



**ELTHAM RUGBY UNION FOOTBALL CLUB (INC.)
2007**

**CONSTITUTION AND
STATEMENT OF PURPOSE**

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Part 1: Preliminary

1. *Name*

The name of the incorporated association is Eltham Rugby Union Football Club (Inc.) (in these Rules called "the Association").

The Association includes the Eltham Touch Rugby Association.

2. *Objects and statement of purpose*

The objects of the Association are to:

- (a) develop, foster and promote Rugby Union Football in the Eltham district and other northern Victorian districts as may be determined by the Management Committee; and
- (b) take part in any other sport as decided by Members of the Association at a General Meeting.

3. *Definitions*

(1) In these Rules, unless the contrary intention appears:

"Act" means the **Associations Incorporation Act 1981**;

"Affiliated Member" has the meaning given in Rule 5(3);

"Affiliated Members' Representative" means a member of the Management Committee appointed in accordance with Rule 23(3);

"Director of Facilities" means a member of the Management Committee appointed in accordance with Rule 28 who is responsible for managing and administering the Association's facilities;

"Director of Rugby" means a member of the Management Committee appointed in accordance with Rule 28 who is responsible for managing and administering the Association's senior and junior rugby development programmes, which may include (if necessary) the appointment of a Senior Rugby Co-ordinator and/or a Junior Rugby Co-ordinator;

"Fees" means any fees, other than Subscription Fees, determined by the Management Committee to be payable by any Member;

"Financial Year" means the year ending on 30th September;

"General Meeting" means an Annual General Meeting of Members or a Special General Meeting of Members convened in accordance with Parts 4 and 5;

"Junior Member" has the meaning given in Rule 5(1)(c);

"Junior Members' Representatives" means a member of the Management Committee appointed in accordance with Rule 27;

“Junior Rugby Co-ordinator” means a person appointed by the Director of Rugby to assist with the junior rugby development programme;

"Junior Vote" has the meaning given in Rule 5(1)(c);

"Life Member" has the meaning given in Rule 5(1)(d);

"Liquor Licence" means any current or potential liquor licence which has been or may be granted to the Association.

"Management Committee" means the committee of management of the Association established in accordance with Part 7;

"Member" means a member of the Association as determined in accordance with Rule 5;

"Officer" means an officer of the Association appointed in accordance with Rule 28, but who is not an Ordinary Management Committee Member;

"Ordinary Management Committee Member" means a member of the Management Committee appointed in accordance with Rule 28, but who is not an Officer;

"Ordinary Member" has the meaning given in Rule 5(1)(a);

"Petty Cash" means discretionary funds of the Association in the form of cash for expenditures where it is not practical to make the disbursement by other means;

"Regulations" means regulations under the Act;

"Relevant Documents" has the same meaning as in the Act;

“Rules” means the rules outlined in this Constitution;

“Senior Rugby Co-ordinator” means a person appointed by the Director of Rugby to assist with the senior rugby development programme;

"Social Member" has the meaning given in Rule 5(1)(b);

"Subscription Fee" means the relevant amount set out in Appendix 4 as amended from time to time by the Management Committee;

"Voting Member" includes:

- (a) an Ordinary Member;
- (b) a Social Member;
- (c) a Junior Member’s parent or legal guardian; and
- (d) a Life Member.

4. *Alteration of the rules*

These Rules and the objects and statement of purposes of the Association must not be altered except in accordance with the Act.

Part 2: Memberships and fees

5. *Membership categories*

The Association is comprised of the following members:

(1) Financial Members

(a) Ordinary Members

An Ordinary Member is any member of the Association who pays the relevant annual Subscription Fee and participates in the playing activities of the Association. Ordinary Members are entitled to hold any office of the Association and hold full voting rights.

(b) Social Members

A Social Member is any member of the Association who pays the relevant annual Subscription Fee but does not wish to participate in the playing activities of the Association. Social Members are entitled to hold any office of the Association and hold full voting rights.

(c) Junior Members

A Junior Member is any member of the Association who pays the relevant annual Subscription Fee, participates in the playing activities of the Association and is under the age of 18 years old. Junior Members do not hold voting rights and are not entitled to hold any office of the Association.

