



RUGBY

**CWRU INCORPORATED CONSTITUTION  
ADOPTED  
11<sup>TH</sup> NOVEMBER 2012**



## CENTRAL WEST RUGBY UNION INCORPORATED

### INDEX OF RULES

#### **PART I Preliminary**

Rule 1	Name	Page 4
Rule 2	Interpretation	Page 4

#### **PART II Objects**

Rule 3	Objects	Page 6
Rule 4	Affiliation	Page 6

#### **PART III Membership**

Rule 5	Membership	Page 7
Rule 6	Cessation of Membership	Page 7
Rule 7	Membership Entitlements	Page 7
Rule 8	Resignation of Membership	Page 7
Rule 9	Register of Members	Page 8
Rule 10	Fees and Subscriptions	Page 8
Rule 11	Patrons and Life Members	Page 8
Rule 12	Member's Liabilities	Page 9
Rule 13	Disciplining of Members	Page 9
Rule 14	Right of Appeal of Disciplined Member	Page 10
Rule 15	Resolution of Internal Disputes	Page 10

#### **PART IV Board of Directors**

Rule 16	Responsibilities and Powers of the Board of Directors	Page 11
Rule 17	Constitution and Membership of the Board	Page 12
Rule 18	Executive Members of the Board	Page 13
Rule 19	Conduct of Elections	Page 13
Rule 20	Casual Vacancies	Page 14
Rule 21	Duties of Certain Board Members	Page 14
Rule 22	Appointment and Tenure of CEO	Page 15
Rule 23	Duties of CEO	Page 15
Rule 24	Notice and Quorum for Board Meetings	Page 16
Rule 25	Voting and Decisions	Page 16
Rule 26	Standing Orders for the Conduct of Meetings	Page 17
Rule 27	Removal of Members	Page 17

#### **PART V General Meetings**

Rule 28	Procedure for Annual General Meetings	Page 19
Rule 29	Procedure for Special General Meetings	Page 19
Rule 30	Voting Rights at Meetings	Page 20

## **PART VI Committees**

Rule 31	Delegation by Board to Sub-Committees	Page 22
Rule 32	Judiciary Sub-Committee	Page 22
Rule 33	Draws Sub-Committee	Page 23

## **PART VII Funds**

Rule 34	Source	Page 24
Rule 35	Monies Collected from Spectators	Page 24
Rule 36	Punishment for Non-Payment of Fees and Dues	Page 24
Rule 37	Management of Funds	Page 24

## **PART VIII Miscellaneous**

Rule 38	Insurance	Page 26
Rule 39	Central West Representative Uniform	Page 26
Rule 40	Common Seal	Page 26
Rule 41	Custody of Books	Page 26
Rule 42	Inspection of Books	Page 26
Rule 43	Service of Notices	Page 26
Rule 44	Dissolution of the Union	Page 27
Rule 45	Surplus Property	Page 27
Rule 46	Special Resolutions Required for Defined Matters	Page 27



## CONSTITUTION 2013

### RULES PART I - PRELIMINARY

#### 1. NAME

The name of the Union shall be "**CENTRAL WEST RUGBY UNION INCORPORATED**" herein referred to in these rules as the "Union".

#### 2. INTERPRETATION

(1) In these rules, except in so far as the context or subject-matter otherwise indicates or requires -

**"Affiliated Body"** means any organisation which is not a Member but which has been granted affiliation by the Board in accordance with these rules.

**"Annual General Meeting"** means the general meeting of members held each year as required by the Act and these rules.

**"Board"** means the Board elected or appointed pursuant to the provisions of this Constitution.

**"Committee"** means and includes any Sub-Committee.

**"CRU."** means Country Rugby Union of New South Wales Limited.

**"Delegate"** means any person authorized by a member club or affiliated body to represent that club or body in Union business.

**"General Meeting"** means a Special General Meeting or an Annual General Meeting.

**"Major Competitions"** means any competition conducted by the Union for players aged 17 years or over, which consists of three or more grades.

**“Minor Competition”** means any competition conducted by the Union for players aged 17 years or over, that is not a major competition.

**“Member”** means Member Club or any club or other organisation or natural person appointed or admitted as a member of the Union in accordance with these rules.

