



Riverside
Junior Rugby Union Club Incorporated
www.riversiderugby.rugbynet.com.au

Draft II Rules of Incorporation

EASTS RIVERSIDE JUNIOR RUGBY UNION CLUB Inc.

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EASTS RIVERSIDE JUNIOR RUGBY UNION CLUB INC. 19 MAY 2006

RULES

Holes
Delegate of the Director General

1. Name of the Association

The name of the incorporated Association shall be Club (In these rules called "the Association")
Incorporated Riverside Junior Rugby Union

2. Objects of the Association

The objects for which the Association is established shall be to play, promote and foster junior rugby union in the Bulimba area and surrounding suburbs, and to co-operate with all other organisations advancing junior rugby union in the State of Queensland.

3. Powers of the Association

The powers of the Association are as follows:

- 3.1 To establish, support and aid in the formation of any Association, club or organisation, calculated to benefit the members of the club and to make contribution to any insurance fund for the benefit of members;
- 3.2 To subscribe to, become a member of and co-operate with any other Association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, Association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 18.3;
- 3.3 In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- 3.4 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- 3.5 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 3.6 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- 3.7 To remunerate any person or body corporate for services rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing

the placing of any unsecured notes, debentures or other securities of the incorporated Association, or in or about the incorporated Association or promotion of the incorporated Association or in the furtherance of its objects;

- 3.8 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereto
- 3.9 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- 3.10 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- 3.11 In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 3.12 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- 3.13 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 3.14 In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- 3.15 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- 3.16 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in Rule 3.4;
- 3.17 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- 3.18 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- 3.19 In furtherance of the objects of the Association to amalgamate with any one or more incorporated Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed

upon the Association under or by virtue of rule 18.3;

- 3.20 In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated Associations with which the Association is authorised to amalgamate;
- 3.21 In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated Associations with which the Association is authorised to amalgamate;
- 3.22 To make donations for patriotic, charitable or community purposes;
- 3.23 To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- 3.24 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association;
- 3.25 To acquire any shares, stocks portfolios, units, sub-units, and certificates thereof, debentures, debenture stock, bonds, obligations, securities, deposit notes, unsecured notes, and evidence of indebtedness or of the right to participate in profits or assets or other similar documents issued or guaranteed by any company wheresoever constituted or incorporated, or by any government, sovereign ruler, commissioners, public body or undertaking or authority supreme, municipal, local or otherwise whether at home or in any other part of the world and any options or rights in respect thereof by original subscription, tender, purchase, exchange or otherwise and to underwrite or guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereto and to hold, realise, vary or transpose any such investments and securities for the time being and to buy and sell foreign exchange;
- 3.26 To apply for, obtain and hold a license or licenses under the **Liquor Act 1992** (Qld), (the "Liquor Act"), or any amendment thereof or under any other law or laws of the State of Queensland or of Australia relating to the sale or supply of liquor and to do all things necessary to obtain and hold such a license or licenses;
- 3.27 To do all such other things as may be incidental or conducive to the attainment of the objects and exercise of powers of the Association.

4. Membership

Membership of the Association shall be open to any person of the age of eighteen years or older who is of good character and repute and who is interested in furthering the objects of the association, but the Management Committee (as defined herein) may reject the application of any person for membership with or without a statement of its reasons for such rejection.

There shall be the following categories of members:

- 4.1 Foundation members as defined in Rule 5;
- 4.2 Life members elected as provided for in Rule 6;
- 4.3 Ordinary members comprising those members who have paid all their past and current Association membership dues. The number of ordinary members shall be unlimited;

4.4 Associate Members comprising the spouse of members in categories 4.1 to 4.3 above and such other persons as determined from time to time by the Management Committee and who have paid the prescribed Associate Members Fee. Associate Members shall be entitled only to the social privileges of the Association and such other rights as may be determined from time to time by the Management Committee. The number of Associate Members shall be unlimited:

4.5 Honorary Members as hereinafter defined in Rule 7.

5. Foundation Members

5.1 Any person who is eligible to become a member of the Association under rule 4 hereof may apply to become a Foundation Member upon payment of the Foundation Membership Fee as determined by the Management Committee. *The maximum number of Foundation Members to be admitted shall be determined by the Management Committee.* Once admitted as a Foundation Member such member shall not be liable for any further annual Association dues.