However, parents or legal guardians of Junior Members are entitled to vote on behalf of the Junior Members at General Meetings. Such a vote is called a “Junior Vote”. In the case of parents or legal guardians being responsible for more than one Junior Member of the Association, all those Junior Memberships are considered as one ‘family membership’ and entitle that parent or legal guardian to one Junior Vote per Junior Member subject to a maximum of three Junior Votes per family membership.

(d) Life Members

(i) A Life Member is any member of the Association who has been nominated and accepted as a Life Member of the Association pursuant to sub-paragraph (ii). A Life Member does not pay an annual Subscription Fee and has full voting rights at General Meetings.

(ii) Any person who has given outstanding service to the Association may be nominated by a Voting Member, or a member of the Management Committee, for consideration of a life membership. Voting for and acceptance of a nominated Life Member must take place at an Annual General Meeting. To be accepted as a Life Member the nomination must be accepted by a two thirds majority of Voting Members present.

(2) Patrons

The Management Committee may, at its discretion, elect a Patron(s) or Vice Patron(s) of the Association for such period as may be deemed necessary. Such Patron(s) or Vice Patron(s) are not being eligible to vote unless they are Members under another category of membership.

(3) Affiliated Members

A club or team desirous of becoming an affiliated club or team must take application in accordance with the by-laws of the Association. Each affiliated club or team shall appoint an Affiliated Members' Representative to attend and vote at meetings of the Management Committee.

6. *Application for Membership*

(1) A person who applies, and is approved for membership as provided in these Rules, is eligible to be a Member on payment of the relevant annual Subscription Fee.

(2) A person who is not a Member at the time of the incorporation of the Association (or who was a Member at that time but has since ceased to be a Member) must not be admitted to membership unless:

- (a) he or she wishes to further the interests of the Association;
- (b) he or she applies for membership in accordance with sub-rule (3); and
- (c) the admission as a Member is approved by the Management Committee.¹

(3) An application of a person for membership of the Association must:

- (a) be made in writing in the form set out in Appendix 1; and
- (b) be lodged with the Management Committee.

(4) The Management Committee must determine whether to approve or reject the application.

(5) If the Management Committee rejects an application for membership, the Management Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

(6) If the Management Committee approves an application for membership, the Management Committee must, as soon as practicable:

- (a) notify the applicant in writing of the approval for membership; and

¹ It is necessary to ensure that the Management Committee approves each applicant's membership in accordance with Rule 6. It is recommended that this be considered a standing item on the agenda for each Management Committee meeting.

(b) request payment to the Secretary within 28 days after receipt of the notification of the sum payable under these Rules as the first year's annual Subscription Fee.

(7) The Secretary must, within 28 days after receipt of the amount referred to in sub-rule (6), enter the applicant's name in the register of Members.

(8) An applicant for membership:

(a) becomes a Member when his or her name is entered in the register of Members;

(b) shall be bound by the Rules and any relevant by-laws of the Association;

(c) shall come liable for such Fees, including Subscription Fees, as may be fixed by the Association; and

(d) is entitled to exercise all rights, advantages and privileges of membership.

(10) A right, privilege, or obligation of a person by reason of membership of the Association:

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

(b) terminates upon the cessation of membership whether by death or resignation or otherwise.

7. *Register of Members*

(1) The Secretary must keep and maintain a register of Members containing:

(a) the name and address of each Member; and

(b) the date on which each Member's name was entered in the register.

(2) The register is available for inspection free of charge by any Member upon request.

(3) A Member may make a copy of entries in the register.

8. *Ceasing membership*

(1) A Member who has paid all Fees due and payable by a Member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.

(2) After the expiry of the period referred to in sub-rule (1):

(a) the Member ceases to be a Member; and

(b) the Secretary must record in the register of Members the date on which the Member ceased to be a Member.

9. Fees

(1) All Fees and Subscription Fees are to be set and agreed by the Management Committee at least four (4) weeks prior to the commencement of the Rugby Union playing season or three (3) weeks prior to the Touch Football playing season.