**“Month”** means calendar month.

**“Ordinary Resolution”** means a resolution passed by a simple majority of those voting.

**“Person”** includes any incorporated body.

**“Rugby”** means the game.

**“Special Resolution”** means a resolution passed by a three fourths majority of those voting.

**“The Act”** means the *Associations Incorporation Act, 1984* (as amended).

**“The Game”** means rugby football in accordance with the by-laws, regulations, resolutions and laws of the game as prescribed from time to time by the International Rugby Board.

**“The Union”** means the incorporated Union known as Central West Rugby Union Incorporated.

(2) In these rules -

- (a) A reference to a function includes a reference to a power, authority and duty; and
- (b) Words importing the singular number includes plural, and the masculine gender includes the feminine or neuter and vice versa.

## **PART II – OBJECTS**

### **3. OBJECTS**

The objects of the Union shall be:

- (1) to foster, promote and control rugby football and its associated activities throughout the Central Western New South Wales area (herein called the “Union’s area”) and elsewhere as approved from time to time by CRU;
- (2) to organise, conduct, manage and control rugby football matches, competitions and associated activities throughout the Union's area; and
- (3) to promote such other objects as may advance or benefit the interests of rugby football.

### **4. AFFILIATION**

The Union shall affiliate with CRU and shall adopt the laws of the game as adopted by the Australian Rugby Union.

## **PART III – MEMBERSHIP**

### **5. MEMBERSHIP**

1. The members of the Union shall be:
  - (a) All Central West Rugby Union Inc affiliated Clubs
  - (b) All Central West Junior Rugby Union affiliated Clubs
  - (c) Central West Rugby Union Referees Association
  - (d) All Central West Womens Rugby Union affiliated Clubs
  - (e) Western Schools Rugby Union
  - (f) All existing life members as specified in Rule 11
  - (g) Such other person, as the Board may, in its absolute discretion, admit to membership.

### **6. CESSATION OF MEMBERSHIP**

1. Cessation of membership shall occur if the member:
  - (a) Dies;
  - (b) Resigns as a member by notice in writing to the Union;
  - (c) Is expelled from the Union;
  - (d) Is wound up, placed in liquidation or otherwise disbanded or discontinued.

### **7. MEMBERSHIP ENTITLEMENTS**

- (1) Any membership right, privilege or obligation:
  - (a) Cannot be transferred or assigned to any other person or entity, and
  - (b) Terminates upon cessation of membership, but subject to the provisions of Rule 8 (2).

### **8. RESIGNATION OF MEMBERSHIP**

- (1) A member may resign by giving one month's notice in writing.
- (2) Resignation shall not extinguish any liabilities which accrue during the period of membership.

## **9. REGISTER OF MEMBERS**

- (1) The Chief Executive Officer of the Union shall establish and maintain a register specifying the name and address of:
  - (a) Union Office Bearers
  - (b) The members of the Board of the Union
  - (c) President and Secretary of affiliated bodies
  - (d) Life members
  - (e) Appointments made by the Board from time to time
- (2) The register shall be kept at the principal place of administration of the Union and shall be open for inspection, free of charge, by any member of the Union at any reasonable hour.

## **10. FEES AND SUBSCRIPTIONS**

- (1) Annual membership fees and annual affiliation fees payable to the Union shall be determined by the Board from time to time and notified to Affiliated bodies and members within seven (7) business days from the date of the determination.
- (2) Annual membership fees shall become due and payable within 28 days after the Annual General Meeting each year.
- (3) Annual affiliation fees shall become due and payable at such times as determined by the Board from time to time.

## **11. PATRONS AND LIFE MEMBERS**

- (1)
  - (a) The Board may invite any person to accept the title of Patron of the Union subject to ratification of such invitation and acceptance by the majority of the members present and voting at an Annual General Meeting of the Union and further, the Board may thereafter confer on such person the title of Patron provided that the number of Patrons at any time shall not exceed one (1) in number.
  - (b) The appointment of the Patron shall be for a term of twelve (12) calendar months commencing on the date of the meeting upon which the position of Patron was conferred unless the patron: -
    - (i) dies
    - (ii) resigns by notice given in writing to the Chief Executive Officer
    - (iii) is removed in accordance with the provisions of Rule 27 hereof.
  - (c) Should the position of Patron become vacant because of sub-clause (b) (i), (ii) or (iii), the Board may appoint another person to fill the vacant



position for the remainder of the term until the next Annual General Meeting.