6. Life Members

6.1 Election - A two-thirds majority of those present and entitled to vote at any Annual General Meeting may, upon the recommendation of the Management Committee, confer Life Membership upon any person (whether a past or present member or not) whose service to the Association is considered sufficiently meritorious. *The number of life memberships is unlimited however only one (1) Life Membership may be conferred in any one year.* Once admitted as a Life Member such member shall not be liable for any further annual Association dues.

7. Honorary Members

7.1 Honorary membership may be granted by the Management Committee without payment of any subscription to any person over the age of eighteen years provided he has one of the following qualifications:

7.1.1 Manager or member of any visiting country, interstate or overseas sporting team for the duration of the visit of such team.

7.1.2 Any member of any Rugby Club which is visiting Brisbane for the purpose of playing a Rugby match against the Association for the duration of the visit of such Club.

7.1.3 A member of a Club registered under the provisions of the **Liquor Act** which member is visiting the Association's premises for the purpose of participating in a sport or competition being held on the Association's premises which sport or competition is part of a recognized competition in which the Association is participating for the day of such visit.

7.1.4 Any prominent citizen or sportsperson visiting Brisbane for some special occasion.

7.2 An Honorary Member shall be entitled only to the social privileges of the Association and to play such games, recreations and pastimes as determined by or on the invitation of the Management Committee from time to time.

- 7.3 The Management Committee shall have the power to cancel the Honorary Membership of any person at any time and without assigning any reason.
- 7.4 The names and addresses of all such honorary members shall be recorded by the Association Secretary in the book to be kept for the purpose, which shall be available for inspection by members.
- 7.5 *The number of Honorary Memberships shall be unlimited.*

8. Admission of Members

- 8.1 Admission of all new members of the Association hereof shall be determined by the Management Committee at a meeting duly convened, and a candidate for membership shall be elected on a majority vote of the Management Committee members present and voting at such meeting, such vote to be by ballot if any Management Committee member shall so require.

9. Register of Members

- 9.1 The Management Committee shall cause a Register to be kept, in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- 9.2 Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- 9.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the Association Secretary for such inspection.

10. Duties and Responsibilities of Members

- 10.1 No person who has forfeited his or her membership of the Association shall be allowed entrance as a visitor or otherwise to the Club except at the discretion of the Management Committee.
- 10.2 No person who had been refused membership of the Association, or who has been suspended or expelled from the Association shall be allowed entrance, as a visitor or otherwise, to the Club except at the discretion of the Management Committee.
- 10.3 Each and every member is bound by and shall strictly observe the Rules and By-laws of the Association and shall not do anything prejudicial to the Association's interests. At all times when present at the premises of the Association each member shall conduct himself or herself with propriety and decorum.
- 10.4 No member of the Association shall be entitled to any benefit or advantage from the Association which is not shared equally by every member thereof, except as herein provided.
- 10.5 Members are required to dress in conformity with conventional requirements and to strictly observe the dress rules of the Association as laid down from time to time.

11. Termination of Membership

- 11.1 A member may resign from the Association at any time by giving notice in writing to the Association Secretary. Such resignation shall take effect at the time such notice is received by the Association Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 11.2 If a member:
- 11.2.1 is convicted of an indictable offence; or
 - 11.2.2 fails to comply with any of the provisions of these Rules; or
 - 11.2.3 has membership fees in arrears for a period of two months or more; or
 - 11.2.4 conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association,
- the Management Committee shall consider whether his membership shall be terminated.
- 11.3 The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership it shall instruct the Association Secretary to advise the member in writing accordingly.

12. Patron and Vice-Patrons

- 12.1 At every Annual General Meeting the Association shall elect a Patron and such number of Vice-Patrons as the meeting shall determine. Such Patron and Vice-Patrons need not be members of the club.