(2) All Subscription Fees are payable by all Voting Members, except Life Members, within the time period set by the Management Committee for the relevant Financial Year or the membership will automatically lapse.

(3) A membership which has lapsed in accordance with sub-rule (2) can be reinstated by a two-thirds majority agreement of the Management Committee and any outstanding Subscription Fees will be due within 14 days of reinstatement.

(4) All other Fees are payable by the Members within the time period set by the Management Committee or the Management Committee may suspend the relevant Members' membership in accordance with Rule 10.

(5) The Management Committee can consider hardship cases and waive or reduce any Fees or Subscription Fees by a two-thirds majority agreement.

Part 3: Discipline, disputes and mediation

10. Discipline, suspension and expulsion of members

(1) Subject to these Rules, if the Management Committee is of the opinion that a Member has:

- (a) refused or neglected to comply with the Rules, Regulations or any by-laws of the Association; or
- (b) made false or inaccurate statements in the Member's application for membership of the Association; or
- (b) failed to pay any Fees (or fines imposed by the Association); or
- (c) been guilty of conduct unbecoming a member or prejudicial to the interests of the Association,

the Management Committee may by a two-thirds majority resolution:

- (a) fine that Member an amount not exceeding \$500; and/or
- (b) suspend that Member from membership of the Association for a specified period; and/or
- (c) expel that Member from the Association.

(2) A resolution of the Management Committee under sub-rule (1) does not take effect unless:

- (a) at a meeting held in accordance with sub-rule (3), the Management Committee confirms the resolution; and
- (b) if the Member exercises a right of appeal under this Rule to the Members in a General Meeting, the Members confirm the resolution in accordance with this Rule.

(3) A meeting of the Management Committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with sub-rule (4).

(4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the Member a written notice:

- (a) setting out the resolution of the Management Committee and the grounds on which it is based;
- (b) stating that the Member, or his or her representative, may address the Management Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member;
- (c) stating the date, place and time of that meeting;
- (d) informing the Member that he or she may do one or both of the following:

(i) attend that meeting;

(ii) give to the Management Committee prior to the date of that meeting a written statement seeking the revocation of the resolution; and

(e) informing the Member that, if at that meeting, the Management Committee confirms the resolution by a two-thirds majority, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Members in General Meeting against the resolution.

(5) At a meeting of the Management Committee to confirm or revoke a resolution passed under sub-rule (1), the Management Committee must:

(a) give the Member, or his or her representative, an opportunity to be heard;

(b) give due consideration to any written statement submitted by the Member; and

(c) determine by resolution whether to confirm or to revoke the resolution.

(6) If at the meeting of the Management Committee, the Management Committee confirms the resolution by a two-thirds majority, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Members in General Meeting against the resolution.

(7) If the Secretary receives a notice under sub-rule (6), he or she must notify the Management Committee and the Management Committee must convene a General Meeting to be held within 21 days after the date on which the Secretary received the notice.

(8) At a General Meeting convened under sub-rule (7):

(a) no business other than the question of the appeal may be conducted;

(b) the Management Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

(c) the Member, or his or her representative, must be given an opportunity to be heard; and

(d) the Voting Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(9) A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Voting Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

11. *Disputes and mediation*

(1) The grievance procedure set out in this Rule applies to disputes under these Rules between:

(a) a Member and another Member; or

(b) a Member and the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be:

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement:

(i) in the case of a dispute between a Member and another Member, a person appointed by the Management Committee; or

(ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(5) A Member of the Association can be a mediator.

(6) The Mediator cannot be a Member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must:

(a) give the parties to the mediation process every opportunity to be heard;

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Part 4: General Meetings

12. Annual General Meetings

- (1) The Management Committee shall determine the date, time and place of the Annual General Meeting of the Association.
- (2) The Annual General Meeting of the Association must be held within five months of the end of the Association's Financial Year.
- (3) The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting to Members.
- (4) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (5) The ordinary business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
 - (b) to receive from the Management Committee reports upon the transactions of the Association during the last preceding Financial Year;
 - (c) to elect Officers, Junior Members' Representatives and Ordinary Management Committee Members; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The Annual General Meeting may conduct any other business of which notice has been given in accordance with these Rules.

