

**AUSTRALIAN CAPITAL TERRITORY
ASSOCIATIONS INCORPORATION ACT
OBJECTS AND RULES OF
“TUGGERANONG VALLEY RUGBY UNION FOOTBALL CLUB
INCORPORATED”
(A570)**

NAME AND DEFINITION:

1. (a) The name shall be “Tuggeranong Valley Rugby Union Football Club Incorporated”.
- (b) In this Constitution, and in all rules and by-laws hereunder, the following terms shall mean (except where contrary intention appears):
 - (i) ‘Committee’ – the committee of Tuggeranong Valley Rugby Union Football Club Incorporated,
 - (ii) ‘Club’ – Tuggeranong Valley Rugby Union Football Club Incorporated,
 - (iii) ‘Licensed Club’ - Tuggeranong Valley Rugby Union and Sports Club Limited or its successors,
 - (iv) ‘Registered Player’ refers to a person who is, **or has been**, registered as a player for the Club with the ACT Rugby Union or another rugby union competition.

OBJECTS:

2. The objects of the Club shall be:
 - (a) To encourage, foster, promote and develop the sport of Rugby Union Football in the Club as a non profit organisation,
 - (b) To subscribe to, affiliate and/or co-operate with any other organisation whose objects are altogether or in part similar to those of the Club.

POWERS:

3. For the purposes of furthering the objects of the Club, the Club shall have the power to:
 - (a) Establish, maintain and conduct a social club (with or without a license to supply spirituous and fermented liquors) for the accommodation of the members of the Club and their guests and generally to afford them all the usual privileges, advantages, conveniences and accommodation of the Club,
 - (b) Acquire by purchase, lease or otherwise any real or personal property of any description and any estate or interest in any such property and any rights over or connected with any such property and to build or otherwise provide Club houses, Club rooms or conveniences in connection therewith and any buildings and conveniences whatsoever which may be necessary or convenient for the purpose of the Club and to furnish, alter, enlarge, repair and maintain any Club houses, rooms, buildings and conveniences and to permit the same to be used by members and employees of the Club and others either gratuitously or for payment,
 - (c) Maintain and improve all or any part of the lands and buildings of the Club and to demise, sublet, exchange, sell or dispose of or otherwise deal with the same either together or in portions for such considerations as the Committee may think fit,
 - (d) Provide board and residence for members of the Club or their guests or the guests of the Club,
 - (e) Provide games rooms or buildings, bar rooms and other conveniences for the use of the members of the Club and such other persons as the Committee from time to time approves,
 - (f) Construct and maintain sports grounds, bowling greens and any other grounds for the purpose of playing amateur sport for the use of the members of the Club,
 - (g) Supply members of the Club and their guests with fermented liquors, goods and refreshments,
 - (h) To appoint and employ any persons necessary for the purpose of carrying out the objects of the Club,
 - (i) Invest and deal with the monies of the Club not immediately required in the such a manner as from time to time may be determined by the Committee,
 - (j) Draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, debentures and any other negotiable or transferable instruments,

- (k) Raise funds by means of subscriptions, donations, appeals, social functions and any other means as may be approved from time to time by the Committee,
- (l) Borrow, raise or secure the payment of money in such manner and upon such terms as the Committee shall think fit and in particular by issue of bonds, bills of exchange, debentures, promissory notes or other charge upon all or any part of the property of the Club or in any other manner and no mortgages or any person advancing to the Club shall be concerned to see that any money advanced by him is required for any purpose of the Club or that no more than is required is raised or borrowed,
- (m) Remunerate any person in cash or otherwise for services rendered or to be rendered in relation to the establishment of the Club or in the conduct of the business of the Club,
- (n) Insure and keep any insurable property of the Club against loss or damage by any risk whatsoever including the breach of fidelity of any member of the Club or any servant of the Club,
- (o) Do all such other lawful things as are necessary, incidental or conducive to the progress, development and welfare of the Club or the objects of the Club.

MEMBERSHIP:

- 4. Subject to this Constitution, the Club's members comprise those members whose names appear as members on the records of the Club on the date this Constitution comes into force and the persons thereafter admitted to membership, pursuant to this Constitution.
- 5. A person shall be eligible to become a member if that person is either:
 - (a) A Registered Player who has played a minimum of ten (10) competition games of Rugby Union football for the Club, or
 - (b) A person who, in the opinion of the Committee, has taken an interest in and/or has given support to the Club and Rugby in general.
- 6. Subject to clause 7 and 8, an eligible person shall become a member on payment of the annual membership fee, such fee is to be determined by the Committee no later than 31 January for the membership year commencing on the next 1 March and ceasing at the end of February the following year.
- 6A. The annual membership fee shall be \$100, or such other fee as is determined from time to time by the Committee, provided that the Committee may also approve discounted fees for early payment, students and any other category it sees fit.