13. Management Committee

- 13.1 The management and control of the Association shall be vested in the Management Committee which shall comprise the President (who shall be Chairman thereof), the Association Secretary, the Registrar, Treasurer, the Vice President, and the Football Manager, all of whom shall be elected annually at the Annual General Meeting. Only members defined in Rules 4.1 to 4.3 shall be eligible for election to the Management Committee.
- 13.2 At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 13.3 Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Association Secretary but such resignation shall take effect at the time such notice is received by the Association Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 13.4 *A member may be removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.*

- 13.5 *Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.*
- 13.6 *A member has no right of appeal against the member's removal from office under this section.*
- 13.7 In the event that the structure of the Management Committee or other committee hereby created shall be changed as a result of the passing of a Special Resolution to change these Rules as provided in Rule 22.4.3 hereof, then an election shall be held to fill any new positions created by the amendments of such Rules and any person so elected shall hold such office until the next Annual General Meeting.

14. Eligibility and Formalities for Election of Association Officials

- 14.1 Only members in the categories defined in rules 4.1 to 4.3 hereof shall be eligible for election as Officers of the Association, but members set out in rules 4.4 may nominate, or second the nomination of a member for any office.
- 14.2 Nominations for the position of the President, the Association Secretary, the Registrar, the Treasurer, the Vice President, and the Football Manager shall be in writing, signed by the candidate, nominator and seconder, and delivered to the Association Secretary of the Management Committee no later than two (2) clear days before the date of the Annual General Meeting.
- 14.3 Should at the commencement of the Annual General Meeting, there be an insufficient number of candidates nominated for positions in rule 14.2 hereof, nominations may be taken from the floor of the meeting.
- 14.4 Nominations for officers other than those referred to in rule 14.2 may be made informally (but with the consent of the nominee) from the floor at the Annual General Meeting.

15. Powers of the Management Committee

- 15.1 The Management Committee may exercise all the powers of the Association:
- 15.1.1 To co-opt on to the Management Committee in an advisory capacity only, one or more representatives of any Rugby Union Club/Association within its district affiliated with the Queensland Rugby Union.
- 15.1.2 To declare vacant the position of any member of the Management Committee absenting himself or herself without reasonable excuse or without consent from three consecutive meetings.
- 15.1.3 To appoint sub-committees as provided in these rules.
- 15.1.4 Should any office or position on the Management Committee or on any sub-committee become vacant at any time between the Annual General Meetings to fill such vacancy within twenty-one (21) days of its occurrence.
- 15.1.5 To borrow or raise or secure the payment of money in such manner and in such amounts as it may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or

otherwise, charged upon all or any of the Associations property, both present and future, and to purchase, redeem or pay off any such securities.

- 15.1.6 To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities.
- 15.1.7 To invest in such manner as the members of the Association may from time to time determine.
- 15.1.8 To appoint a Manager of a clubhouse and other staff as may be required and the salary of such manager and/or other staff shall be determined by the Management Committee providing that such salary shall not include any commission or allowance from or upon the receipts of the Association for liquor sold or supplied or from any other source whatsoever.
- 15.1.9 To fix entrance fees, annual subscriptions and other annual fees or charges payable by any category of member, the amount thereof and the time and manner of payment thereof and all other matters pertaining thereto. If no such determination is made for any particular year, the last such determination of the Management Committee shall continue to apply in relation to such questions. The Management Committee may by resolution decree that if any fee, subscription or other charge remains unpaid beyond a certain date, the member in default may be removed from the register of members of the Association, provided that the Management Committee may in its absolute discretion waive compliance with such resolution in the case of any particular member. The Management Committee may in its absolute discretion remit any part of any annual subscription or other annual fees or charges where it considers there is good reason for so doing.
- 15.1.10 To appoint, dismiss, or allow to resign, one or more honorary auditors, publicity advisors, legal advisors, or other expert consultants as it sees fit. All such advisors shall be entitled to attend all meetings of the Association, but shall not (merely by virtue of being Association advisors) be deemed Association officials, or be entitled to vote at any Association meeting.
- 15.2 Unless otherwise expressly provided herein, all decisions of the Management Committee shall be determined by a simple majority of Management Committee members present, and each member present shall be entitled to one vote only upon every motion at a Management Committee meeting except in the case of a tied vote in which case the chairman of the meeting shall have a second, or casting vote.
- 15.3 Management Committee meetings shall be held at least every two months and may be held at any time and place notified (in writing or otherwise) by the Association Secretary to all Management Committee Members at least twenty-four (24) hours before the time of meeting provided that in cases of extreme urgency no minimum notice shall be required, and in this event, the Association Secretary shall be required to notify only those Management Committee Members who can reasonably be contacted in time by telephone, facsimile, or other means. The reason for every such urgent meeting and the decisions made at it, shall be

