



HUNTERS HILL
RUGBY UNION FOOTBALL CLUB
INCORPORATED

REVISED CONSTITUTION AND RULES

1st SEPTEMBER 2017

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PART 1 ~ PRELIMINARY

1. Definitions

(1) In this constitution:

Act means the *Associations Incorporation Act 2009*;

Associate means all Associate Members;

Board means the Board of Management as constituted under this constitution;

Club means the Incorporated Association established and governed by this constitution;

Commissioner means the Commissioner, NSW Fair Trading;

Division means any one of the Juniors, Seniors or Golden Oldies

Financial Member means a member who has paid their current financial year subscription, registration or annual fee;

Golden Oldies means all Golden Oldies Members and includes the Golden Oldies Sub-Committee;

Juniors means all Junior Members and includes the Juniors Sub-Committee.

Junior Member means a Parent or Legal Guardian of a junior player under the age of 18 years of age;

Life Member means a member of the Club on whom Life Membership has been bestowed;

Member means a Junior Member, Senior Member, Golden Oldies Member or Associate Member

Public Officer means the person so designated as required under the Act

Regulations means the *Associations Incorporation Regulations 2016*;

Secretary means:

(a) The person holding office under this constitution as Secretary of the Club; or

(b) If no such person holds that office – the Public Officer of the Club;

Seniors means all Senior Members and includes the Seniors Sub-Committee;

Special General Meeting means a general meeting of the Club other than an Annual General Meeting;

Sub-Committees means any or all of the Juniors, Seniors or Golden Oldies sub-committees.

- (2) In these rules:
 - (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of that duty.

- (3) The provisions of the *Interpretations Act 1987* apply to and in respect of these rules in the same manner as those provisions would apply if these rules were an instrument made under the Act.

- (4) Where the context permits, a reference herein to singular words includes the plural and vice versa and a reference to any gender includes all genders.

PART 2 ~ ESTABLISHMENT

2 Association Name

The name of the Association shall be the "**Hunters Hill Rugby Union Football Club Incorporated**".

3 Club Colours

- (1) The Club's colours shall be Black and White, and the playing uniform shall embrace these colours. The Board of Management shall be responsible for the design of the uniform, and any changes so desired, from time to time.
- (2) No change to the Club's uniform will be undertaken without the express consent of the Board.

4 Club Financial Year

The financial year for the Club will end on 31st October in each year, or such other date as the Board may determine from time to time.

Note: Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.

5 Purposes and Powers

- (1) The Club has been established for the following purposes:
 - (a) to promote, foster and encourage participation in the sport of Rugby Union;
 - (b) to provide facilities, amenities and equipment for the benefit of members;
 - (c) to do all things incidental to or conducive to any of these purposes.
- (2) The Board and it's Sub-Committees shall have the rights, powers and privileges to do all things which a natural person may do in connection with the Club's purposes, including:
 - (a) to engage for reward and remunerate any person or body;
 - (b) to acquire property, whether real or personal, or any interest in property and to sell or dispose of any interest in property;

- (c) to develop land and erect, maintain and alter buildings and other facilities;
- (d) to invest and deal with funds that are not immediately required, in any manner approved by the Board or relevant Sub-Committee.

6 Affiliation

- (1) The Club and its Sub-Committees may affiliate with those rugby union organizations in New South Wales or Australia, as is necessary to:
 - (a) enable the Juniors, Seniors and Golden Oldies to participate in organized rugby union competitions; and
 - (b) obtain for members negligence and medical insurance and legal indemnity.

- (2) The Club and its Sub-Committees may affiliate with any district, region or other association or organization with objects similar to, or which are consistent with, those of the Club.

PART 3 ~ MEMBERSHIP

7 Membership generally

- (1) Membership of the Club shall consist of five (5) classes as follows:
 - (a) Senior Members
 - (b) Junior Members
 - (c) Golden Oldies Members
 - (d) Life Members
 - (e) Associate Members.

