

WAHROONGA RUGBY CLUB INC.

CONSTITUTION AND RULES

(Revised ~~18 October, 1999~~ [Insert date of Resolution])

1) **NAME**

The name of the Club shall be the Wahroonga Rugby Club Inc. (referred to in ~~these rules~~ this Constitution as "the Club").

2) **OBJECTS**

The Club will operate under the patronage of the Sydney Junior Rugby Union or its successors and affiliate with such bodies as the Club may direct.

The objects of the Club shall be:

- a) To promote foster and encourage Junior Rugby Union ~~Football~~;
- b) To establish, support and aid in the formation of any Association, ~~c~~Club or organisation as the Club may deem expedient for the benefit of Members; ~~and~~;
- c) To do all such lawful things as are incidental and conducive to the attainment of any of the above objects.

3) DEFINITIONS

- a) Committee means the governing body of the Club and consists of office-bearers and Committee Member;
- b) Committee Member means an individual elected or appointed to the role of a Committee Member;
- c) General Meeting means an Annual General Meeting or a Special General Meeting;
- d) Junior Members means a Member who is a player at the Club under 18 years of age and becomes a Junior Member pursuant to clause 4;
- e) Member is an individual or an organisation accepted as a Member under this Constitution pursuant to clause 4; and
- f) Parents means two individuals with parental responsibility for a Junior Member.

34) MEMBERSHIP

- a) Subject to ~~these rules~~ the Constitution, ~~M~~members of the Club shall consist of:-

- i) Junior ~~M~~members; ~~accepted by the Club~~
 - ii) Parents of ~~such~~ Junior Members in 4(a)(i); and
 - iii) Such other persons and organisations as the ~~C~~committee admits to membership.
- b) Membership is open to all individuals and organisations who accept the objects and ~~rules~~ Constitution of the Club and meet the criteria in 4(a). An unincorporated organisation is not capable of being a member of the Club, but it may nominate individuals to be members to represent it.
- ~~c)~~ Individuals and organisations wishing to become members of the Club shall apply to the Committee for membership:
 - i) in the case of Junior Members via the method required or directed by the Sydney Junior Rugby Union or its successor, whether electronic or otherwise to register a player at the Club;
 - ii) in the case of Parents of Junior Members by being the Parents of a Junior Member;
 - iii) in the case of persons under 4(a)(iii) in the form determined from time to time by the Committee -
- d) The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.
- e) Members shall pay such fees as are determined by the Committee.
- ~~f)~~ ~~A register of members shall be kept by the Registrar showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register~~ [Delete Note: Clause is not deleted, it is moved to Register of Members]
- ~~fg)~~ Membership shall cease upon:
 - i) resignation,
 - ii) expulsion or removal;
 - iii) request by Member for refund and cessation of membership;
 - ~~iv)~~ rejection or removal of membership by the Club; or
 - ~~v)~~ where required to pay a fee, failure to pay outstanding membership fees within three months of the due date.
- ~~gh)~~ Membership fees shall fall due on the first day of each financial year of the Club, ~~or~~ such

other day as is determined by the Committee; or in the form of application for membership.

h) The financial year of the Club shall run from 1 October to 30 September.

5) REGISTER OF MEMBERS

a) The ~~Secretary~~Registrar must maintain a register of ~~M~~members ~~of the Club.~~

b) The register:

i) may be in written or electronic form; and

ii) must include for each Member:

1. the Member's name;

2. a residential, postal or email address; and

3. the date on which a person became a Member; and

4. if the person ceases to be a Member – the date on which a person ceased to be a Member

iii) must be kept in New South Wales;

iii) must be available for inspection, free of charge, by members at a reasonable time; and

iv) if kept in an electronic form – must be able to be converted to hard copy.

c) If the register is kept in electronic form, the requirements in b)(iii) and b)(iv) apply as if a reference to the register is a reference to a current hard copy of the register.

d) A Member may obtain a hard copy of the register or part of the register on payment of a fee of not more than \$1 as determined by the Committee for each page copied.

e) Information about a Member, other than the Member's name, must not be made available for inspection and no information can be provided about a Member if they have requested that information not to be made available.

f) A Member must not use information about a Member obtained from the register to contact or send material to the Member, unless the:

i) the information is being used to send the member notice of a meeting relating to the Club or other material relating to the Club

ii) the information is being used for a purpose necessary to comply with the law.