notified by the Association Secretary to all Management Committee Members within seven (7) clear days, and every such decision (including the decision to hold an urgent meeting), shall be confirmed at the next ordinary meeting of the Management Committee and any such decision not so confirmed, shall be void.

16. President

- 16.1 At every Annual General Meeting the Association shall elect a President who shall be the Chief Officer of the Association and as such shall be ex-officio, a member of every Committee of the Association and entitled to attend and vote at meetings thereof as he may see fit. He shall chair all meetings of the Management Committee, the Annual General Meeting and all Special General Meetings of the Association.

17. Association Secretary

The Association Secretary of the Management Committee (or his or her deputy) shall have the rights and duties normally exercised by his or her counterparts in Rugby Clubs and other voluntary Associations, so far as are consistent with these Rules.

- 17.1 In particular he or she shall:

17.1.1 Cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Association Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting; provided that the minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or Annual General Meeting.

17.1.2 Conduct all correspondence of the Association, which shall be open to inspection by members at all reasonable times and places.

17.1.3 Have custody of all records and documents of the Association.

17.1.4 Perform all other duties imposed by these Rules and comply with all lawful directions of the Management Committee and General Meetings.

17.1.5 Keep an up-to-date record open for inspection of all by-laws.

- 17.2 The Association Secretary of all sub-committees shall have similar duties (with necessary adaptations) in relation to their respective committees to those outlined in rule 17.1 hereof for the Association Secretary and the Management Committee in relation to the Management Committee and the Association. They shall have such further or other duties as their respective committees may direct.

18. Treasurer

The Treasurer of the Management Committee (or his or her deputy) shall have the rights and duties normally exercised by his or her counterparts in Rugby Clubs and other voluntary Associations, so far as consistent with these Rules.

18.1 In particular, he or she shall:

18.1.1 Receive and acknowledge all moneys for and on behalf of the Association, and bank same within seven (7) days of receipt, in an account in the name of the Association with a bank to be determined from time to time by the Management Committee.

18.1.2 Present a short statement of finance at every meeting of the Management Committee and at least once per month a certificate of balance.

18.1.3 Pay, by cheque drawn on the said account and signed by the Treasurer of the Management Committee and countersigned by the President, all accounts passed for payment by the Management Committee.

18.1.4 Keep proper and true books and accounts of all moneys received and spent;

18.1.5 As soon as practicable after the end of each financial year cause to be prepared a statement containing particulars of:

18.1.5.1 the income and expenditure for the financial year just ended; and

18.1.5.2 the assets and liabilities and all mortgages, charges and securities affecting the property of the Association at the close of that year.

18.1.6 All such statements shall be examined by the auditor who shall present his report upon such audit to the Treasurer prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

18.1.7 He or she may, on his or her own initiative, pay urgent accounts not exceeding \$500.00 without resolution of the Committee but all such payments shall be referred in detail to the next Management Committee Meeting for ratification; and

18.1.8 On his or her resignation, or removal from office for any cause, hand over to the President or other person designated by the President, all books, papers, records or other documents in his custody relating to the affairs of the Association or which came into his or her custody or possession in his or her capacity as Treasurer of the Management Committee of the Association.

18.2 The Treasurers of any sub-committees established by the Management Committee (if any), shall have similar duties (with necessary adaptations) in relation to their respective committees to those outlined in sub-rule 22.1 hereof for the Treasurer of the Management Committee in relation to the Management Committee and the Association. They shall have such further or other duties as their respective committees may direct.