- (2) A person is eligible to be a member of the Club if:
 - (a) the person is a natural person, and
 - (b) the person has applied and been approved for membership of the Club in accordance with clause 3.

- (3) A person is taken to be a member of the Club if the person was one of the individuals on whose behalf an application for registration of the Club under section 6 (1) (a) of the Act was made. The Board reserves the right to refuse renewal of membership, or to reject intending new members, without disclosing any reason for so doing. Provided however, that a member whose renewal is refused shall have the right of appeal to a special general meeting to be convened for that purpose in accordance with this constitution.

- (4) Only financial members and life members of the Club shall be able to vote at any annual, general or special general meeting of the Club.

- (5) No member of the Club shall be allowed to vote at any general meeting of the Club until one month after paying the applicable membership, subscription or registration fee.

- (6) Life members are exempted from sub-clause (6) as they are not required to pay any membership fees.

- (7) All financial members shall have the same rights and privileges, and each financial member shall have one vote at an annual general meeting. Provided however, that each financial member must be present at the annual general meeting in order to vote thereat and no financial member shall be entitled to vote at an Annual General Meeting unless their membership is current as at

the 30th of June in the year of the annual general meeting.

8 Application for membership

- (1) An application by a person for membership of the Club:
 - (a) must be made in writing (including by email or other electronic means, if the Board or Sub-Committee so determines) in the form determined by the Board or Sub-Committee, and
 - (b) must be lodged (including by electronic means, if the Board or Sub-Committee so determines) with the secretary of the Club.
- (2) The application form may take the form of an annual registration form as determined by the relevant Sub-Committee from time to time, in so far as the said registration form complies with the requirements of the various rugby competition organizers, determined from time to time.
- (3) As soon as practicable after receiving an application for membership, the secretary must refer the application to the Board which is to determine whether to approve or to reject the application.
- (4) As soon as practicable after the Board makes a determination in accordance with Clause 8 (3), the Secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the Board or Sub-Committee so determines) that the application has been approved or rejected (whichever is applicable), and
 - (b) if the Board has approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (5) The Secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Club.

9 Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Club, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

10 Membership entitlements not transferable

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

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

11 Resignation of membership

- (1) A member of the Club may resign from membership of the Club by first giving to the Secretary written notice of at least 1 month (or any other period that the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

- (3) If a member of the Club ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

12 Register of members

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

13 Fees and subscriptions

- (1) A member of the Club must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Club must pay to the Club an annual membership fee of \$2 or, if some other amount is determined by the Board, that other amount:
 - (a) except as provided by paragraph (b), before the first day of the financial year of the Club in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the Club in any calendar year—on becoming a member and before the first day of the financial year of the Club in each succeeding calendar year.

14 Members' liabilities

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by clause 13.

15 Resolution of disputes

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

16 Disciplining of members

- (1) A complaint may be made to the Board by any person that a member of the Club:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Club.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 17.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under clause 17, whichever is the later.

17 Right of appeal of disciplined member

- (1) A member may appeal to the Club in general meeting against a resolution of the Board under clause 16, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Board, which is to convene a general meeting of the Club to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Club convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Club.

PART 4 ~ THE BOARD OF MANAGEMENT AND OFFICE BEARERS

18 Powers of the Board of Management

Subject to the Act, the Regulations and this Constitution and any resolution passed by the Club in general meeting, the Board:

- (a) is to control and manage the affairs of the Club; and
- (b) may exercise all the functions as may be exercised by the Club, other than those functions that are required by these rules to be exercised by a general meeting of members of the Club; and
- (c) has the power to perform all acts and do all things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Club.

19 Composition and membership of the Board of Management

- (1) Subject to S.21 of the Act in the case of the first members of the Board, the Board of Management shall consist of 4 adult members of the Club and will include the Office Bearers.
- (2) The Office Bearers of the Club shall consist of:
 - (a) a representative from the Seniors Sub-Committee;
 - (b) a representative from the Juniors Sub-Committee;
 - (c) a representative from the Golden Oldies Sub-Committee;
 - (d) an additional representative from the Sub-Committee (Juniors, Seniors, Golden Oldies) with the largest number of members.
- (3) The Office Bearers of the Club shall be:
 - (a) the President;
 - (b) the Vice-President;
 - (c) the Secretary;
 - (d) the Treasurer.