7. A registered Player who has played less than ten (10) competition games of Rugby Union football for the Club and has paid the annual membership fee shall be a provisional member. A provisional member shall be entitled to all the privileges and subject to all duties of a member except that a provisional member shall not be entitled to vote at any General Meeting. A provisional member shall become a member on playing ten (10) competition games of rugby for the Club.
8. A person seeking to become an eligible person in accordance with clause 5(b) shall make application in writing **to the Committee in a format approved by the Committee.** The Committee shall consider the application and approve or not approve the applicant's membership. **Once approved, the applicant shall always be an eligible person.**
9. The Committee may censure, suspend or expel any member proved to its satisfaction to have compromised the interests and objects of the Club and its members.
10. Any person who ceases to be a member of the Club shall forfeit all rights and claims upon the Club.
11. A member, whether with the recommendation of the Committee or without, may be eligible to be elected to Life Membership of the Club at any Annual or Special General Meeting of the Club, provided that two thirds of the members present **Vote, by ballot,** in favour of the motion. An Honorary Life Member shall be entitled to all the privileges and subject to all the duties of a member during his life time except the requirement to pay an annual subscription.

AFFILIATED ORGANISATIONS:

12. The Committee may invite any organisation whose objects are the promotion, development and administration of the game of rugby union football in the Tuggeranong Valley to affiliate with the Club. The Committee shall determine any affiliation fee payable by the organisation. The Committee may at any time terminate the affiliation of an organisation by giving that organisation notification of the termination in writing.

ASSOCIATED ORGANISATIONS:

13. The Committee may invite any organisation involved in the game of rugby union football, and activities associated with the game of rugby union football in the Tuggeranong Valley, to be an Associated Organisation of the Club. An Associated Organisation of the Club may be invited by the Committee to attend Meeting(s) of any of the Committees or Sub-committees of the Club. The Committee may at any time terminate the association of an organisation by giving that organisation notification of termination in writing.

GENERAL MEETINGS:

14. The Committee shall convene an Annual General Meeting of all members once every calendar year to be held on a date no earlier than November 1, but as close as practicable to that date, yet no later than December 15 each year.
15. The Committee may whenever it thinks fit, convene a Special General Meeting.
16. The Committee shall, on receipt of a request in writing stating the objects of the meeting proposed to be called and signed by not less than one quarter of the total membership of the Club, convene a Special General Meeting of the Club within twenty-one (21) days of the date of receipt of such requisition by the President.
17. Notice of the Annual General Meeting shall be given at least twenty-one (21) days prior to the meeting. At least seven (7) clear days notice of a Special General Meeting specifying the time, date, place and the business to be discussed at such meeting is to be given to the members. For the purposes of this clause notice is given by **providing the notice to members at their recorded contact address.**
18. The business of an Annual General Meeting shall be to receive and consider the Annual report and financial statements, to elect office bearers and to transact any other business which under this Constitution may be transacted by the Club in a General Meeting.
19. One quarter of the total membership shall be a quorum for a General Meeting. If within thirty (30) minutes from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned for not less than seven (7) days and not more than twenty-one (21) days when, subject to clause 14 it shall be reconvened, and regardless of the number present the meeting as then convened shall have the authority to deal with the original agenda.
20. The President shall normally be Chairman at all meetings of the Club. In his or her absence or unwillingness to act, the Vice-President shall occupy the chair instead. In the case where the Vice-President is absent or unwilling to act the Treasurer shall act. If there is no Chairman at this point then the meeting shall elect a Chairman amongst their members.
21. No person shall be competent to vote at any General Meeting unless he or she is a member of the Club **and has paid the annual membership fee by 30 September in the membership year in question.**
22. Except as provided in clauses (11), (35), (61) and (63) all matters voted on shall be decided by a simple majority of votes of those members present. In the event on an equal number of votes being recorded, the Chairman shall have a casting vote in addition to the vote which he or she is entitled to as a member.
23. Every resolution passed at any General Meeting shall be binding on all members of the Club, but in that capacity only.

ADMINISTRATION OF THE CLUB:

24. Subject to the provisions of this Constitution, the control and management of the Club shall be vested in the Committee.