- 18.3 The income and property of the Association whensoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

19. Discipline

- 19.1 If any member shall refuse or neglect to comply with the provisions of these Rules or By-Laws of the Association, or if any member shall in the opinion of the Management Committee be guilty of any conduct deemed by the Management Committee to be unbecoming of a member or prejudicial to the interests of the Association, such member may be expelled, suspended, excluded from the clubhouse, fined or otherwise disciplined by resolution of the Management Committee, and such resolution need not state the grounds, facts or opinions upon which it is based;
- 19.2 At least seven (7) days before the meeting at which the Management Committee considers the passing of such a resolution, the member concerned shall have been notified either orally, or in writing, of the nature of the complaint, and shall be allowed to offer an explanation of his conduct either personally to the meeting or in writing;
- 19.3 Any resolution under this rule shall require for its passage a simple majority of members of the Management Committee, save that a resolution providing for the expulsion of a member shall be carried by a two-thirds majority of members of the Management Committee present and voting;
- 19.4 The Management Committee may by simple majority exclude the member concerned from the clubhouse pending the hearing and determination by the Management Committee of the disciplinary proceeding pursuant to this rule;
- 19.5 Any member disciplined by the Management Committee pursuant to this rule may appeal against such determination, or any part thereof, to a Special General Meeting to be convened by the Association Secretary upon receipt of a written notice of appeal, stating the grounds therefore, within twenty-one (21) clear days of the decision appealed against, which notice shall be accompanied by the sum of \$25.00 or such other sum as may from time to time be prescribed by the Management Committee. Such sum shall be refunded to the member concerned if such appeal is successful, otherwise it shall be appropriated as the Management Committee sees fit. The provisions of rule 20 hereof generally shall apply in relation to the convening and determination of such appeal as if the notice of appeal were a notice of appeal thereunder.

20. Appeals from Management Committee

- 20.1 General Method - any fifteen members, being members in one or more of the categories defined in rules 4.1 to 4.3 hereof, by written notice signed by all of them, clearly specifying the matter appealed from, may appeal to a Special

General Meeting against any decision, or refusal, or failure to decide on the part of the Management Committee. Such written notice shall be accompanied by a fee of \$25.00, or such other sum as may from time to time be prescribed by the Management Committee. If the appeal is successful such fee shall be refunded to the member or members paying it, and if the appeal is unsuccessful such fee shall be appropriated in such manner as the Management Committee sees fit.

- 20.2 Time Limit - every such appeal shall be lodged within twenty-one (21) clear days of the decision appealed against, and shall otherwise be void.
- 20.3 The receipt of such a notice of appeal by the President or Association Secretary of the Management Committee shall be deemed to be the receipt by the Association Secretary of the Management Committee of a requisition under rule 22.1.3 and he shall thereupon proceed to call a Special General Meeting in accordance with the provisions of rules 22.1.3, 22.2 and 22.3 hereof to hear and determine the appeal.
- 20.4 President cannot alone appeal - notwithstanding the provisions of rule 22.1.3 hereof, the President alone shall not be entitled to institute an appeal under this rule. The sole method of instituting an appeal against the Management Committee shall be by notice referred to in rule 20.1 hereof.
- 20.5 No appeal against the Management Committee shall prevail unless such appeal is supported by a two-thirds majority of those members present and entitled to vote at the Special General Meeting hearing the appeal.
- 20.6 Effect on Management Committee Decision of Appeal -
 - 20.6.1 To suspend action - on proper notice of a proposed appeal against one or more of its decisions, the Management Committee shall, so far as possible, suspend or postpone further action on the decision or decisions appealed from.
 - 20.6.2 Successful appeal cancels Management Committee decision - if the appeal duly succeeds, the Management Committee decision shall be void, and any action already taken thereunder shall to the extent determined by a simple majority of those present and entitled to vote at the Special General Meeting hearing the appeal be set aside.
 - 20.6.3 Management Committee protected - no member of the Management Committee acting in good faith shall be liable to the Association, or subject to any disciplinary action, for any valid third-party claim, loss or grievance flowing from a decision of the Management Committee subsequently reversed on appeal. Notwithstanding such reversal, the Association shall indemnify Management Committee members against third-part claims arising from the over-ruled decisions and actions if made and taken in good faith.