- (2) The Patron may be invited to attend any Board Meeting, Annual General Meeting, Council Meeting, or Special General Meeting of the Union, address such meetings, and join in discussion.
- (3) The existing Life Members of the bodies known as Central West Rugby Union, Central West Junior Rugby Union, Central West Womens Rugby Union, and Central West Rugby Union Referees Association shall on the incorporation of the Union become Life Members of the Union and entitled to have their names entered in the Register of Members.
- (4) Election of a life member shall be by ballot at the Annual General Meeting requiring approval by three-fourths of the members of the Union being present and voting.
- (5) Nominations for life membership shall be made in writing at least six (6) months before the annual general meeting of the Union at which the election occurs.
- (6) The number of life members of the Union shall not at any time exceed ten (10) and not more than one (1) life member shall be elected in any one year.
- (7) Life members shall be entitled to vote at Annual General Meetings and Special General Meetings of the Union and Council Meetings.

## **12. MEMBERS LIABILITIES**

The liability of a member of the Union to contribute towards the payment of debts and liabilities of the Union or the costs, charges and expenses of the winding up of the Union is limited to the sum of one dollar (\$1).

## **13. DISCIPLINING OF MEMBERS**

- (1) The Board may refer any matter to the Judiciary Committee for hearing where the Board is of the opinion, by ordinary resolution, that a member of the Union:
  - (a) has refused or neglected to comply with a provision or provisions of these rules, or
  - (b) has acted in a manner contrary to Australian Rugby Union Code of Conduct

- (2) Any Member, Member Club, Affiliated Body Officer of the Union or Board Member infringing any Rule or By-Law of the Union or Laws of the game, or guilty of conduct which the Chief Executive Officer in his absolute discretion, considers to be prejudicial to the game may be referred by the Chief Executive Officer to the Judiciary Committee to be dealt with in accordance with these Rules and By-Laws.
- (3) For the purpose of this Rule, "Member" includes any person who is a member, agent or representative of any Member Club or Affiliated Body.

#### **14. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

Except in the circumstances as specified in Rule 15, any Member, Officer of the Union or Board Member shall have right of appeal to the Appeals Committee from a Judiciary Committee decision.

#### **15. RESOLUTION OF INTERNAL DISPUTES**

- (1) Any dispute involving Member Clubs, or Affiliated Bodies, members of such clubs or bodies, or the Union may be referred by the Chief Executive Officer to the Judiciary Committee for determination.
- (2) The Judiciary Committee may conduct its enquiry into any dispute in such a manner as it sees fit, but subject to the principles of fairness and natural justice.
- (3) The Judiciary Committee must provide written advice of its determination of the dispute to all parties within thirty (30) days of receiving notice of the dispute.

## **PART IV – BOARD OF DIRECTORS**

### **16. RESPONSIBILITIES AND POWERS OF THE BOARD OF DIRECTORS**

1. The Board shall have such powers and do all such acts and things as may be necessary to effectively manage the business and affairs of the Union as authorised by this Constitution but nevertheless subject to the control and directions of any Special General Meeting of the Union specially convened for the purpose. Without limiting the extent and generality of its powers the Board shall have the following powers:
  - (a) To appoint any person to carry out duties as it may deem fit including administrators, coaches and managers.
  - (b) To employ any person and to determine the terms and conditions of such employment.
  - (c) To enter into contracts with any person to play, manage, coach, administer or otherwise be involved in Rugby, and to determine the terms and conditions of such contracts.
  - (d) To appoint committees both permanent and for special purposes and to determine the duties, responsibilities and restrictions of such committees.
  - (e) To appoint such nominees and delegates as may be necessary other than those appointed by a General Meeting.
  - (f) To delegate such of its powers as it sees fit and to restrict or cancel such delegation.
  - (g) To enter into any agreement or contract that it sees fit and to secure the fulfillment of any contracts or engagements entered into by the Union by mortgaging or charging all or any of the property of the Union as may be thought fit by the Board.
  - (h) From time to time at its discretion to borrow or secure payment of any sum or sums of money for the purposes of the Union and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit.
  - (i) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Union or its officers or otherwise concerning the affairs of the Union and also to compound or allow time for payment and satisfaction of debts due to and any claims or demands by or against the Union.