- (4) Each member of the Board is, subject to this constitution, to hold office until immediately before the election of Board members at the annual general meeting of the Club next following the date of the member's election, and is eligible for re-election.
- (5) Any adult member of the Club may be a member of the Board.
- (6) There is no maximum number of consecutive terms for which a Board member may hold office

20 Election of Board of Management

- (1) The election to the Board of the nominated representative(s) from each division of the Club is to be held at the annual general meeting of the Club.
- (2) Only the nominated representatives from each Sub-Committee as referred to in clause 16 (2) may be elected as members of the Board of Management.
- (3) Each Sub-Committee is to elect their designated representative(s) in accordance with 16 (2) at an annual meeting of the members of each division of the Club, which must be held prior to the annual general meeting of the Club.
- (4) Nomination of candidates for election as office bearers, and therefore the Board, of the Club:
 - (a) must be made in writing and signed by two members of the Club and be accompanied by the written consent of the candidate (which may be endorsed on the form with the nomination); and
 - (b) must be delivered to the Secretary of the Club at least seven (7) days before the date fixed for holding of the annual general meeting at which the election is to take place.
- (5) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

- (6) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (7) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected

21 Secretary

- (1) The Secretary of the Club must, as soon as practicable after being appointed as Secretary, lodge a notice with the Club of his or her address and other contact details.
- (2) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office bearers and members of the Board;
 - (b) the names of members of the Board present at a Board meeting or a general meeting, and
 - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purpose of subclause (3).
- (5) The Secretary of the Club shall also be the Public Officer of the Club.

22 Treasurer

- (1) It is the duty of the Treasurer of the Club to ensure:
 - (a) that all monies due to the Club are collected and received, and that all payments authorised by the Club are made; and
 - (b) that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.
- (2) The Treasurer must keep in his or her custody or under his or her control all books, accounts and other financial records relating to the activities of the Club, and cheque books and other transaction documents for operating any bank or other deposit account of the Club.
- (3) The Treasurer may delegate any tasks applicable to the running of each Sub-Committee to the Treasurer of each Sub-Committee.

23 Casual Vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board, a member of the Club may be appointed from the relevant Sub-Committee in accordance with these rules to fill the vacancy and the member so appointed is to hold office, subject to these rules, until immediately before the annual general meeting next following the date of appointment.
- (2) A casual vacancy in the office of a member of the Board occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 24, or
 - (f) becomes a mentally incapacitated person, or

- (g) is absent without the consent of the Board for all meetings of the Board held within a period of 6 months, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

24 Removal of a Board Member

- (1) The Club in general meeting may by resolution remove any member of the Board from the office of Board Member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of the Board member so removed.
- (2) If a Board member to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club, or if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered

25 Meetings of the Board and Quorum

- (1) The Board must meet at least three (3) times in each period of twelve (12) months at the place and time that the Board may determine.
- (2) Additional meetings of the Board may be convened by the President or by the Secretary or upon request of any member of the Board.

- (3) Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or such period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting, and no business other than that business is to be transacted at the meeting. Except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Board:
 - (a) the President or, in President's absence the Vice President is to preside; or
 - (b) If the President and the Vice President are absent or unwilling to act, one of the remaining members of the Board chosen by the Board members present at the meeting is to preside;
 - (c) the President shall have an additional deciding vote in the event of a tied vote.

26 Appointment of Club members as Board members to constitute quorum

- (1) If at any time the number of Board members is less than the number required to constitute a quorum for a Board meeting, the existing Board members may appoint a sufficient number of members of the Club as Board members to enable a quorum to be constituted.
- (2) A member of the Board so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 24 applies.