13. Special General Meetings

- (1) In addition to the Annual General Meeting, other General Meetings may be held in the same year.
- (2) All General Meetings other than the Annual General Meeting are Special General Meetings.
- (3) The Management Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between Annual General Meetings, the Management Committee must convene a Special General Meeting before the expiration of that period.
- (5) The Management Committee must, on the request in writing of:
 - (a) the President and the Secretary; or

(b) ten (10) Members,

convene a Special General Meeting.

(6) The request for a Special General Meeting must:

(a) state the objects of the meeting;

(b) be signed by the Members requesting the meeting; and

(c) be sent to the address of the Secretary.

(7) If the Management Committee does not cause a Special General Meeting to be held within one (1) month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than two (2) months after that date.

(8) If a Special General Meeting is convened by Members in accordance with sub-rule (7), it must be convened in the same manner so far as possible as a Special General Meeting convened by the Management Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.

Part 5: Procedure at General Meetings

14. Notice of General Meetings

(1) The Secretary, must cause to be sent to each Member before the date fixed, at least seven (7) days if a Special General Meeting has been proposed, or at least fourteen (14) days if an Annual General Meeting has been proposed, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent:

(a) by prepaid post to the address appearing in the register of Members; or

(b) if the Member requests, by facsimile transmission or electronic transmission.

(3) No business other than that set out in the notice convening the General Meeting may be conducted at the meeting.

(4) A Member intending to bring any business before a General Meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

15. Quorum at General Meetings

(1) All Members may attend General Meetings but only Voting Members are entitled to vote at the General Meetings.

(2) No item of business may be conducted at any General Meeting unless a quorum of Voting Members is present in accordance with this Rule at the time when the meeting is considering that item.

(3) Ten (10) Voting Members personally present constitute a quorum for the conduct of the business of any General Meeting.

(4) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:

(i) in the case of a General Meeting convened upon the request of Members, the General Meeting must be dissolved; and

(ii) in any other case: the General Meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.

(5) If at the adjourned General Meeting the quorum is not present within half an hour after the time appointed for the commencement of the General Meeting, the Voting Members personally present (being not less than 3) shall be a quorum.

16. *Presiding at General Meetings*

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each General Meeting.
- (2) If the President and the Vice-President are absent from a General Meeting, or are unable to preside, the Voting Members present must select a Voting Member to preside as Chairperson.

17. *Adjournment of General Meetings*

- (1) The person presiding may, with the consent of a majority of members present at the General Meeting, adjourn the General Meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned General Meeting other than the unfinished business from the General Meeting that was adjourned.
- (3) If a General Meeting is adjourned for fourteen (14) days or more, notice of the adjourned General Meeting must be given in accordance with Rule 12.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.

Part 6: Voting at General Meetings

18. Voting at General Meetings

- (1) Upon any question arising at a General Meeting, each Voting Member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) The person presiding shall be entitled to a deliberate vote and, in the case of an equality of voting on a question, the person presiding is entitled to exercise a casting vote.
- (4) A Voting Member is not entitled to vote at a General Meeting unless all Fees due and payable by the Member have been paid to the Association, other than the amount of the annual Subscription Fee payable in respect of the current Financial Year.

18A. Matters relating to Liquor Licence

- (1) If:
 - (a) a poll is taken at a General Meeting which relates to the application, holding, maintaining or renewal of a Liquor Licence; and
 - (b) the Management Committee considers that the participation of Junior Votes in that poll would adversely affect the application, holding, maintenance or renewal of the Liquor Licence,

the Management Committee may declare that no Junior Votes be counted in that poll.

19. Poll at General Meetings

- (1) If at a General Meeting a poll on any question is demanded by not less than three (3) Members, it must be taken at that General Meeting in such manner as the person presiding may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of the person presiding or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the person presiding may direct.