21. Annual General Meeting

- 21.1 Time and Place - The Annual General Meeting shall be held within three months of the close of the financial year (i.e. 30 September) at a venue in Brisbane fixed from year to year by the Management Committee.
- 21.2 Notice - The Association Secretary of the Management Committee (or assistant) shall give to every member as defined in rule 4 hereof written notice of the time and place fixed for the holding of the Annual General Meeting at least fourteen (14) clear days before such date.
- 21.3 Functions of Annual General Meetings - the business to be transacted at every

Annual General Meeting shall be:

- 21.3.1 the receiving of the Management Committee's Annual report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
- 21.3.2 the receiving of the auditor's report upon the books and accounts for the preceding financial year;
- 21.3.3 to elect (as prescribed by rule 14 hereof) all the Association officials specified in rules 12, 13, 16 and 27 hereof;
- 21.3.4 to confirm, advise upon or discuss (with or without vote) any action or decision of the Management Committee. But no vote or discussion under this sub-rule shall alter or fetter in any way the powers of the Management Committee or its exercise of them
- 21.3.5 to deal with any other special business notification of the proposal to consider which has been given in the notice under rule 21.2 hereof convening the meeting;
- 21.3.6 the appointment for an Auditor.

22 Special General Meetings

- 22.1 How called - a Special General Meeting may at any time be convened in Brisbane by:
 - 22.1.1 Management Committee Resolution, or
 - 22.1.2 Direction of the President, or
 - 22.1.3 a requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall be delivered to the Association Secretary of the Management Committee who shall call a Special General Meeting to deal with the requisition on a date not later than fourteen (14) clear days after receipt by him of the requisition; except in the case of a requisition to amend these rules pursuant to rule 29 hereof in which case the Association Secretary shall call the Special General Meeting on a date not later than thirty (30) days after receipt by him of the requisition. Any question of the validity of a requisition under this sub-rule shall be referred by the Association Secretary of the Management Committee to the Management Committee within forty-eight (48) hours of his receipt of same. Any decision made by the Management Committee on such question shall be subject to the rights of appeal conferred by rule 20.
- 22.2 Notice - the Association Secretary of the Management Committee shall give written notice thereof to all members at least five (5) clear days before the date of the Special General Meeting.
- 22.3 Notice to special purposes - any person requisitioning a Special General Meeting (and the Association Secretary of the Management Committee in giving notice of it) shall shortly but clearly state the point or points to be dealt with at that Meeting. No business which (in the opinion of the Chairman of the Special General

Meeting) is not sufficiently specified in the notice of meeting may be dealt with at that meeting. The Chairman may adjourn the meeting for any period not exceeding seven (7) days, and may direct that a further and better notice of the purposes of the Meeting may be given.

22.4 Powers and Purposes:

22.4.1 Emergencies - to discuss (with or without an advisory vote) any Association object or business, without prejudice to the Management Committee powers.

22.4.2 Appeals - to hear appeals against decisions or actions of the Management Committee, but only in accordance with rule 20 hereof

22.4.3 To amend Rules - to consider and determine any proposed amendment to these rules in accordance with rule 29 hereof

22.4.4 Discipline - to consider and to deal with (by way of fine, suspension, disqualification, or reprimand) any conduct of a member alleged to be unworthy of a member of the Association or of the Queensland Rugby Union.

23 Eligibility to Vote

23.1 Every member in the categories defined in rules 4.1 to 4.3 hereof shall be entitled to one vote on every motion at any Annual or Special General Meeting of the Association.

24 Quorums

24.1 Quorums for meetings shall be as follows:

24.1.1 All Committees & Sub Committees - 50% of the members of those committees thereof plus 1.

24.1.2 Annual General Meeting – double the number of persons appointed to positions on the Management Committee at the last AGM plus 1 present and entitled to vote.