64) RESOLUTION OF INTERNAL DISPUTES

- a) Subject to clause (d), the following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 for mediation:
 - i) a dispute between two (2) or more Members of the Club, but only if the dispute is between the Members in their capacity as Members, or
 - ii) a dispute between one (1) or more Member and the Club.
- b) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- c) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.
- d) The types of disputes in sub-clause (a) will not be dealt in accordance with sub-clause (a) through (c) where the Club is subject to an alternative dispute resolution process:
 - i) required by law, for example under child safety or protection laws;
 - ii) required under the policies and codes of Sydney Junior Rugby Union, NSW Rugby, Rugby Australia or their successors, which the Club is required to comply;
 - i) required because of an explicit direction of Sydney Junior Rugby Union, NSW Rugby, Rugby Australia or their successors.

MEMBERS' LIABILITY [Delete Note: Clause is not deleted – it is moved to end of Constitution with Winding up clause]

~~The members of the Club shall have no liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club except to the amount of any unpaid membership fees.~~

75). DISCIPLINING ACTION AGAINST MEMBERS AND ASSOCIATED PERSONS OF MEMBERS [Delete Note: Increased and transparent process for disciplining Members and any person associated with the Club]

~~The procedure for disciplining members shall be determined by the Committee. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next General Meeting of the Club.~~ [Delete note – this action has been clarified and expanded on]

- a) A person can make a complaint to the Committee that a Member or any person who is associated with a Member of the Club (including coaches, managers, match officials, family members or other persons invited by the Club to provide services or act on behalf of the Club) has:

- i) failed to comply with a provision of this Constitution;
 - ii) wilfully, recklessly, negligently or intentionally acted in a way prejudicial to the interests of the Club; or
 - iii) breached any relevant codes, policies or guidelines which the Club is required to comply with which are issued by Sydney Junior Rugby Club, New South Wales Rugby, Rugby Australia or their successors.
- b) The Committee may refuse to deal with a complaint if the Committee considers the complaint is trivial or vexatious.
- c) Complaints must be managed at the lowest level first wherever possible, unless the Club or a Committee Member has a real or perceived conflict of interest, or the Club has been directed by Rugby AU or any other governing body to redirect the complaint to them.
- d) If the Committee decides to deal with the complaint, the Committee must:
 - i) serve notice of the complaint on the Member or associated person; and
 - ii) give the Member or associated person at least 14 days from the day the notice is served to make a submission to the Committee about the complaint; and
 - iii) consider any submissions by the Member or associated person.
- e) The Committee may by resolution, expel the Member from the Club, suspend the Member's membership or remove the Member or the associated person from Club premises or any role they currently serve or services they provide in the Club, if after considering the complaint the Committee is satisfied:
 - i) the facts alleged in the complaint have been proven; and
 - ii) the expulsion, suspension or removal is warranted.
- f) The Secretary must within seven (7) days give the Member or associated person, written notice of:
 - i) action taken;
 - ii) the reasons given by the Committee for taking the action; and
 - iii) the Member's right of appeal under the Constitution.
- g) Subject to subclause g), the expulsion, suspension or removal does not take effect until the later of the following:
 - ii) the day the period within which the Member is entitled to exercise their right

of appeal expires; or

iii) if the member exercises their right of appeal within the period, the day after the Club confirms the resolution under the appeal.

h) Suspension of, or removal of, a Member or associated person from a role or position at the Club will be immediate, irrespective of a right to appeal, where that suspension or removal is:

i) required by law, for example under child safety or protection laws;

ii) required under the policies and codes of Sydney Junior Rugby Union, NSW Rugby, Rugby Australia or their successors, which the Club is required to comply; or

iv) required because of an explicit direction of Sydney Junior Rugby Union, NSW Rugby, Rugby Australia or their successors.