- (j) To cite any Member of the Union, or any player or official of any Affiliated Body for any breach of this Constitution or any Rule of Competition of the Union or against whom a complaint of misconduct or of behaviour detrimental to the welfare of the Union has been made in writing to the Executive Officer to appear before the Judiciary Committee to answer such complaint and to impose such penalty therefore by way of fine, caution or suspension or take such other action as the Judiciary Committee may deem fit provided that there shall be a right of appeal as hereinafter provided in Rule 14.
- (k) To regulate the affairs of the Union and its Committees provided that such regulation shall not be repugnant to or inconsistent with anything contained in this Constitution, the Act or any resolution of the Union passed at a General Meeting and for the time being in force.
- (l) To appoint any person to fill any position which may become vacant between consecutive Annual General Meetings.
- (m) To invest and deal with any of the moneys of the Union not immediately required for the purposes of the Union upon such securities and in such manner as the Board may think fit and from time to time to vary or realize such investments.
- (n) To purchase or otherwise acquire for the Union any property, rights or privileges which the Union is authorized to acquire at such price and generally on such terms and conditions as may be thought fit.
- (o) To sell, exchange or otherwise dispose of any goods or chattels belonging to the Union and with the sanction of a General Meeting of the Union to let, lease, demise, exchange or sell any of the lands, buildings or other realty or interest in or rights to realty which the Union may be entitled from time to time.
- (p) To repay actual out of pocket expenses incurred by any Board Member or other Officer Bearer.

## **17. CONSTITUTION AND MEMBERSHIP OF THE BOARD**

1. Subject in the case of the first Members of the Board to Section 21 of the Act, the Board shall consist as follows:
  - (a) the President of the Union, who shall be elected every odd calendar year,
  - (b) one delegate (1) who shall be elected every even calendar year by the Committee of the Major Competition, and who shall serve as a Vice President of the Union,
  - (c) one delegate (1) who shall be elected every odd calendar year by the Committee of the Minor Competition, and who shall serve as a Vice President of the Union,

- (d) the Treasurer of the Union, who shall be elected every even calendar year,
  - (e) one delegate (1) who shall be elected every odd calendar year by the Committee of Central West Junior Rugby,
  - (f) one delegate (1) who shall be elected every even calendar year by the Committee of the Central West Rugby Union Referees Association,
  - (g) a Board member who shall be elected every even calendar year.
  - (h) the Chief Executive Officer of Central West Rugby Union who shall be a non-voting member of the Board,
- (2) (a) Each elected member and appointee to the Board shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the expiry of that persons term of office, but is eligible for re-election or appointment.
- (b) Each member Committee shall elect an alternate delegate who shall become a Board member in the event of that Committee's Board member position becoming a casual vacancy on the Board.

#### **18. EXECUTIVE MEMBERS OF THE BOARD**

- (1) The Executive of the Board shall comprise the President, two (2) Vice Presidents, Treasurer and the Chief Executive Officer.
- (2) The Executive will be responsible for all decisions and actions which, in the opinion of the Executive, are required from time to time when it is impractical to convene a Board meeting.
- (3) The Executive shall cause a report of all decisions and actions as are made pursuant to this rule, to be tabled at the next meeting of the Board.

#### **19. CONDUCT OF ELECTIONS**

- (1) The election of Board Members shall be decided by ballot.
- (2) The method of deciding the ballot shall be by a count of the largest number of votes in favour of any candidates, and in no case shall a system of preferential voting be considered in determining the results of such ballot.
- (3) Nominations for all Office Bearers and ordinary members of the Board shall be in writing, signed by the proposer, and shall be lodged with the Union office at least twenty-one (21) days before the time fixed for the Annual General Meeting. The proposer shall be the Secretary (by whichever title such position shall be known) of a Member Body, Affiliated Body or a Life Member or a current Office Bearer or Board Member.
- (4) (a) The newly elected President and Board Members shall take office immediately upon closure of the meeting at which they are elected.

- (b) Board Members elected by the Councils/Union shall be ratified at the Annual General Meeting and shall take office upon closure of the meeting at which they were ratified.

## **20. CASUAL VACANCIES**

- 1. For the purpose of these Rules a casual vacancy in the office of a member of the Board as appointed in Rule 19 (1) or (4) occurs if the member:
  - (a) dies,
  - (b) becomes an insolvent under administration within the meaning of the Companies (NSW) Code,
  - (c) resigns office by notice given in writing to the Chief Executive Officer,
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, or
  - (e) is absent without the leave of the Board from three (3) consecutive meetings
  - (f) is removed in accordance with Rule 27.