24.1.3 Special General Meeting - double the number of persons appointed to positions on the Management Committee at the last AGM plus 1 present and entitled to vote..

24.2 If a quorum is not present within 30 minutes of the notified commencement time of any meeting the meeting shall lapse and may be reconvened in accordance with these Rules.

25 Voting at General Meetings

25.1 Unless otherwise provided by these Rules, at every general meeting:

25.1.1 the President shall preside as Chairman, or if there is no President, or if he is not present within thirty (30) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman, or if the Vice-President is not present or is unwilling to act, then the members present shall elect one of their

number to be Chairman of the meeting;

- 25.1.2 the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- 25.1.3 every question, matter or resolution shall be decided by a majority of votes of the members present;
- 25.1.4 subject to rule 23 hereof every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote; provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
- 25.1.5 voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.

26. Coaches

- 26.1 Eligibility, and Appointment - Any person, whether a member or not, may submit an application in writing for any club coaching position. No nominator or seconder is required. Applications shall be considered and appointments made by the Management Committee for coaching positions as soon as possible after the Annual General Meeting, or as casual vacancies occur. The Management Committee may be may assign coaches to specific grades or teams at its discretion and may appoint acting, deputy, or assistant coaches at its discretion.
- 26.2 Power to vacate coaching positions. - The Management Committee may at any time, for any reason (which it shall not be obliged to publish), declare vacant any coaching position. In that event, the Committee concerned shall immediately call for and as soon as possible determine fresh applications for the position vacated.
- 26.3 Non-member Coaches have no vote - A Coach (or assistant or deputy) who is not a member of the Association may attend (and by leave of the Chairman, speak) at any meeting of the Association, but shall have no vote at the meeting.

27. Sub-Committees

- 27.1 Power to create - The Management Committee, of its own motion, or on recommendation of a General Meeting, may set up Sub-Committees, including Selection Committees, comprising any number of persons (whether members or not) for any specific purpose or purposes compatible with these Rules. The Management Committee may enlarge, diminish, or abolish any Sub-Committee at any time.
- 27.2 Duty to report - Every Sub-Committee shall report to the Management Committee at not greater than six monthly intervals. Any Sub-Committee failing to do so may be dissolved or reconstituted by the Management Committee at its discretion.
- 27.3 All Sub-Committees exist from year to year only - Every Sub-Committee shall be deemed to be dissolved at every Annual General Meeting, but may be revived or replaced by the incoming Management Committee by specific resolution.

28. Automatic Removal from office

- 28.1 Any official, or member of a committee or sub-committee of the Association shall be deemed to have automatically vacated his office and/or position on such committee if he:
- 28.1.1 Shall become bankrupt or make any arrangement or composition with his creditors generally; or
 - 28.1.2 Becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health; or
 - 28.1.3 Shall resign his office and/or position on such committee by notice in writing left at or sent by pre-paid post to the Association Secretary of the Management Committee; or
 - 28.1.4 Shall be convicted of any criminal offence upon indictment.

29. Alteration of these Rules

- 29.1 These Rules may be altered in the following manner:
- 29.1.1 Subject to the provisions of the Associations Incorporation Act 1981, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting; *however an amendment, repeal or addition is valid only if it is registered by the chief executive.*
 - 29.1.2 The voting shall be by ballot.
 - 29.1.3 Notice of any resolution to be proposed under this rule must be given in writing to the Association Secretary of the Management Committee and notice thereof forwarded by him to each member, stating the specific resolution.
 - 29.1.4 In the case of any such resolution to be proposed at any Annual General Meeting of the club the notice provided for in rule 29.1.3 hereof shall be given to the Association Secretary of the Management Committee at least thirty (30) clear days prior to the day of such meeting and the Association Secretary of the Management Committee shall include details of such proposed resolution in the notice of the meeting.
 - 29.1.5 In the case of any such resolution to be proposed at any Special General Meeting of the club the notice provided for in rule 29.1.3 hereof shall be given to the Association Secretary of the Management Committee at least thirty (30) clear days prior to the day of such meeting, and the Association Secretary of the Management Committee shall include details of such proposed resolution in the notice of the meeting.