8. RIGHT OF APPEAL AGAINST DISCIPLINARY ACTION

a) A Member or associated person may appeal against a resolution of the Committee under clause 7 by lodging a notice of appeal with the Honorary Secretary within 7 days of being served notice of the resolution.

b) The Member or associated person may include, with the notice of appeal, a statement of the grounds on which the Member or associated person intends to rely for the purposes of the appeal.

c) The Honorary Secretary must notify the Committee the Honorary Secretary has received a notice of appeal.

d) If notified of an appeal, the Committee must call a general meeting of the Club to be held within 14 days of the day the notice was received.

e) At the general meeting:

i) no business other than the question of the appeal is to be transacted, and

ii) the Member or associated person must be given an opportunity to state their case orally or in writing, or both, and

iii) the Committee must be given the opportunity to state the Committee's case orally or in writing, or both, and

iv) Members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

e) The appeal is to be determined by a simple majority of votes cast by the Members present at the meeting

96). MANAGEMENTFUNCTIONS OF COMMITTEE

- a) The Club shall have its affairs controlled and managed by a Committee and will have an Executive who are the office bearers of the Committee.
- b) The Committee may exercise all the functions that may be exercised by the Club other than those functions that are required to be exercised by the Club in a General Meeting and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the Club.
- b)c) The Executive are authorised to conduct the administration business of the Club, in particular to deal with matters of urgency arising between Committee meetings. All Executive decisions must be unanimous and will be tabled at the next meeting of the Committee for subsequent ratification by the Committee.

10. COMPOSITION OF COMMITTEE

- a) The Committee which will consist of the Committee Members being the six (6) office bearers in subclause 10(b) plus a minimum of six (6) and a maximum of twelve (12) other Mmembers_ of the Club, as defined in Clause 3(a) (ii) and (iii) above.

~~Junior members may not be members of the Committee.~~ *[Delete note: This clause is not deleted. This has been moved to clause 11.]*

- b) — The office bearers shall consist of:-

- i) President
- ii) Vice President – Minis
- iii) Vice President – Juniors
- iv) Honorary Secretary
- v) Honorary Treasurer
- vi) Registrar

and will form the Executive of the Club.

~~which is authorised to conduct the administration business of the Club, in particular to deal with matters of urgency arising between Committee meetings. All Executive decisions must be unanimous and will be tabled at the next meeting of the Committee for subsequent ratification by the Committee~~ *[Delete note: This clause is not deleted - this has been moved to clause 9(c)].*

11. ELECTION OF COMMITTEE MEMBERS

- a) Any Member defined in clause 4(a)(ii) and (iii) may be nominated as a Committee Member

for election. A Junior Member cannot be a Committee Member.

b) The office bearers and other members of Committee Members shall be elected at each Annual General Meeting.

c) The nomination must be:

i) made in writing;

ii) seconded by at least one other Member;

iii) include the written consent of the candidate to the nomination; and

iv) be given to the Honorary Secretary at least seven (7) days prior to the date fixed for the Annual General Meeting.

d) If insufficient nominations are received to fill all vacancies;

i) the candidates nominated are taken to be elected; and

ii) a call for further nominations must be made at the Annual General Meeting

e) A nomination made at the Annual General Meeting in response to a call for further nominations must be made in the way directed by the Member presiding at the Annual General Meeting.

f) Vacancies left after a call for further nominations are taken to be casual vacancies on the Committee.

g) If the number of nominations received is equal to the number of vacancies to be filled the Committee Members are taken to be elected.

h) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held.

12. TERMS OF OFFICE

a) Subject to this Constitution each Mmember of the Committee shall hold office from the date of their election or appointment until immediately before the next Annual General Meeting.

b) Retiring Committee Mmembers are eligible for re-election, however a retiring Committee Member may not put themselves up for re-election for the same role for more than three (3) consecutive years.

c) Notwithstanding subclause 12(b), a retiring Committee Member may put themselves up for re-election in the same role for more than 3 years, where that role goes up for re-election at the Annual General Meeting and there are no other nominations.

13. VACANCIES IN OFFICE

- a) ~~Any casual vacancy occurring between Annual General Meetings in the Committee, including office bearers, may be filled by a Mmember appointed by the Committee.~~
- b) ~~A casual vacancy in the office of a Committee arises if the Member:~~
- i. ~~ceases to be a Mmember of the Club;~~
 - ii. ~~resigns from office by written notice given to the Honorary secretary;~~
 - iii. ~~is removed from office by the Club;~~
 - iv. ~~is absent from 3 consecutive meetings of the Committee without the consent of the Committee;~~
 - v. ~~becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth;~~
 - vi. ~~is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6;~~
 - vii. ~~is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months; or~~
 - viii. ~~becomes a mentally incapacitated person.~~
- c) ~~Subject to this Constitution, a Member appointed to fill a casual vacancy holds office until the next Annual General Meeting.~~