27 Use of technology at Board meetings

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

28 Delegation by Board to Sub-Committees

- (1) The Board may, by instrument in writing, delegate to one or more Sub-Committees referred to in clause (2) (consisting of members of the Club that the Board thinks fit) the exercise of any of the functions of the Board that are specified in the instrument, other than:
 - (a) the power of delegation;
 - (b) any function which is a duty imposed on the Board by the Act or by any other law.

- (2) The Sub-Committees of the Club shall be:
 - (a) The Juniors
 - (b) The Seniors
 - (c) The Golden Oldies

- (3) A function the exercise of which has been delegated to a Sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.

- (4) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances that may be specified in the instrument of delegation.

- (5) Despite any delegation under this clause, the Board may continue to exercise any function delegated.

- (6) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.

- (7) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.

- (8) Each Sub-Committee of the Seniors, Golden Oldies and Juniors may consist of the following:
 - (a) a Chairman
 - (b) a Vice-Chairman
 - (c) a Treasurer
 - (d) a Secretary
 - (e) a Registrar
 - (f) such other members as may be appointed at the annual general meeting of each division of the Club or from time to time as is appropriate.

29 Meetings of Sub-Committees

- (1) A sub-committee may meet and adjourn as it thinks fit and proper.
- (2) Notwithstanding clause (1), each Sub-Committee shall meet in accordance with the terms and conditions as are applicable to the Board as set out in clause 26 which shall apply *mutatis mutandis* (“ the necessary changes being made”) where the reference to the “Board” shall be a reference to the “Sub-Committee”.
- (3) Each Sub-Committee may call and hold meetings to deal with all matters delegated to each Sub-Committee.
- (4) The practice and procedure for such meetings shall be as determined by the relevant Sub-Committee subject to each Sub-Committee holding at least one meeting per year.
- (5) A quorum for the purposes of a meeting of any Sub-Committee shall be four (4) persons present in person.
- (6) Each member of a Sub-Committee is, subject to this constitution, eligible to hold office until the conclusion of the annual meeting of the relevant division of the Club to which the Sub-Committee relates, following the date of the members’ election, but is eligible for re-election.
- (7) In the event of a casual vacancy occurring in the membership of a Sub-Committee, the Board or the appropriate Sub-Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this constitution until the annual meeting of the relevant division next following the date of the appointment.
- (8) The Secretary and Treasurer of each Sub-Committee shall comply with and undertake the duties and obligations set out in clauses 21 and 22 respectively in relation to each of their own Sub-Committees.
- (9) Each division of the Club shall hold an annual general meeting each year to elect office-bearers for each respective Sub-Committee, and to elect a representative, or representatives, to be nominated for election to the Board of Management in accordance with clause 19(2).

30 Voting and decisions

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 25 (5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

PART 5 ~ GENERAL MEETINGS

31 Annual general meetings - holding of

- (1) The Club must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Club must hold its annual general meetings:
 - (a) within 6 months after the close of the Club's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

32 Annual general meetings - calling of and business at

- (1) The annual general meeting of the Club is, subject to the Act and to clause 31, to be convened on the date and at the place and time that the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Board and sub-committees reports on the activities of the Club during the last preceding financial year,
 - (c) to elect office-bearers of the Club,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

33 Special general meetings - calling of

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The Board must, on the requisition of at least 10 financial members of the Club, convene a special general meeting of the Club.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

34 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a

notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

35 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Ten (10) financial members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (5) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 7) are to constitute a quorum.

36 Presiding member

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

37 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

38 Making of decisions

- (1) A question arising at a general meeting of the Club is to be determined by:
- (a) a show of hands or, if the meeting is one to which clause 43 applies, any appropriate corresponding method that the Board may determine, or

- (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Board under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

39 Special resolutions

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

40 Voting

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

41 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

42 Postal or electronic ballots

- (1) The Club may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under clause 18).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulations.