20. Manner of determining whether resolution carried

If a question arising at a General Meeting of the Association is determined on a show of hands:

- (a) a declaration by the person presiding that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and,

(b) an entry to that effect in the minute book of the Association,

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

21. Proxies

(1) Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than 24 hours before the time of the General Meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy must be

(a) for a meeting of the Association convened under rule 10, in the form set out in Appendix 2; or

(b) in any other case, in the form set out in Appendix 3.

Part 7: Management Committee

22. *Powers of the Management Committee*

The Management Committee:

- (1) shall control and manage the business and affairs of the Association;
- (2) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
- (3) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Management Committee to be essential for the proper management of the business and affairs of the Association.

23. *Composition of the Management Committee*

(1) Subject to section 23 of the Act, the Management Committee shall consist of the following members:

- (a) the Officers;
 - (b) a Junior Members' Representative;
 - (c) an Affiliated Members' Representative (if applicable); and
- (c) a minimum of two (to a maximum of six) Ordinary Management Committee Members.(2) Each Junior Members' Representative and Ordinary Management Committee Member shall be elected at the Annual General Meeting in each year.
- (3) An Affiliated Members' Representative will not be elected at the Annual General Meeting but shall be independently appointed by the relevant Affiliated Member.
 - (4) Each Officer shall hold office in accordance with Rule 24 and shall be elected in accordance with Rule 28.
 - (5) No person shall hold more than one position on the Management Committee at any one time.
 - (6) Subject to sub-rule 24(3), there is no limitation or restriction upon the maximum time any person may:
 - (a) serve on the Management Committee as an Officer; or
 - (b) be re-nominated to serve on the Management Committee as an Officer.
 - (7) The maximum time any person may serve as a Junior Members' Representative or an Ordinary Management Committee Member is five (5) consecutive years. A person may, however, be nominated for re-election after a 12 month absence.

24. Officers

(1) The Officers shall be:

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer;
- (d) a Secretary;
- (e) a Director of Rugby; and
- (f) a Director of Facilities.

(2) The provisions of this Rule, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).

(3) Subject to sub-rule 24(5), each Officer shall hold office for two (2) years following election, until the second Annual General Meeting held after the date of his or her election.

(4) In the event of a casual vacancy in any office referred to in sub-rule 24(1), the Management Committee may appoint an Ordinary Management Committee Member to the vacant office and the appointed Ordinary Management Committee Member may continue in office until the term of the member whom he or she has replaced would otherwise expire.

(5) In the first year following adoption of this Constitution, the Vice President, Secretary and the Director of Facilities will only hold office for one (1) year and will be nominated for re-election at the next Annual General Meeting after the date of his or her election.

25. Ordinary Management Committee Members

(1) Subject to these Rules, each Ordinary Management Committee Member shall hold office until the next Annual General Meeting after the date of election but is eligible for re-election at the next Annual General Meeting.

(2) In the event of a casual vacancy occurring in the office of an Ordinary Management Committee Member, the Management Committee may appoint a Member to fill the vacancy and the Member appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

26. Junior Members' Representatives

(1) Subject to these Rules, each Junior Members' Representative shall hold office until the next Annual General Meeting after the date of election but is eligible for re-election at the next Annual General Meeting.

(2) In the event of a casual vacancy occurring in the office of a Junior Members' Representative, the Management Committee must convene a Special General Meeting at which a vote of Members holding Junior Votes must be conducted to fill the vacancy. The Junior

Members' Representative appointed shall hold office, subject to these Rules, until the conclusion of the next Annual General Meeting following the date of the appointment.

27. *Affiliated Members' Representatives*

(1) Subject to these Rules, each Affiliated Members' Representative shall hold office until the next Annual General Meeting.

(2) In the event of a casual vacancy occurring in the office of an Affiliated Members' Representative, the Management Committee must request that the Affiliated Member appoint another Affiliated Members' Representative within one (1) month.

28. *Election of Officers and Ordinary Management Committee Members*

(1) Nominations of candidates for election as Officers or as Ordinary Management Committee Members must be:

(a) made in writing, signed by two Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) delivered to the Secretary at any time including the day of holding of the Annual General Meeting and during the Annual General Meeting.