12. COMMITTEE MEETINGS

- a) ~~The Committee shall meet as often as necessary to conduct the business of the Club but must be no less than 4 meetings in any one calendar year.~~
- b) ~~The Committee shall meet at the place and time determined by the Committee.~~
- c) ~~Additional meetings of the Committee may be called by any Committee Member.~~
- d) ~~The procedure for calling and conducting business at a meeting of any subcommittee is to be determined as by the subcommittee.~~

13. NOTICE OF COMMITTEE MEETINGS

- a) ~~The Secretary must give each Committee Member oral or written notice of a meeting of the Committee at least 48 hours, or another period on which the Committee Members unanimously agree, before the time the meeting is due to commence.~~
- b) ~~The notice must describe the general nature of the business to be transacted at the meeting.~~

- c) The only business that may be transacted at the meeting is:
 - i) the business described in the notice, and
 - ii) business the Committee Members present at the meeting unanimously agree is business that needs to be discussed.

14. QUORUM OF COMMITTEE MEETING

- a) The quorum for meetings of the Committee shall be one half plus one of the number of Committee members, elected at the previous Annual General Meeting or duly appointed as Committee members by the Committee during the year.
- b) No business may be transacted by the Committee unless a quorum is present.
 - a) ~~Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon.~~ [Delete Note: This clause is not deleted – it has been moved to Notice of meeting]
- c) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
 - i) to the same place, and
 - ii) to the same time of the same day in the following week.
- d) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- e) The Committee may function validly provided its number is not reduced below the quorum. Should Committee numbers fall below the quorum the remaining Committee members may act only to appoint new Committee members.

~~Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.~~ [Delete note: These sentences have not been deleted - Moved to clause 15 Presiding Member and 16 Voting at Committee Meeting]

15. PRESIDING COMMITTEE MEMBER

- a) The President is the appointed Chair of a Committee meeting. If the President is not available for a Committee meeting, a Vice President is the nominated Chair for a Committee meeting.
- b) If both the President and Vice-President(s) are absent – one (1) of the Committee Members present at the meeting, as elected by the other Committee Members.
- c) The Committee Member presiding at the meeting has:

i) a deliberative vote, and

ii) in the event of an equality of votes - a second or casting vote.

16. VOTING AT COMMITTEE MEETING

A decision supported by a majority of the votes cast at Committee meeting of the Committee or a subcommittee at which a quorum is present is the decision of the Committee or subcommittee.

17. SUBCOMMITTEES

a) The Committee may establish and disestablish sub-committees to assist in the coordination and running of the activities of the Club. Any sub-committee ~~so established~~ ~~shall~~ ~~must~~ submit a report of its activities to ~~each~~ Committee meeting on request by the Committee or on a more regular basis.

b) The Committee may:

iii) establish one (1) or more subcommittees to assist the Committee to exercise the Committee's functions, and

iv) appoint one (1) or more Members of the association to be the Members of the subcommittee.

c) The Committee may delegate to the subcommittee the exercise of the Committee's functions specified in the instrument, other than:

i) this power of delegation, or

j) a duty imposed on the committee by the Act or another law.

d) A sub-committee Member is not a voting member of the Committee when engaged in their role as a sub-committee Member unless the Committee has previously approved this by resolution.

e) A sub-committee Member may also be a Committee Member or may be another appointed Member of the Club.

18. TRANSACTION OF BUSINESS OUTSIDE MEETINGS BY OTHER MEANS *[Delete Note: This has been included for compliance]*

a) The Committee may transact its business by the circulation of papers, including by electronic means, among all Committee Members or sub-committee Members.

b) If the Committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Committee members, is taken to be a decision of the Committee made at a meeting of the committee.

