principal function of the Illawarriors sub-committee is to control and manage the activities of the Union's representative teams.

94. The Illawarriors sub-committee is to consist of:

- 94.1 an Illawarriors chairman appointed by the board; and
- 94.2 such additional persons as the board thinks fit.

95. The Illawarriors sub-committee must meet not less than once in each month during the Union's representative teams' competition.

96. At each meeting of the Illawarriors sub-committee:

- 96.1 the Illawarriors chairman is to preside; or
- 96.2 if the Illawarriors chairman is absent or unwilling to act, another member of the sub-committee chosen by the members present at the meeting is to preside.

### **Judiciary**

97. The principal function of the judiciary is to investigate and adjudicate on matters relating to:

- 97.1 players sent from the field of play;
- 97.2 the citing of players or others for misconduct; and
- 97.3 protests or disputes in connection with competitions, the laws of rugby union, the competition rules or and relevant code of conduct, and any other matter referred to it by the board.

98. The judiciary is to consist of:

- 98.1 a judiciary chairman; and
- 98.2 4 other persons,

appointed from time to time by the board.

99. The judiciary must meet at such times:

- 99.1 as are necessary for compliance with the Union's competition rules; and
- 99.2 at such other times as are required by the board.

100. At each meeting of the judiciary:

- 100.1 the judiciary chairman is to preside; or
- 100.2 if the judiciary chairman is absent or unwilling to act, another member of the sub-committee chosen by the members present at the meeting is to preside.

101. Except as directed by the board, the judiciary has control of, and responsibility or its own procedures. The judiciary is not bound by the rules of evidence and can inform itself on any matter in such manner as it thinks fit. However, in exercising its functions, the judiciary must conform with the rules of natural justice.

102. A party to proceedings before the judiciary can appeal to the board against a finding or decision of the judiciary. Any such appeal must be made in writing lodged with the administration officer within 7 business days after notice of the judiciary's finding or decision is given to that party.

### **Voting and decisions**

103. Questions arising at a meeting of the board or of any sub-committee are to be determined by a majority of the votes of the directors or members of the sub-committee present at the meeting.
104. Each director present at a meeting of the board or sub-committee member present at a meeting of the relevant sub-committee (including the chairman of the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the chairman can exercise a second or casting vote.
105. Subject to rules 67 and 80, the board and each sub-committee can act despite any vacancy on the board or sub-committee respectively.
106. Any thing done or permitted, or purporting to have been done or permitted, by the board or by a sub-committee, is valid despite any defect that is discovered afterwards in the appointment or qualifications of any member of the board or sub-committee.

### **Indemnity and insurance**

107. The Union must, to the extent permitted by law, indemnify the directors out of the property of the Union for any liability incurred by them in their capacities as directors.
108. The Union can, to the extent permitted by law, pay a premium for insuring the directors from any liability incurred by them in their capacities as directors.

## **PART 5 GENERAL MEETINGS**

### **Annual general meetings**

109. The Union must convene an annual general meeting of its members not later than 30 November in each year.
110. The annual general meeting of the Union is, subject to rule 109, to be convened on such date and at such place and time as the board thinks fit.
111. In addition to any other business which can be transacted at an annual general meeting, the business of an annual general meeting is to include:
- 111.1 recording of attendance;
  - 111.2 confirmations of the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - 111.3 receipt from the board of reports on the activities of the Union during the preceding year;
  - 111.4 receipt and consideration of the statement which is required to be submitted to members under section 26(6) of the Act;
  - 111.5 election of directors and auditor; and
  - 111.6 special businesses of which proper notice has been given.

**[Note:** Section 26(6) of the Act provides:

*At the annual general meeting of an incorporated association, the committee of the association shall submit to members of the association a statement which is not misleading and which gives a true and fair view of the following:*

- (a) the income and expenditure of the association during its last financial year,*
- (b) the assets and liabilities of the association at the end of its last financial year,*

- (c) the mortgages, charges and other securities of any description affecting any of the property of the association at the end of its last financial year,*  
*(d) in respect of each trust of which the association was trustee during a period, being the whole or any part of the last financial year of the association:*  
*(i) the income and expenditure of the trust during that period,*  
*(ii) the assets and liabilities of the trust during that period, and*  
*(iii) the mortgages, charges and other securities of any description affecting any of the property of the trust at the end of that period.]*

112. An annual general meeting must be specified as such in the notice convening it.

### **Special general meetings**

113. The board can, whenever it thinks fit, convene a special general meeting of the Union.

114. The board must, on the requisition in writing of at least 3 directors or members, convene a special general meeting of the Union.

115. A requisition of directors or members for a special general meeting:

- 115.1 must state the purpose of the meeting; and
- 115.2 must be signed by or on behalf of the directors or members making the requisition; and
- 115.3 must be lodged with the administration officer; and
- 115.4 can consist of several documents in a similar form, each signed by or on behalf of one or more of the directors or members making the requisition.

116. If the board fails to convene a special general meeting to be held within one month after that the date on which the requisition for the meeting is lodged with the administration officer, any one or more of the directors or members who made the requisition can convene a special general meeting to be held not later than 3 months after that date.

117. A special general meeting convened by directors or members under rule 116 must be convened as nearly as is practicable in the same manner as general meetings are convened by the board and any director or member who consequently incurs expense is entitled to be reimbursed by the Union for that expense.