43 Use of technology at general meetings

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

PART 6 ~ FINANCES

44 Source of Funds

- (1) The Funds of the Club shall be derived from member's subscriptions, entrance fees, registration fees, donations, sponsorships, canteen receipts, funds raised by the respective Sub-Committees appointed pursuant to this constitution and, subject to any resolution passed by the Club in general meeting, such other sources as the Board determines.
- (2) The funds of the Club (including the Sub-Committees) shall be placed in a financial institution approved by the Board, in the name of the Club or the respective Sub-Committee
- (3) All moneys received shall be banked without undue delay into the relevant bank account established for such purpose.

45 Management of Funds

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used solely in pursuance of the objects of the Club in such manner as the Board, or any Sub-Committee as authorised under this constitution determines.
- (2) Each Sub-Committee shall keep its own records in relation to the funds received and expenditure incurred in the day to day operation of its own division of the Club.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the officers authorised to do so by the Board, or the relevant Sub-Committee, and then only after the account or invoice has been approved for payment by the Board or Sub-Committee.
- (4) Each Sub-Committee shall account to the Board for all funds received and expenditure incurred and provide to the Treasurer of the Club all such information, records, documents and details as may be requested from time to time.

- (5) Notwithstanding any preceding clause, the Treasurer of the Club shall be responsible for the proper discharge of his or her duties under Rule 22 hereof and the members of each Sub- Committee shall do all acts and things to assist the Treasurer in doing so.

- (6) A properly qualified person or persons as approved by the Board of Management shall audit the Financial Statements of the Club, for presentation at the Annual General Meeting of the Club.

PART 7 ~ FORMAL CLUB AWARDS

46 THE CLUB PRESIDENT'S AWARD

- (1) The Club President, at their sole and absolute discretion, may make this award from time to time to any individual who has provided outstanding service to the Club.
- (2) The award will be formally recognized at an annual general meeting or special general meeting of the Club, and be recorded in the Club's Annual Report.

47 THE CHARLES FAIRLAND MEDAL

The Charles Fairland Medal is a Club Award intended to recognize those individuals who have served the Club over an extended period of time, and have exhibited their commitment to the Club through both on and off-field roles.

(Charles Fairland made an outstanding contribution to the Club both on and off the field, over a period of in excess of 50 years. This award is intended to recognize others who have contributed to the Club in the manner of Charles Fairland, and to perpetuate his memory.)

- (1) A nominee for this award shall meet the following service criteria:
 - (a) have attained a minimum of ten (10) years of financial membership of the Club
 - (b) contributed significant service to the Club, through participation in the many and varied aspects of the Club, including (but not limited to) serving on the Board, a Sub-Committee, coaching or managing teams, player recruitment, fund raising activities or service to the social or organizational aspects of the Club
- (2) A nomination for The Charles Fairland Medal shall be:
 - (a) made in writing to the Secretary and be seconded by a minimum of six (6) financial members of the Club;
 - (b) subject to review and approval by the Board, and awarded at the sole discretion of the Board.

- (3) The award shall be formally recognized at an annual general meeting or special general meeting of the Club, and be recorded in the Club's Annual Report.

48 CLUB HONOUR CAPS

The Club may award Honour Caps to those senior players who have made a significant and long-term contribution to the Club through on-field rugby football, and its organisation.

Any person nominated for the award of an Honour Cap must have displayed outstanding loyalty and dedication to teams and the Club over a period of at least seven (7) years, by their actions as a playing member on the field, and must meet or exceed at least five (5) of the specified criteria.

- (1) A Club member nominated for this award :
- (a) must have been a financial member of the Club for a minimum of 7 years;
 - (b) must have been a playing member of the Seniors First Grade team for a minimum of five (5) years;
 - (c) has been selected and played for the NSW Suburban Rugby Union Team;
 - (d) has shown exceptional dedication to the game of rugby and Club teams by participating in on-field activities well beyond the normal level of dedication, skill or commitment;
 - (e) has won at least one Senior team playing award (e.g. Best and Fairest);
 - (f) has served as Club Captain;
 - (g) has made a significant contribution to broader Club life through active participation in social activities and other off-field activities;
 - (h) is of good character and demonstrates good sportsmanship, leadership and is a good role model and is highly regarded by his peers.