- c) The Committee may transact its business at a meeting at which one (1) or more Committee members participate by telephone or any other electronic means, provided a Committee Member who speaks on a matter can be heard by the other Committee Members
- d) The Member presiding at the meeting and each other Member have the same voting rights as they would have at an ordinary meeting of the Committee for the purposes of:
- i) the approval of a resolution under subclause (b), or
 - ii) a meeting held in accordance with subclause (c)).
- e) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.
- Note:** The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

7)19. GENERAL MEETINGS ANNUAL GENERAL MEETING

- a) An aAnnual General Meeting of the Club shall be held each year within ~~two~~three months from the end of the financial year of the Club.
[Delete note: An association can have up to 6 months post its end of financial year. Moving the date aligns to a calendar year for the Club with a financial year end of 30 September.]
- a) ~~c)~~ At least 14 days' notice of all General Meetings shall be given to members*[Delete note: This clause has not been deleted nor has the timing changed. This has been moved to Notice provision and remains unchanged].*
- ~~b)d)~~ In the case of theThe business that may be transacted at an Annual General Meeting the following business shall be transacted includes the following:
- i) confirmation of the minutes of the last Annual General Meeting and any recent Special General Meeting;
 - ii) receipt of~~the President's~~ reports from the Committee upon the activities of the Club in the last year;
 - iii) election of office bearers and other M~~m~~embers of the Committee;
 - iv) receipt and consideration of financial statements or reports ~~of a statement from the Treasurer which is not misleading and~~ which ~~gives~~ a true and fair view for the last financial year of the Club's
 - A. income and expenditure
 - B. assets and liabilities
 - C. mortgages, charges and other securities
 - D. trust properties

v) appointment of an auditor for the next financial year (if it is recommended by either the Office Bearers of a majority of Members eligible to vote at the Annual General Meeting. [Delete Note: This has been actively incorporated into this version to enable readability for members. This was one of two clause along with amended wording from the 2004 Amendment lodged with Fair Training, along with clause 26(d) – no change]

i) ~~e) Notice of any other business for consideration at any Annual General Meeting shall be given in writing to the Honorary Secretary of any other business they wish to raise at a General meeting. Such notice shall state the specific motion proposed, together with names of the Proposer and Seconder. Delete note: This clause has not been deleted and has moved to notice section and remains unchanged.] and the Honorary Secretary shall include such motion in the Notice of Meeting [Delete note: This has moved to notice section and has been amended to be accurate and operate effectively]~~

20. SPECIAL GENERAL MEETING

a) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club. A Special General Meeting is a meeting which addresses urgent matters before the next Annual General Meeting.

b) A Special General Meeting must be convened by the Committee within one month of receiving a written request to do so from at least five per cent (5%) of the total number of Members membership of the Club.

c) The request:

i) must be in writing, and

ii) must state the purpose of the Special General Meeting, and

iii) must be signed by the Members making the request, and

iv) may consist of more than one (1) document in a similar form signed by one (1) or more Members, and

v) must be lodged with the Honorary Secretary, and

vi) may be in electronic form and signed and lodged by electronic means.

d) If the Committee fails to call a special general meeting within one (1) month of the request being lodged, one (1) or more of the members who made the request may call a Special General Meeting to be held within three (3) months of the date the request was lodged.

- e) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

~~In the case of Special General Meetings where a special resolution is to be proposed notice of the Meeting shall be given to members at least 21 days before the Meeting. (See clause 9).~~ [Delete note: this has been moved to Notice section and remains unchanged.]

21. NOTICE OF GENERAL MEETING

- a) The Honorary Secretary must give each Member notice of a General Meeting:
- i) if a matter to be determined at the General Meeting requires a special resolution – at least twenty one (21) days before the General Meeting; or
 - ii) otherwise – at least fourteen (14) days before the General Meeting.
- b) The Notice of must specify:
- i) place and time at which the General Meeting will be held; and
 - ii) nature of the business to be transacted at the General Meeting;
 - iii) if a matter to be determined at the meeting requires a special resolution – that a special resolution will be proposed; and
 - iv) for an Annual General Meeting – that the meeting being held is an Annual General Meeting
- c) The only business that can be transacted at the meeting is:
- i) the business specified in the notice; and
 - ii) in the case of an Annual General Meeting – the business referred to in clause 19(b).
- d) A Member may give notice to the Honorary Secretary of any other business they wish to raise at a General Meeting. Such notice shall state the specific motion proposed, together with names of the Proposer and Second.
- ~~a)e) Notice of any other business for consideration at any Annual General Meeting shall be given in writing to the Honorary Secretary at least 21 days prior to date of Meeting. Such notice shall state the specific motion proposed, together with names of the Proposer and Second and t If the Honorary Secretary receives such notice in subclause (d) they shall include such motion in the next nNotice of a General Meeting.~~