25. Meetings of the Committee shall be convened at least monthly.

25AA quorum for meetings of the Committee is five.

26. No member of the Committee shall receive any remuneration for their efforts in such a capacity, save a once-off annual payment to the President to offset expenses incurred in the performance of his or her duties, the amount of which being determined each year by the Committee.

26A(a)The Committee may, in writing, delegate to one or more sub-committees (consisting of one or more members or employees of the Club), the exercise of any of the functions of the Committee, other than this power of delegation.

(b)Such delegation does not prevent the Committee from exercising the delegated function.

(c)Such delegation remains in force until revoked by the Committee in writing.

STRUCTURE OF THE COMMITTEE:

27. Subject to Clause 28, the Committee shall be comprised of the following positions:

- (a) President,
- (b) Vice-President,
- (c) Treasurer,
- (d) Club Captain and
- (e) 5 other general Committee positions

The positions referred to in (a), (b), (c) and (e) shall be elected at the Annual General Meeting. The Club Captain shall be elected by members on a date set by the Committee between 1 November and 31 March each year.

28. Where nominating Associate Directors to the Committee of the Licensed Club, the Committee comprised in Clause 27 shall also include Life Members of the Club.

ELECTION OF OFFICE BEARERS:

29. **Applications** for election to positions for the Committee must be in **the form advised in the notice for the Annual General Meeting** and received by the **person/position nominated in that notice** no later than seven (7) days prior to the Annual General Meeting. **Applications must be signed by the Nominee, Nominator and Seconder, all of whom must be members of the Club and eligible to vote at the Annual General Meeting.** Should insufficient nominations be received for a position by this date, then nominations may be called from the floor at the Annual General Meeting.

30. In the case of only one written nomination being received or alternatively, only one nomination being received from the floor, then that nominee shall be deemed elected to the said position.
31. In the case of two or more nominations for any of the positions of President, Vice-President or Treasurer an election shall take place either by secret ballot or by a show of hands upon the nominees retiring from the Meeting.
- 31A. In the case of the Club Captain and the 5 general Committee positions, these are filled by the mechanism above. An election by secret ballot or by show of hands shall only be necessary where there are more nominations than positions. Written nominations are filled prior to nominations from the floor.
32. Subject to clause (9), (10) & (35), a duly elected office bearer of the Committee is deemed to remain a member of the Committee until all positions are declared vacant at an Annual General Meeting.
33. **Deleted**

APPOINTMENT OF COACHES:

34. Coaches of all grades shall be appointed by the Committee, or a panel nominated by the Committee, and such appointments tabled at the Annual General Meeting preceding each season. In the event of all coaching positions not being filled by this date, the incoming Committee, **or a panel appointed by the incoming Committee**, shall make appointments to the vacancies.

REMOVAL OF OFFICE BEARER:

35. A General Meeting may, by the resolution of three-fourths of the members present and voting, remove any office bearer before the period of expiration of this office.

CASUAL VACANCIES:

36. All casual vacancies among office bearers may be filled by the Committee as it deems fit.

36A. A vacancy shall be deemed to have occurred in the Committee if an office bearer:

- (a) dies,
- (b) resigns,
- (c) is removed from office or suspended by the Committee,
- (d) is absent from three consecutive meetings without the consent of the Committee.

SPECIAL APPOINTMENTS:

37. The Committee may appoint persons to assist the Committee and to carry out special duties for the benefit of the Club. The Committee may designate special positions for any such appointment. The appointment shall be at the discretion of the Committee and shall not entitle a person to membership of the Committee.

SUB-COMMITTEES:

38. The Committee may, as it considers necessary, appoint Sub-committees to carry out specific functions. The Committee shall appoint a member as Chairman of any Sub-committee. The Chairman shall report to the Committee.

PROPERTY:

39. All assets and property of the Club shall be dealt with in such a manner as may be directed by the Committee.

ACCOUNTS:

40. The Committee shall keep trading accounts opened in the name of the Club with such a bank as it may deem fit and any cheque drawn on that account of the Club shall be signed by two (2) of the following, namely the President, Vice-President, Treasurer and any other person to be determined from time to time by the Committee. Authorised payments may also be made electronically by any one of the abovementioned signatories.