## **21. DUTIES OF CERTAIN BOARD MEMBERS**

- (1) President
  - (a) The President shall, where possible, preside at all meetings of the Board and at all meetings at which his attendance may be required, and he shall see that the business is conducted in a proper manner.
  - (b) In all matters, the President shall have a deliberative vote and in the case, of an equality of votes, he may give a casting vote.
- (2) Vice Presidents
  - (a) The Vice Presidents shall assist the President in every manner reasonably possible.
  - (b) In the absence of the President from any meeting:
    - (i) one of the Vice Presidents shall be elected to preside and conduct such meeting;
    - (ii) he shall have a deliberative vote,
    - (iii) in the case, of an equality of votes, he may give a casting vote.
    - (iv) any reference elsewhere in this Constitution to the term "President" shall mean the Vice President conducting the meeting in the absence of the President.

- (3) Treasurer
  - (a) The Treasurer shall maintain all books relating to the accounts and finances of the Union, and balance the books prior to the Annual Audit or whenever required to do so by the Board of Directors.
  - (b) The Treasurer shall prepare and submit to the auditor(s) a Cash Statement and Balance Sheet for presentation at the Annual General Meeting of the Union, and furnish interim or periodical statements to the Board whenever required to do so.

## **22. APPOINTMENT AND TENURE OF CHIEF EXECUTIVE OFFICER**

- (1) The Board shall engage on behalf of the Union a Chief Executive Officer, on such terms and conditions and for such remuneration as the Board in its absolute discretion shall determine, but subject to sub-clause (3) hereof.
- (2) The Chief Executive Officer's position shall be filled from applications in writing received within twenty-one (21) days of the position having been advertised both within the Union and by means of such media as the Board may determine.
- (3) The Board, at a Special Meeting called for the purpose, may remove the Chief Executive Officer from Office summarily without notice of any cause for which summary dismissal is permitted.
- (4) The Board may otherwise dispense with the Chief Executive Officer's services for any reason whatsoever after one (1) months' notice in writing of its intention to do so and given to the Chief Executive Officer at any time during his term of office. The Chief Executive Officer shall be given a fair opportunity to respond to any such notice, prior to the date set for cessation of his services.
- (5) In the event that the Chief Executive Officer's position is vacant for any reason, the duties and functions of the Chief Executive Officer shall be exercised by the Board or by any person as the Board shall determine, in its absolute discretion.

## **23. DUTIES OF THE CHIEF EXECUTIVE OFFICER**

- (1) The Chief Executive Officer shall be the Director of Administration.
- (2) The Chief Executive Officer shall attend all meetings of the Board at which he shall furnish a written report of:
  - (a) any Judiciary and or Appeals Committee hearings; and
  - (b) the management of the Union;since the last meeting of the Board
- (3) The Chief Executive Officer shall receive all correspondence and answer such questions as may be asked in accordance with these Rules.
- (4) The Chief Executive Officer shall keep a complete register of all Member Clubs and of their Office Bearers and of all Bodies affiliated with the Union,

- (5) The Chief Executive Officer shall perform all other such duties and services as the Board may from time to time direct.
- (6) The Chief Executive Officer may appoint:
  - (a) A Registrar, who shall be responsible for all registration of all players (juniors, men and women) and keep such records as directed from time to time by the CEO.
  - (b) An assistant (if required).
- (7) The Chief Executive Officer shall be the Public Officer on behalf of the Union and shall have such duties and obligations as are prescribed by the Act.

#### **24. NOTICE AND QUORUM FOR BOARD MEETINGS**

- (1) The Board shall meet at least once in each calendar month (excluding January) at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the President or by any three members of the Board.
- (3) Written notice of a meeting of the Board shall be given by the Chief Executive Officer to each member of the Board at least forty-eight (48) hours (or such other period as may be agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under Clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting agree to treat as urgent business.
- (5) Any four (4) voting members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business shall 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 shall stand adjourned to the same place and at the same hour of the same day of 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 shall be dissolved.

#### **25. VOTING AND DECISIONS**

- (1) Questions arising at a meeting of the Board or of any sub- committee appointed by the Board shall 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 Rule 24 (5) the Board may act notwithstanding 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the member or sub-committees.

## **26. STANDING ORDERS FOR THE CONDUCT OF MEETINGS**

- (1) Meetings shall be conducted in accordance with standing orders (not inconsistent with this constitution) as prescribed from time to time.