22. QUORUM

- a) ~~f) — The Quorum of any Annual or Special General Meeting shall be not less than is~~
~~ten (10) Members entitled to vote under this Constitution.~~
- b) ~~No business shall be transacted at an Annual or Special General Meeting unless a~~
~~quorum is present.~~
- c) ~~If a quorum is not present within half an hour of the time the General Meeting commences~~
~~the meeting:~~
- ~~i) if called on request of Members – is dissolved; or~~
- ~~iii) otherwise – is adjourned:~~
- ~~A. to the same time of the same day in the following week; and~~
- ~~B. to the same place, unless another place is specified by the~~
~~Member presiding at the meeting at the time of adjournment or~~
~~in a written notice given to Members at least one (1) day before~~
~~the adjourned meeting~~
- d) ~~If a quorum is not present within half an hour of the time of the adjourned meeting~~
~~commences, but there are at least six (6) members present those Members constitute a~~
~~quorum.~~

23. PRESIDING MEMBER AT GENERAL MEETING

- a) ~~The President is the appointed Chair of a General Meeting. If the President is not~~
~~available for a General Meeting, a Vice President is the nominated Chair for the General~~
~~Meeting.~~
- b) ~~If both the President and Vice-President(s) are absent – one (1) of the Committee~~
~~Members present at the meeting, as elected by the other Committee Members.~~
- c) ~~The Member presiding at the meeting has:~~
- ~~i) a deliberative vote, and~~
- ~~ii) in the event of an equality of votes - a second or casting vote.~~

24. VOTING AT A GENERAL MEETING

- a) ~~A Member if not entitled to vote at a General Meeting if:~~
- ~~i) they are a Junior Member; or~~
- ~~ii) they have not paid all monies owed by the Member to the Club.~~

- b) ~~Each Member has one (1) vote except for as provided in the case of the Presiding Member in clause 23(c)g).~~
- c) ~~Voting at General mmeetings shall be by a show of hands unless a secret ballot is demanded:requested by any Member.~~
- d) ~~In the case of a secret ballot, it will be conducted in accordance with the direction of the Member presiding.~~
- e) ~~Decisions shall be made by a simple majority vote of Members present, except for those matters which must be decided by special resolution where seventy five percent (75%) of the Members present at the General Meeting need to approve the resolution..a three-quarter majority is required.~~
- f) ~~A Member cannot cast a vote by proxy. It votes shall be given personally and there shall be no voting by proxy. [Delete note: Simplified and direct language – meaning unchanged.]~~
~~———— In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote. [Delete note: Moved up further in the clause and remains unchanged.]~~
- ~~b)j) Nominations of candidates for election as office bearers or other Committee members may be made at the Annual General Meeting or in such other ways as may be determined by the Club at a General Meeting. [Delete note: Nominations are dealt with in the Election of Committee Member clause]~~
- g) ~~If a decision is decided using a method referred to in clause 24(c) or (d), either of the following are sufficient evidence a resolution has been carried whether unanimously, by a majority or lost using the method:~~
 - ~~i) a declaration made by the Member presiding at the General Meeting; and~~
 - ~~ii) an entry in the Club minutes recording same.~~

25. SPECIAL RESOLUTIONS

- a) A special resolution must be passed by a General Meeting ~~of the Club~~ to effect the following changes:
 - i) a change of the Club's name;
 - ii) a change of the Club's ~~rules~~Constitution;
 - iii) a change of the Club's objects;
 - iv) an amalgamation with another Incorporated Association;
 - v) to voluntarily wind up the Club and distribute its property;
 - vi) to apply for registration as a Company or Co-operative.

a)b) _____

b) ~~_____ A special resolution shall be passed in the following manner:~~

- ~~_____ i) _____ a notice must be sent to all members advising that a General Meeting is to be held to consider a special resolution;~~
- ~~_____ ii) _____ the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;~~
- ~~_____ iii) _____ a quorum must be present at the meeting;~~
- ~~_____ iv) _____ at least three quarters of those present must vote in favour of the resolution;~~
- ~~_____ v) _____ in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Corporate Affairs Commission for exemption. *[Delete Note: This is a duplicate and accounted for in the Notice and Voting sections of the Constitution.]*~~