(2) A candidate may only be nominated for one position at the Management Committee prior to the Annual General Meeting. If a candidate is unsuccessful in being elected to the nominated position, they may nominate at and during the Annual General Meeting for any other Officer position or Ordinary Management Committee Member position.

(3) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.

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

(5) If the number of nominations exceeds the number of vacancies to be filled, a vote must be held.

(6) The vote for the election of Officers and Ordinary Management Committee Members must be conducted at the Annual General Meeting in such manner as the Management Committee may direct.

29. *Election of a Junior Members' Representative*

(1) Nominations of candidates for election as a Junior Members' Representative must be:

(a) made in writing, signed by two Members who hold Junior Votes and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) delivered to the Secretary not less than 7 days before the date fixed for the holding of the Annual General Meeting.

- (2) If there is only one nomination for the role of a Junior Members' Representative, the persons nominated shall be deemed to be elected.
- (3) If there is more than one nomination for the role of a Junior Members' Representative, a vote of Members holding Junior Votes must be conducted at the Annual General Meeting.
- (4) The candidate with the most votes will be appointed the Junior Members' Representative for the next 12 months.

30. Vacancies

The office of an Officer, a Junior Members' Representatives or of an Ordinary Management Committee Member, becomes vacant if the member of the Management Committee:

- (a) ceases to be a Member; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

31. Removal of members of the Management Committee

(1) A member of the Management Committee may be removed from the Management Committee for either of the following:

- (a) absence from three (3) or more Management Committee meetings without leave of absence; or
- (b) if the member is found not to have paid the annual Subscription Fee.

(2) An Officer or an Ordinary Management Committee Member may be removed by a two-third majority of Members present at a Special General Meeting convened for that purpose, by resolution, before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

(3) A Junior Members' Representative may be removed by a two-third majority of Members holding Junior Votes at a Special General Meeting convened for that purpose, by resolution, before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

(4) A member who is the subject of a proposed resolution referred to in sub-rules (2) or (3) may make representations in writing to the Secretary or President (not exceeding a reasonable length) and may request that the representations be provided to the Voting Members.

(5) The Secretary or the President may give a copy of the representations to each Voting Member or, if they are not so given, the Voting Member may require that they be read out at the meeting.

Part 8: Management Committee proceedings

32. *Meetings of the Management Committee*

- (1) The Management Committee must meet at least five (5) times in each year at such place and such times as the Management Committee may determine.
- (2) Special meetings of the Management Committee may be convened by the President or by any four (4) members of the Management Committee.

33. *Notice of Management Committee meetings*

- (1) Written notice of each Management Committee meeting must be given to each member of the Management Committee at least two (2) business days before the date of the meeting.
- (2) Written notice must be given to members of the Management Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

34. *Quorum for Management Committee meetings*

- (1) General business

Any four (4) members of the Management Committee constitute a quorum for the conduct of general business at a meeting of the Management Committee.

- (2) Business relating only to Junior Members

Any three (3) members of the Management Committee plus the Junior Members' Representative constitute a quorum for the conduct of business relating to Junior Members at a meeting of the Management Committee.

- (3) No business may be conducted unless a quorum is present.

- (4) If within half an hour of the time appointed for the meeting a quorum is not present:

(i) in the case of a special meeting convened in accordance with sub-rule (2), the meeting lapses;

(ii) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.

- (5) The Management Committee may act notwithstanding any vacancy on the Management Committee.

35. *Presiding at Management Committee Meetings*

At meetings of the Management Committee:

- (1) the President or, in the President's absence, the Vice-President presides; or

(2) if the President and the Vice-President are absent, or are unable to preside, then a Chairperson nominated by the members present must preside.

36. *Voting at Management Committee meetings*

(1) Questions arising at a meeting of the Management Committee shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

(2) Subject to sub-rule (3), each member present at a meeting of the Management Committee (including the Chairperson) is entitled to one (1) vote and, in the event of an equality of votes on any question, the Chairperson may exercise a casting vote.

(3) Where questions arise at a meeting of the Management Committee relating only to the business of Junior Members, each present member of the Management Committee is entitled to one (1) vote and the Junior Members' Representative is entitled to three (3) votes. In the event of an equality of votes, the Junior Members' Representative may exercise a casting vote.