- (2) A nomination for the award of an Honour Cap to a Club member shall be made in writing to the Secretary and be seconded by a minimum of six (6) financial members of the Club.
- (3) Upon receipt of a written nomination, the Board shall then appoint a Panel of Club Members to assess the nomination, who will then to report back to the Board.
- (4) Upon receipt of the Panel's report, the Board will review the nomination and in the event that the Board then considers the nominee worthy of the award of an Honour Cap, may so award the nominee a Club Honour Cap.
- (5) The award shall be formally recognized at an annual general meeting or special general meeting of the Club, and be recorded in the Club's Annual Report.

49 LIFE MEMBERS

Life Membership of the Club is the highest award available to recognize the exceptional contribution of individuals to the Hunters Hill Rugby Union Football Club.

It is therefore only awarded in exceptional circumstances.

Life Membership of the Club may be awarded to persons, male or female, who have contributed outstanding and meritorious service to the Club, and who have made a significant and long-term contribution well above the norm, on or off the field.

- (1) A nomination for the award of Life Membership to a Club member shall be made in writing to the Secretary and be seconded by a minimum of six (6) financial members of the Club.
- (2) Upon receipt of a written nomination, the Board shall then appoint a Panel of Club Members (consisting of no less than five (5) current Life Members, members of The Archive Committee and others at the Board's discretion and excluding specifically any person who is the nominator or a seconder to the nomination) to assess the nomination, who will then to report back to the Board with their recommendation.

- (3) In considering the award of Life Membership, an individual will have demonstrated significant, sustained and high-quality service to the Club, have demonstrated integrity and goodwill in all aspects of their involvement with the Club thereby enhancing its reputation and future, and leaving a noteworthy legacy.
- (4) In the event that the Board then considers the nominee worthy of the award of Life Membership of the Club, the Board will then present the nomination to an Annual General Meeting of the Club. A majority of no less than 75% voting in favour of the resolution to approve the nomination is required for it to be passed.
- (5) Any person considered for nomination for Life Membership of the Club must have met the following criteria:
 - (a) had a minimum of ten (10) years financial Club Membership and service;
 - (c) had a minimum of ten (10) years in specific roles that contribute to the benefit of the Club including, but not limited to, serving on the Board or a Sub-Committee, coaching or managing teams, player recruitment, fund raising activities, service to the social or organizational aspects of the Club, service with a governing body or district committee in conjunction with their involvement in HHRUFC
 - (d) must be of good character, has demonstrated good sportsmanship and leadership, is a good role model, and is highly regarded by his peers.
- (6) Life Members are eligible to vote at all annual, general and special meetings of the Club and Sub-Committees, and are exempt from the payment of any annual fees.

(7) Notwithstanding anything in Clauses (1) to (6) above, meeting the aforementioned criteria is not a guarantee that any nomination will be accepted or endorsed as a result of the review process.

PART 8 ~ MISCELLANEOUS

50 Insurance

The Club or each representative Sub-Committee may effect and maintain insurance.

51 Club is non-profit

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

Note. Section 5 of the Act defines pecuniary gain for the purpose of this clause.

52 Distribution of property on winding up of Club

(1) Subject to the Act and the Regulations, in a winding up of the Club, any surplus property of the Club is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(2) In this clause, a reference to the surplus property of the Club is a reference to that property of the Club remaining after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of the winding up of the Club.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

53 Change of name, objects and constitution

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

54 Custody of books etc

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

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

55 Inspection of books etc

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

56 Service of notices

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

- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

This copy of the revised Constitution of the Hunters Hill Rugby Union Football Club Incorporated is signed by the President as a true and correct copy of the document approved at the Special General Meeting of the Club held on December 2017.

.....
LUKE McCORMACK

PRESIDENT

HUNTERS HILL RUGBY UNION FOOTBALL CLUB INCORPORATED

DECEMBER 2017