826.) SECRETARY AND TREASURER OFFICE BEARERS ROLES AND RESPONSIBILITIES

~~_____ The President or, in the President's absence, a Vice-President, shall chair each General Meeting and Committee meeting of the Club.~~

a) ~~_____ If the President and Vice-Presidents are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to chair the meeting.~~ *[Delete Note: Both items are already address in Presiding Member Clauses and remain unchanged.]*

a) The Secretary must keep minutes of:

- i) all elections of Committee Members; and
- ii) names of Committee Members present at meeting of Committee or a general meeting; and
- iii) shall ensure that records are kept of the business of the Club including the rules, minutes of all proceedings at Committee and General Meetings.

b) The Secretary must keep a file of all correspondence received, Club records and details of Club insurance and Committee meetings and a file of correspondence.

c) The Treasurer must ensure:

- i) all money owed to the Club is collected; and
- ii) all payments authorised by the Club are made; and
- iii) ~~_____ shall ensure that~~ all money received by the Club is paid into an account in the Club's name; and
- iv) correct books and accounts are kept showing the financial affairs of the Club,

whether written or in electronic form.

- d) If an auditor was appointed at the last Annual General Meeting then the Treasurer shall ensure the books and accounts are audited and the auditor's report is presented at the next Annual General Meeting. *[Delete note: This is second half of the 2004 amendment which has been incorporated into the document along with clause 19(b)(v) No change made.]*

27. FUNDS

- a) Subject to a resolution passed by the Club, ~~The~~ Committee shall have power to ~~expend and invest~~ use the Club funds in such manner as the Committee sees fit in accordance with this Constitution ~~ese rules~~ and the objects of the Club. ~~Any account in which Club funds are deposited shall be an account with a registered Financial Institution having trustee status.~~ *[Delete Note: this has been moved down and modified to be up-to-date]*

b) ~~Payments shall be made through a petty cash system or by cheque~~ or any other negotiable instrument signed by two authorised signatories ~~appointed~~ authorised by the Committee.

- c) Major or unusual expenditures ~~shall~~ must be ~~approved~~ authorised in advance by the Committee or a General Meeting.

~~The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Club.~~ *[Delete Note: This has been moved to roles and responsibilities of treasurer unchanged.]*

c) As soon as practicable after receiving money, the Club must:

- i) deposit the money without deduction, to the credit of the Club's authorised deposit-taking institution account; and
- ii) issue a receipt for the amount of money received to the person from whom the money was received.

- d) The funds of the Club ~~shall~~ must be derived from the fees of Mmembers, donations, grants and such other sources approved by the Committee.

28. INSPECTION OF RECORDS AND BOOKS

- a) These records shall be available for inspection by any Mmember, free of charge at a reasonable time:

- i) this Constitution;
- ii) minutes of Committee Meetings and General Meetings of the Club;
- iii) records, books and other documents relating to the Club

b) A Member may inspect a document in hard copy or electronic form, however in the case of hard copy a payment of not more than \$1 per page will be payable for each page copied.

c) The Committee may refuse to allow a Member to inspect or obtain a copy of a record or book under this clause:

i) that relates to commercial, personal, employment or legal matters, or

ii) if the Committee considers it would be too prejudicial to the interests of the Club for the Member to do so.

~~and shall be held in the custody of the Treasurer. The Treasurer shall ensure that the books and accounts are audited between the end of the financial year and the following Annual General Meeting. The auditor's report is to be presented at the Annual General Meeting.~~
[Delete note: The 2004 change has been incorporated into this version for readability and has been moved to Treasurer role]

~~29.40) PUBLIC OFFICER~~ [Delete note: This is updated in accordance with the law]

a) ~~The Committee shall appoint a~~ ensure that a Person ~~as theis appointed~~ Public Officer ~~of the Club.~~

b) ~~The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.~~

c) The Public Officer will ~~shall be deemed to have vacateed his/hertheir~~ position ~~in the following circumstancesif they:~~

~~i) die~~
i) death

~~ii) resign in writing to the Committee~~
ii) resign in writing to the Committee

~~iii) are removed by the Committee~~

~~iv) are removed from office by the passing of a resolution at a general meeting~~
iv) are removed from office by the passing of a resolution at a general meeting