30. Interpretation of these Rules

- 30.1 If any point of difficulty, doubt, or dispute arises concerning the interpretation of any provision of these Rules, it shall be decided:
- 30.1.1 In the first instance by the Chairman of the meeting in which it arises,

or,

30.1.2 If any member present so requires, by a simple majority of those present and entitled to vote, or,

30.1.3 If a simple majority present so resolves, in accordance with the written opinion of the Associations legal advisor (if any), and if none, by a duly qualified barrister or solicitor in Brisbane nominated by the President.

31. Notices

31.1 By Association Secretary - Any notice shall be treated as duly given to any member if posted to him by or on behalf of the Association, within the time prescribed in the particular case, to the last address of the member in the Association's records.

31.2 By Member - Any notice by a member shall be treated as duly given if posted by the member within the prescribed time, addressed to the Association Secretary of the Management Committee at the Association's official address.

32. Indemnity

32.1 The officials of the Association, the members of the Management Committee and each Committee and sub-committee and each of them shall be held harmless and indemnified by the Association against any liability incurred in respect of any act reasonably done or omitted to be done in the performance of any duty imposed or in the exercise of any power conferred on them by or under these Rules.

33. Common Seal

33.1 The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Association Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

34. Funds and Accounts

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

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

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

34.4 *Payments of \$100 or more must be made by cheque or electronic funds transfer. A negotiable instrument issued by the association must be signed by any 2 of the following-*

- (a) *the president;*
- (b) *the secretary;*
- (c) *the treasurer;*
- (d) *another member authorised by the management committee for the purpose.*

- 34.5 *Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.*
- 34.6 *A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.*
- 34.7 *All expenditure must be approved or ratified at a management committee meeting.*
- 34.8 *The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared -*
- (a) *the income and expenditure for the financial year just ended;*
 - (b) *the association's assets and liabilities at the close of the year;*
 - (c) *the mortgages, charges and securities affecting the property of the association at the close of the year.*
- 34.9 *If the association is incorporated within 3 months before the end of the association's financial year, subsection (8) does not apply for the financial year in which the association is incorporated.*
- 34.10 *The auditor must examine the statement prepared under subsection (8) and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.*
- 34.11 *The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.*

35. Documents

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

36. Financial Year

- 36.1 *The financial year of the Association shall close on 30 September in each year.*

37. Distribution of Surplus Assets

- 37.1 *If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981 and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but, as determined by the Management Committee, shall be given or transferred to the another entity or entities:*
- (a) *having objects similar to the association's objectives; and*
 - (b) *the rules of which prohibit the distribution of the entity's income and assets to its members.*

38. By-laws

- 38.1 The Management Committee shall have power to make, add to, alter or rescind by-laws for regulating the conduct and affairs of the Association provided the same are not inconsistent with these Rules. Such by-laws shall be posted in some conspicuous part of the club premises and shall be binding on all the members.

39. Abridgment or Enlargement of Time

- 39.1 Notwithstanding any other provision of these Rules, a two-thirds majority of members present and entitled to vote at any Special or Annual General Meeting may, by resolution, extend (whether before or after the expiration thereof) or abridge the time for the doing of any Act or the giving of any notice required to be done or given under these Rules, or declare any notice purporting to have been given or any act purporting to have been done under these Rules to be valid notwithstanding the existence of any defect or irregularity therein or in the performance thereof, and upon such resolution being passed any such notice given or act done shall be as valid and effectual for all purposes if given or done in the first instance in strict compliance with the relevant provisions of these Rules.

40. Visitors

- 40.1 No visitor shall be supplied with liquor on the club's premises unless on the invitation of and in the company of a member. The introducing member shall enter the name and address of the visitor in the Visitor's Book and shall then subscribe his name.

41. Supply of Liquor to persons under 18 years of age

- 41.1 No liquor shall be sold or supplied to any person under 18 years of age and no such person shall have or consume any liquor on the club premises.