## **27. REMOVAL OF MEMBERS**

- (1) The Union in a Special General Meeting convened for the purpose may by special resolution:
  - (a) Remove from office any member of the Board, the Patron, any member of the Judiciary Committee or any member of any sub-committee before the expiration of the member's term of office, if such person has acted in a manner prejudicial to the interests, image or welfare of the Union or the game.
  - (b) Suspend, exclude or forfeit the right of a Member Club or Affiliated Body to membership of the Union, or fine or impose any other penalty if such body has:
    - (i) Been guilty of conduct which in the opinion of the Union is unbecoming of a Member Club or Affiliated Body or is prejudicial to the interests, image or welfare of the Union;
    - (ii) Has amended, altered or otherwise changed its constitution in such manner as to conflict with this constitution, rules and regulations of the Union;
    - (iii) Failed to discipline any of its members, who in the opinion of the Union has engaged in any conduct unbecoming of a Member Club or Affiliated Body or is prejudicial to the interests, image or welfare of the Union or makes public statements which in the opinion of the Board are damaging to the reputation of the Union.
- (2) At least twenty-one (21) days before any meeting called for the purpose of removal of a member or officer pursuant to this Rule, such member or officer must be given written notice of:
  - (a) The date, time and place of such meeting.
  - (b) The special resolution.

- (c) Details of the grounds upon which the special resolution is based.
- (d) The right of such member or officer to provide any written or oral response to the meeting, prior to a vote being taken.

## **PART V – MEETINGS**

### **28. PROCEDURE FOR ANNUAL GENERAL MEETINGS**

- (1) The Union shall, at least once in each calendar year convene an Annual General Meeting of its members.
- (2) The quorum for an Annual General Meeting shall be half plus one of all members entitled to vote.
- (3)
  - (a) The Annual General Meeting shall be held on such date as the Board determines, and at least twenty-one (21) days written notice of such meeting shall be given by the Chief Executive Officer to the Officers of the Union and Board Members, Secretaries of Clubs, and Life Members of the Union.
  - (b) The notice shall state the place and time of the meeting and list the business to be conducted. It shall also list the nominees for the elected positions, which are to be filled at the meeting.
  - (c) The ordinary business to be transacted at an Annual General Meeting shall be:  

Apologies, Minutes of the previous Annual Meeting, consideration of the Annual Report and Balance Sheet, duly audited. To elect Officers of the Union and Board Members for ensuing year, to appoint Honorary Auditor for ensuing year, elect a Judiciary Sub-Committee, Appeals Sub-Committee and elect representatives to other organizations as required, Notices of Motion.
  - (d) Notice of any general business for consideration at any Annual General Meeting shall be given in writing to the Chief Executive Officer at least twenty-one (21) days prior to day of such meeting.
  - (e)
    - (i) In any election required at the Annual General Meeting, voting shall be by ballot paper. Any ballot paper, which contains more or less than the required number of names crossed out, shall be declared informal by the scrutineers.
    - (ii) Scrutineers shall be selected at the Annual General Meeting from those present and preferably from persons having no voting rights at the meeting.
    - (iii) All ballot papers shall be destroyed at the end of the meeting.

### **29. PROCEDURE FOR SPECIAL GENERAL MEETINGS OF THE UNION**

- (1) The Chief Executive Officer at the direction of the Board shall convene a Special General Meeting of the Union.
- (2) The Chief Executive Officer shall, on the requisition in writing of not less than twenty (20) percent of the total number of members, convene a Special General Meeting of the Union.

- (3) Written notice of such meeting will be given to the Officers of the Union and Board members, secretaries of Clubs, Affiliated Bodies and Life Members of the Union. The notice shall state the place and time of the meeting and the business to be conducted. Twenty-one (21) days notice of such meeting shall be given.
- (4) The only business to be conducted at the Special General Meeting will be that business as set out in the meeting notice.
- (5) A simple majority of persons entitled to vote shall constitute a quorum for the transaction of the business of a Special General Meeting.
- (6) A requisition for a Special General Meeting
  - (a) shall state the purpose or purposes of the meeting
  - (b) shall be signed by the members making the requisitions
  - (c) shall be lodged with the Chief Executive Officer, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (7) If the Chief Executive Officer fails to convene a Special General Meeting to be held within one month after the date on which a requisition of members for a meeting is lodged with the Chief Executive Officer, anyone or more of the members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.
- (8) A Special General Meeting convened by a member or members as referred to in Clause (7) shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Chief Executive Officer.