### **Notice**

118. Unless the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the administration officer must, not less than 14 days before the date fixed for the holding of the general meeting, give a notice to each director and member specifying:

- 118.1 the place, date and time of the meeting; and
- 118.2 the nature of the business proposed to be transacted at the meeting.

119. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the administration officer must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each director and member specifying, in addition to the matter required under rule 118, the intention to propose the resolution as a special resolution.

120. 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 rule 111.

121. A director or member desiring to bring any business before a general meeting can give notice in writing of that business to the administration officer who must include that business in the next notice calling a general meeting given after receipt of the notice from the director or member.

### **Procedure**

122. No item of business can be transacted at a general meeting unless a quorum of persons entitled under these rules to vote is present during the time the meeting is considering that item.
123. Fifteen persons entitled under these rules to vote at a general meeting present in person constitute a quorum for the transaction of the business of a general meeting.
124. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- 124.1 if convened on the requisition of members, is to be dissolved;  
and
  - 124.2 in any other case, is to stand adjourned to the same day in the following week at the same time and at the same place.
125. 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 and entitled to vote constitute a quorum.

### **Chairman**

126. The president or, in the president's absence, the vice-president, is to preside as chairman at each general meeting.
127. If the president and the vice-president are absent or unwilling to act, the persons present and entitled to vote must elect one of their number to preside as chairman at the general meeting.

### **Adjournment**

128. The chairman of a general meeting at which a quorum is present can, with the consent of the majority of persons present and entitled to vote 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.
129. If a general meeting is adjourned for 14 days or more, the administration officer must give written or oral notice of the adjourned meeting to each member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
130. Except as provided in rules 128 and 129, 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**

131. A question arising at a general meeting is to be determined on a show of hands. Unless, before or on the declaration of the show of hands, a poll is demanded:
- 131.1 a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or
  - 131.2 an entry to that effect in the minute book of the Union,
- is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
132. At a general meeting, a poll can be demanded by the chairman or by at least 3 persons present and entitled to vote at the meeting.
133. If a poll is demanded at a general meeting, the poll must be taken:

- 133.1 immediately in the case of a poll which relates to the election of the chairman of the meeting or to the question of an adjournment; or
- 133.2 in any other case, in such manner and at such time before the close of the meeting as the chairman directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **Voting**

- 134. At each general meeting the persons entitled to attend and vote are:
  - 134.1 the directors;
  - 134.2 the president of each affiliate or the delegate appointed by that president in writing;
  - 134.3 a life member appointed under rule 18, and each of them has one vote only.
- 135. All votes must be given personally.
- 136. In the case of an equality of votes on a question at a general meeting, the chairman of the meeting can exercise a second or casting vote.
- 137. the president of an affiliate or a delegate of that president cannot vote at any general meeting unless all money due and payable by that affiliate to the Union has been paid.

## **PART 6 MISCELLANEOUS**

### **Funds source**

- 138. The funds of the Union are to be derived from affiliation, competition and entrance fees, donations, sponsorships, sales of merchandise, food and drink and such other sources as the board determines from time to time.
- 139. All money received by the Union must be deposited as soon as practicable and without deduction to the credit of the Union's bank account.
- 140. The Union must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **Funds management**

- 141. Subject to any resolution passed by the Union in general meeting, the funds of the Union are to be used for the objects of the Union in such manner as the board determines.
- 142. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 directors or employees of the Union, being employees authorised to do so by the board.

### **Alteration of rules**

- 143. These rules can be altered, rescinded or added to only by a special resolution.

### **Common seal**

- 144. The common seal of the Union must be kept in the custody of the public officer.
- 145. The common seal must not be affixed to any instrument except by the authority of the board.
- 146. The affixing of the common seal must be attested by the signatures of 2 directors.

### **Custody of records**

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

### **Inspection of records**

148. The records, books and other documents of the Union must be open to inspection, free of charge, by each director and member at any reasonable time.

### **Service of notices**

149. For the purpose of these rules, a notice can be served on or given to a person:

- 149.1 by delivering it to the person personally; or
- 149.2 by sending it by pre-paid post to the address of the person last known to the Union; or
- 149.3 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; or
- 146.4 by publishing it in the *Illawarra Mercury*.

150. For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- 150.1 in the case of a notice given or served personally, on delivery;
- 150.2 in the case of a notice sent by pre-paid post, on the second business day after posting;
- 150.3 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 later date; and
- 150.4 in the case of a notice published in the *Illawarra Mercury*, on the date of publication.

151. Each affiliate must notify the administrative officer of the address at which notices can be sent to the affiliate by email.

152. Any notice able or required to be given under these rules can be given to a member of an affiliate by email sent to the address of that affiliate. The affiliate must ensure that its member is given the notice.

153. Despite rule 152 a member of an affiliate to whom notice is given under that rule will be taken to have received that notice when it is received by the affiliate.

### **Savings and transitional provisions**

154. The members of the Union at 30 September 2008 are deemed to be members of the Union.

**APPENDIX**

Rule 8.1

APPLICATION FOR MEMBERSHIP OF ILLAWARRA DISTRICT RUGBY UNION INCORPORATED  
(incorporated under the *Associations Incorporation Act 1984* )

(Full name of applicant)

of

(address)

1. hereby applies to become a member of the Union; and
2. attaches a copy of its constitution.

In the event of admission as a member, this applicant agrees to be bound by the rules of the Union for the time being in force.

Signed on behalf of the applicant:

Name of signatory:

Authority of signatory:

Date:

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