~~v) become bankrupt or financial insolvency~~

~~vi) become a mentally incapacitated person illness~~
vi) become a mentally incapacitated person illness

~~vii) cease to be a resident of residency outside New South Wales; or~~
vii) cease to be a resident of residency outside New South Wales; or

~~viii) meet any circumstances as provided for in the Constitution.~~
viii) meet any circumstances as provided for in the Constitution.

d) When a vacancy occurs in the position of Public Officer the Committee ~~must~~shall within ~~14~~twenty eight (28) days notify ~~the Corporate Affairs Commission~~Fair Trading NSW using the appropriate method and by the prescribed form and appoint a new Public Officer.

e) The Public Officer is required to notify Fair Trading NSW~~the Corporate Affairs Commission~~ within twenty eight (28) days of the following:

i) appointment and full name ~~(within 14 days)~~

ii) a change of the Club's official residential address ~~(within 14 days)~~

~~iii) a change in the Club's objects or rules (within one month)~~

- ~~iv) a change in the membership of the Committee (within 14 days)~~
- ~~v) of the Club's financial affairs (within one month after the Annual General Meeting)~~
- ~~vi) a change in the Club's name (within one month).~~

- f) The Public Officer may be an office bearer, Committee Member, or any other person regarded as suitable for the position by the Committee as long as they are over 18 years of age and are ordinarily resident in New South Wales.

30. CUSTODY OF RECORDS AND BOOKS

- a) Except as otherwise provided by this Constitution, all records, books and other documents relating to the Club must be kept in New South Wales:
- i) at the Club's main premises, in the custody of either of the following persons, as determined by the Committee:
 - A. the Public Officer,
 - B. a Member of the Club, or
 - ii) if the Club has no premises - at the Club's official address, in the custody of the Public Officer.

31.41) MISCELLANEOUS INSURANCE

- a) The Club ~~shall~~ must effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Club or the Committee.
- b) ~~The funds of the Club shall be derived from the fees of members, donations, grants and such other sources approved by the Committee.~~ *[Delete note: Moved to Funds clause unchanged]*
- ~~c) b) The Common Seal of the Club shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of two members of the Committee.~~

32. WINDING UP

- a) ~~In the event of the dissolution of the Club and its Committee due to disagreement or otherwise the gear and equipment, the records and moneys and any other assets of the Club automatically become the property of the Sydney Junior Rugby Union.~~
- d) b) The ~~M~~m members of the Club shall have no liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club except to the amount of any unpaid membership fees.

33. SERVICE OF DOCUMENTS

- e)

- a) Service of documents on the Club is effected by serving the notice on the Public Officer.
- b) Service may be by delivering the notice to the person personally, sending the notice by pre-paid post or sending the notice via electronic transmission to an address specified by the person.
- c) A notice is taken to have been given or served on a person personally or by electronic transmission is the date it is received by the person. For pre-paid post the date will be the date it is usually received in the course of ordinary post.
- f) ~~serving them on the Public Officer or by serving them personally on two members of the Committee.~~

34.12) CLUB COLOURS

- a) Club colours shall be black and gold (yellow).
- b) SSocks to be black with gold (yellow) tops ~~(not banded).~~
- c) SShorts to be black.
- d) The Committee may from time to time resolve to approve special event playing kit which may include striped socks, training gear or tour gear. Notwithstanding this approval, at all times, any colour palettes chosen for any deviation from club colours must predominantly reflect and be consistent with the overarching Club colour requirements of black and gold (yellow). *[Delete note: This clause is intended to support things like our current tradition of grand final socks, current jerseys which include dark gray and/or white as part of the variegated design of modern jerseys and training shirts, Sanda tour gear, which also include variations of black/grey/yellow etc. This clause is not intended to ever dilute the club colours. It is also noted our colour is not gold – but rather yellow and the bracket is used to clarify only]*

35.13) TEAM SELECTIONS

The team selection process is to Method to be determined by the Committee.

36.44) CAPTAINS

The Mmethod of selection to be determined by the Committee and the names of those selected ~~shall must~~ be submitted to the Committee.

37.15) COACHES

The Sselection of cCoaches to be determined by the Committee.

38.16) MANAGERS

The Sselection of Managers to be determined by the Committee.