INDEMNITY:

41. Every member of the Committee and other office bearers or servants of the Club shall be indemnified by the Club against, and it shall be the duty of the Committee to pay out of the funds of the Club, all costs, losses and expenses which any such member of the Committee or other officer or servant may incur or become liable by reason of any contract entered into or act or thing done by him or her as a member of the Committee or other officer or servant of the Club except such (if any) as shall happen through his or her own willful neglect or default.
42. A member of the Committee or other officer of the Club shall not be liable for the acts, receipts, neglects or defaults of any member of the Committee or officer or for joining in any receipt or other act of conformity or for any loss or deficiency of title to any property acquired by order of the Committee for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which, any of the monies of the Club shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person in whom any monies, securities or effects shall be deposited or for any loss occasioned by any error or judgement or oversight on his or her part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same happens through his or her neglect or default.

PRESIDENT:

43. Subject to Clause 20, the President shall be the principal director in the affairs and matters of business entered into by the Club and shall preside over all meetings of the Club. The President shall be the final arbiter in all matters of dispute or decision where resolution was not able to be achieved.

44. – 52. Deleted**AUDIT:**

53. Once at least in every calendar year the accounts of the Club shall be examined and the correctness of the balance sheets ascertained by the auditor. The Club's financial year shall end on 30 September.
54. The Committee shall appoint an auditor who is not a member of the Club.
55. The auditor shall be supplied with a copy of the balance sheets and have a list delivered to him or her of all books and records kept by the Club and shall at all reasonable times have access thereto.

56. The auditor shall make a report to the members on the balance sheets and accounts and in every such report he or she shall state whether in his or her opinion it is correct and contains the particulars required by this Constitution and is properly drawn up so as to show the true and correct state of affairs of the Club and, in the case he or she has called for an explanation on information he or she has been given by the Committee, whether those explanations have been satisfactory , and such report shall be read together with reports of the committees as well as being printed in the Annual Report and circulated to the members prior to the Annual General Meeting.

BY-LAWS:

57. The Committee shall have the power from time to time to make By-Laws prescribing all matters which by this Constitution are required or permitted to be prescribed or may be necessary or expedient or convenient for the proper conduct and management of the Club. A By-Law shall not be inconsistent with or repeal anything contained in this Constitution.

PATRONS:

58. The Committee may appoint any eminent person whether or not he or she is a member of the Club to be patron of the Club and if more than one patron of the Club is appointed the Committee may designate one of these persons as Chief Patron. The appointment of a Patron shall remain in force until revoked by a resolution of the Committee.

PUBLIC OFFICER:

59. The Committee shall appoint a Public Officer for the purposes of the Associations Incorporation Act.

INSPECTION:

- 59A. No member shall be entitled to inspect the books or documents of the Club unless allowed by the Committee, the Constitution or the general law.

COMMON SEAL:

60. The Committee shall provide for the safe custody of the Common Seal, which shall only be used by the authority of the Committee and every instrument to which the seal is affixed shall be signed only by two (2) of the following office bearers, namely the President, Vice-President, Treasurer and one other member of the Committee to be determined from time to time by the Committee.

AMENDMENT OF CONSTITUTION:

61. The Constitution of the Club shall not be amended unless:
- (a) The amendment shall be passed by at least two thirds of the members of the Club present at a General Meeting of the members,
 - (b) Notice of the intention to move the amendment shall be received by the President at least seven (7) days prior to the date of such meeting in which case such intention shall be given in the notice convening the meeting.

NON-PROFIT:

62. The income and property of the Club, however derived, shall be applied solely towards the promotion of the objects of the Club, as set out in this Constitution. No claim shall be made on the property and income of the Club by any member, previous member or any person claiming through them, providing nothing herein contained shall prevent the payment in good faith of remuneration to any officers, any member or any other person in return for any services actually rendered to the Club or prevent the repayment of or the payment of interest on money borrowed from any member for any of the purposes of the Club.

MEMBERS' LIABILITY;

- 62A. Members will not be liable for any of the debts of the Club or any costs, charges or expenses of winding up the Club.

DISSOLUTION:

63. The Club shall not be dissolved unless determined by two thirds of the total number of members, at an extraordinary meeting summoned by the Committee for this purpose. In the event of the Club being dissolved sufficient of the assets remaining shall not be paid or distributed amongst the members of the Club but shall be given, transferred or paid to:-
- (a) A club or society having objects substantially similar to the objects of the Club and which by its rules prohibits the distribution of its income or property amongst its members, or
 - (b) An account to be held in trust for such a club should there not be one in the Tuggeranong area at the time of dissolution of the Club. Trustees for such a fund will be appointed at the final meeting of the Tuggeranong Valley Rugby Union Football Club Incorporated.