### **30. VOTING RIGHTS AT MEETINGS**

- (1) The meetings of the Union shall be the Annual General Meeting, Special General Meetings and Board Meetings.
- (2) Votes at an Annual General Meeting and Special General Meetings shall be as follows:
 

Executive Board Members	1 vote each
Ordinary Board Members	1 vote each
Life Members	1 vote each
Member Clubs	1 vote each
- (3) The right of a Member Club to vote at any meeting of the Union as referred to in sub-clause (2) hereof shall not be capable of being exercised by that Member Club in respect of any team which:
  - (a) is not actively participating in any competition under control of the Union at the time of the meeting; or

- (b) did not actively participate for the duration of the competition under the control of the Union in the season immediately preceding the Annual General Meeting.
- (4) All votes shall be given personally at any meeting of the Union and there shall be no voting by proxy.
- (5) A member is not entitled to vote at any, Annual General Meeting or Special General Meeting of the Union unless all money due and payable by the member to the Union has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **PART VI – COMMITTEES**

### **31. DELEGATION BY BOARD TO SUB-COMMITTEES**

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time-to-time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this Rule, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.
- (8) Notwithstanding anything to the contrary contained in these Rules, any person aggrieved by any decision of any sub-committee, other than the Judiciary Committee, of the Union may appeal in writing to the Chief Executive Officer requesting that the matter be referred to the Judiciary Committee. The appeal shall state the name and address of the applicant, the name of the sub-committee having heard and determined the matter, the date on which it was so heard and determined, the finding of the sub-committee and the grounds upon of the appeal.
- (9) An appeal under sub-rule 8 above shall be invalid unless lodged in writing with Chief Executive Officer within seven (7) days from the date of receipt of the decision and accompanied by a deposit of two hundred (\$200) dollars. The deposit shall be refunded only in the case of the appeal being upheld or a previously imposed penalty reduced.
- (10) All evidence in relation to the appeal shall be made available by the relevant sub-committee. A member of the relevant sub-committee shall be invited to attend the hearing of the appeal.

### **32. JUDICIARY SUB-COMMITTEE**

- (1) There shall be a Judiciary Sub-Committee and a Judiciary Appeals Sub-Committee which will operate under Competition By-Law 2.3.

**33. DRAWS SUB-COMMITTEE**

- (1) There shall be a Draws Committee, which shall arrange the competition matches for the season.
- (2) The members of the Draws Committee shall be as determined by the Board in its absolute discretion.

## **PART VII – FUNDS**

### **34. SOURCE**

- (1) The Funds of the Union shall be derived from entrance fees and annual subscriptions of members, donations, sponsorship, grants from NSWRU and CRU of NSW and, subject to any resolution passed by the Board, such other sources as the Board determines.
- (2) All money received by the Union shall be deposited as soon as practicable and without deduction to the credit of the account of the Union with any financial institution approved by the Board.
- (3) The Union shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **35. MONIES COLLECTED FROM SPECTATORS**

All monies collected by gatekeepers on behalf of the Union shall remain the property of the Union.

### **36. PUNISHMENT FOR NON-PAYMENT OF FEES AND DUES**

- (1) All overdue monies required to be paid by a Member Club or an Affiliated Body shall be paid within twenty-eight (28) days of the Union providing written notice.
- (2) If overdue monies are not received within the time, specified in the preceding sub-rule, the Member Club or Affiliated Body will be deemed to be unfinancial.
- (3) If a Member Club or Affiliated Body is unfinancial, it shall not be allowed to participate in any activities under the control of the Union.
- (4) A Member Club or Affiliated Body, which is unfinancial, may be fined in such amount as is determined by the Board from time to time in its absolute discretion.
- (5) Notice sent by pre-paid Australia Post or electronic mail to the Member Club or Affiliated Body from the Chief Executive Officer shall be deemed sufficient notice.
- (6) The Board may exempt or defer any payment due by a Member Club or Affiliated Body pursuant to this Rule as the Board may deem fit in its absolute discretion.

### **37. MANAGEMENT OF FUNDS**

- (1) Subject to any resolution passed by the Board the funds of the Union shall be used in pursuance of the objects of the Union in such manner as the Board determines.