37. *Minutes of Management Committee meetings*

The Secretary must keep minutes of the resolutions and proceedings of each General Meeting, and each Management Committee meeting, together with a record of the names of persons present at Management Committee meetings.

Part 9: Financial control

38. Funds

- (1) The funds of the Association are derived from:
 - (a) Fees;
 - (b) Subscription Fees;
 - (c) donations;
 - (d) sale of merchandise;
 - (e) sale of foodstuffs and beverages (including the supply of liquor);
 - (f) general and coterie fundraising;
 - (g) sponsorships; and
 - (h) subject to the Act and these Rules, any other sources the Management Committee determines.
- (2) The Association must, as soon as practicable after receiving any money:
 - (a) issue an appropriate receipt; and
 - (b) ensure that all money be deposited into the Association's accounts at such a bank or recognised financial institution as the Management Committee may determine.
- (3) The funds of the Association are to be used for the promotion of the objects or purposes of the Association or in accordance with the directions of the Management Committee.
- (4) No part of that property or income can to be paid or otherwise distributed, directly or indirectly, to the Members except in accordance with the Act.
- (5) The Treasurer of the Association must:
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

39. Signing of Cheques

The President, Secretary and the Treasurer jointly, or any two thereof, shall be empowered to sign cheques, bankers' drafts, bills of exchange, promissory notes and other negotiable instruments on the Association's behalf.

40. *Petty Cash*

The Secretary shall not spend more than \$150 of Petty Cash without the consent of the Management Committee, and shall keep a record of such expenditure in a Petty Cash book. The Petty Cash limit may only be altered by a two-thirds majority decision of the Management Committee.

41. *Common Seal*

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the Management Committee and the affixing of the common seal must be attested by the signatures of at least the President and two members of the Management Committee, both of whom shall subscribe their names as witnesses.

Part 10: Miscellaneous

42. Notice

Except for the requirement in Rule 14, any notice that is required to be given to a Member or a member of the Management Committee, by on behalf of the Association, under these Rules may be given by:

- (1) delivering the notice to the Member personally;
- (2) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members;
- (3) facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or
- (4) electronic transmission, if the Member has requested or consented that the notice be given to him or her in this manner.

43. Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

44. Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other Relevant Documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other Relevant Documents of the Association.

45. Indemnity

The Association may indemnify any current or former member of the Management Committee out of the property of the Association against:

- (1) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (2) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

except to the extent that:

- (3) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or

(4) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

46. Insurance

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a member of the Management Committee against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (1) the Association is forbidden by statute to pay or agree to pay the premium; or
- (2) the contract would, if the Association paid the premium, be made void by statute.

47. Contract

The Association may enter into an agreement with a person referred to in Rules 45 and 46 with respect to the matters covered by those Rules. An agreement entered into under this Rule 48 may include provisions relating to rights of access to the books of the Association conferred by the Act or otherwise by law.

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF
(NAME OF THE ASSOCIATION)**

I,....., ofdesire to become a
(name and occupation) *(address)*

member of
(name of Association)

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....
Signature of Applicant
Date

I,....., a member of the Association,
(name)
nominate the applicant, who is personally known to me, for membership of the Association.

.....
Signature of Proposer
Date

I,....., a member of the Association, second
(name)
the nomination of the applicant, who is personally known to me, for membership of the Association.

.....
Signature of Secunder
Date

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF
ASSOCIATION**

I,.....
(*name*)

of
(*address*)

being a member of
(*name of Incorporated Association*)

appoint
(*name of proxy holder*)

of
(*address of proxy holder*)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 7(7), to be held on-

.....
(*date of meeting*)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under rule 7(1)).

.....
Signed
Date

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I,
(name)

of
(address)

being a member of
(name of Incorporated Association)

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on

.....
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

.....
Signed
Date

* Delete if not applicable

APPENDIX 4

SCHEDULE OF FEES

<i>Fee</i>	<i>Amount</i>
Subscription Fee	
<ul style="list-style-type: none">• Ordinary Members• Social Members• Junior Members	
Fees	