- (2) All monies received for or on behalf of the Union shall be held in the name of the Union, and paid to the credit of the Union into such financial institutions as the Board shall from time-to-time direct, and all monies paid by or on behalf of the Union shall be paid by cheque drawn against the funds of the Union on such financial institutions and shall be signed by any two (2) of the President, Vice President(s), Treasurer and Chief Executive Officer.
- (3) Endorsement of cheques, drafts, bills, notes and other instruments payable to or to the order of the Union and lodged for credit or their bank accounts may be made by any two (2) of the President, Vice President(s), Treasurer and Chief Executive Officer.
- (4) The Board may at any time, and from time-to-time, create funds for any special purpose and may subscribe the means by which such funds shall be maintained, and, at any time thereafter, may order that such special funds be closed and prescribed the manner in which all monies remaining therein shall be used or applied.
- (5) The Financial Year of the Union shall end on the thirty-first (31<sup>st</sup>) day of October in each and every year, and a Statement of Income and Expenditure and a Balance Sheet shall be made up to that date in each year and such accounts duly reported on by the Auditor(s) shall be laid before the members of the Union at its next Annual General Meeting.
- (6) Registered Auditor(s), who shall not be office bearers of the Union, shall be appointed annually at the Annual General Meeting of the Union.
- (7) The assets and income of the Union shall be applied solely in furtherance of the above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as "bona fide" compensation for services/reimbursement of out of pocket expenses incurred in carrying out fiduciary duties or voluntary services on behalf of the Union and approved by the Board.

## **PART VIII – MISCELLANEOUS**

### **38. INSURANCE**

- (1) The Board shall effect and maintain such insurance for the Union as is required by the Act.
- (2) The Board may also effect such other insurance as it deems appropriate.

### **39. CENTRAL WEST REPRESENTATIVE UNIFORM**

The Central West Rugby Union colours shall be royal and sky blue with gold bull's head as the Union logo.

### **40. COMMON SEAL**

- (1) The common seal of the Union shall be kept in the custody of the Chief Executive Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Board or of one (1) member of the Board and of the Chief Executive Officer.

### **41. CUSTODY OF BOOKS, ETC**

Except as otherwise provided by these Rules, the Chief Executive Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Union.

### **42. INSPECTION OF BOOKS, ETC**

The records, books and other documents of the Union shall be open to inspection, free of charge, by a member of the Union at any reasonable hour but may not be removed from the place of the CWRU office.

### **43. SERVICE OF NOTICES**

- (1) For the purpose of these Rules, a notice may be served by or on behalf of the Union upon any member either personally or by sending it by post or electronic transmission to the member at the member's address shown in the Register of Members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

- (3) Where a document is sent to a person by electronic transmission, the document shall, unless the contrary is proven, be deemed for the purpose of these Rules to have been served on the person at the time at which the transmission occurred and subject to the keeping of a verification report from the electronic transmitter.

#### **44. DISSOLUTION OF THE UNION**

The Union shall be deemed to have been dissolved if and when so determined by Special Resolution.

#### **45. SURPLUS PROPERTY**

- (1) At the first Council Meeting of the Union the Union shall pass a special resolution nominating an incorporated Association as the Association in which to vest its surplus property pursuant to Section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Union.
- (2) The incorporated Association so nominated shall be one which fulfils the requirements specified in Section 53(2) (a) (c) of the Act.
- (3) In the event that the Association nominated in pursuance of sub-paragraph (1) hereof has been wound up or is no longer incorporated at the date of winding up or cancellation of incorporation of the Union the surplus property of the Union shall, subject to any trust affecting that property or any part of it be paid and applied by the Board pursuant to a Special Resolution to an incorporated Association which fulfils the requirements of Section 53 (2) of the Act and which is exempt from income tax under Section 23 of the Income Tax Assessment Act.

#### **46. SPECIAL RESOLUTIONS REQUIRED FOR DEFINED MATTERS**

- (1) A special resolution must be passed by a Special General Meeting or Annual General Meeting of the Union to effect the following:
  - (a) A change in the Union's name.
  - (b) A change of the Union's Constitution.
  - (c) An amalgamation with another Legal entity.
  - (d) To voluntarily wind up the Union and distribute its property.
  - (e) To apply for registration as a company or a co-operative.
- (2) Not less than twenty-one (21) days notice of the meeting (the Notice specifying the intention to propose the Resolution at the meeting as a Special Resolution) must be given to persons entitled to vote at the meeting.