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Position: *PRESIDENT*

Name: *PETER MALCOLM*

Date: *10 DECEMBER 2015*



THE NEDLANDS RUGBY UNION FOOTBALL CLUB (INC)

CONSTITUTION

December 2015



**THE NEDLANDS RUGBY UNION FOOTBALL CLUB (INC)
CONSTITUTION**

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1. Name of Association

The registered name of the Association is **THE NEDLANDS RUGBY UNION FOOTBALL CLUB (INC)**. The Association Number is A0760066D and Date of Incorporation was 25th May 1976.

2. Definitions

Unless the contrary intention appears, the following definitions will apply:

"Annual General Meeting" is the meeting convened under Article 16.1 (b).

"Article" means the rules of the Association as they appear in this document.

"Board of Management" means those who are empowered to make day to day decisions regarding the running of the Club.

"Board of Management meeting" means a meeting referred to in Article 15 and Article 16.

"Board Member" means person referred to in Article 10.1.

"Club" means The Nedlands Rugby Union Football Club (Inc).

"department" means the government department with responsibility for administering the *Associations Incorporation Act (1987)*.

"financial year" means a period not exceeding 15 months fixed by the Board, commencing on the date of incorporation of the Association and ending on 30-September, and thereafter each period commencing 01-October and ending on 30-September in the following year.

"general meeting" means a meeting to which all members are invited.

"member" means member of the Association.

"ordinary resolution" means resolution other than a special resolution.

"Patron" means the person appointed under Article 10.10.

"poll" means voting conducted in written form (as opposed to a show of hands).

"special general meeting" means a general meeting other than the Annual General Meeting.

"special resolution" has the meaning given by Section 24 of the Act, that is:

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the Articles of the association to vote and vote in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those Articles.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the Articles of the Association or, if the Articles do not make provision as to the manner in which a poll may be demanded, by at least three (3) members of the association present in person.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 1987*.

"the Association" means The Nedlands Rugby Union Football Club (Inc).

"the Board" means the Board of Management of the Association as referred to in Article 10.

"the Board of Trustees" means the Trustees as referred to in Article 24.

"the Secretary" means the Secretary referred to in Article 10.1 and Article 12.



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"the Chairperson" means:

- (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with Article 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in Article 10.1 or, if that person is unable to perform their functions, the Vice Chairperson.

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act.

"the Treasurer" means the Treasurer referred to in Article 10.1 and Article 13.

"the Vice-Chairperson" means the Vice-Chairperson referred to in Article 10.1 and Article 11.

"Trustee" means the person appointed or elected as referred to in Article 24.

3. Objects of Association

- 3.1 The objects of the Association are to facilitate the playing of the game of Rugby Union Football under the laws of the game and in the spirit intended as fostered by:
 - (a) The International Rugby Board (IRB).
 - (b) The Australian Rugby Union (ARU).
 - (c) The West Australian Rugby Union (RugbyWA) and its affiliated bodies.
- 3.2 To participate in competitions as organised by RugbyWA.
- 3.3 To provide the venue and amenities to foster the "Nedlands Rugby Union Football Club" as an association of players, members and supporters of rugby union football for the benefit of those players, members and supporters.
- 3.4 The property and income of the Association shall be applied solely towards the promotion and development of the Association to best help it achieve the objects of the Association. No part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion or development of the means to best achieve the objects and purposes of the Association.

4. Powers of Association

The powers conferred on the Association are the same as those conferred by Section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- 4.1 Acquire, hold, purchase, lease, let, hire, sell, develop, mortgage, manage, dispose of, or otherwise deal with any real or personal property, rights, privileges or assets of the Club by any method the Association may think necessary or convenient for the promotion and development of the objects of the Association.
- 4.2 Open and operate bank accounts.
- 4.3 Invest its money:
 - (a) in any security in which trust monies may lawfully be invested.
 - (b) in any other manner seen fit by the Association from time to time as authorised by the Articles of the Association.
- 4.4 Borrow or raise money upon such terms and conditions, or in such a manner, or on such security as the Association may from time to time determine.
- 4.5 Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit.



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- 4.6 Appoint agents to transact any business of the Association, or use the resources and assets of the Association on its behalf.
- 4.7 To apply for any licences, permits, rights, privileges, concessions and the like under any law or statutory enactment whatsoever which the Club may find necessary or convenient for the pursuit of its objects and purposes, including but not limited to application to the Licensing Court of Western Australia for any licences, permits or rights under the Liquor Act or equivalent legislation, and for the Club, its nominees or agents to observe and enforce the provisions of the said Act or equivalent legislation.
- 4.8 Enter into any other contract it considers necessary or desirable; and
- 4.9 May act as trustee and accept and hold real and personal property upon trust, but does not have the power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the Articles of the Association.

5. Membership of Association

Membership of the Association shall be in the following categories:

- (i) Life Member
 - (ii) Honorary Member
 - (iii) Playing Member
 - (iv) Colt Member
 - (v) Junior Member
 - (vi) Social Member
 - (vii) Temporary Member
 - (viii) Any other categories decided from time to time by the Board of Management, subject to the prospective member being nominated by an existing member, and any application for membership being posted on the Club's notice board for a minimum of seven (7) days before election to membership by the Board can take place.
- 5.1 Life Member
- (a) Life Membership may be granted to a member who has rendered outstanding service to the Club as player, official, administrator or supporter over a period of not less than ten (10) consecutive years.
 - (b) Life Membership may be granted to a member, subject to paragraph (c) below, who has played 150 games for the Club in the first grade of the RugbyWA Premier grade competition.
 - (c) Life Membership is granted to a member by the Life Membership Committee, which comprises the President and at least three current Life Members as nominated by that committee at their absolute discretion.
 - (d) A Life Member shall be entitled to all privileges of a financial member without payment of subscriptions or levies and may be presented with a suitable certificate or token, as may be the current practice in the Club.
 - (e) A Life Member may fill any office in the Club.
- 5.2 Honorary Member
- (a) Honorary Membership may be granted at the discretion of the Board to those who by their sustained interest, support and practical assistance have rendered service to the Club, without having been an active playing member. Honorary Membership may also be extended to:
 - (i) Members and officials of visiting touring sides and clubs.
 - (ii) Individual members of interstate clubs with whom this Club has affiliations.



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- (b) Honorary Members shall have a voice in Club affairs, but no vote.
- (c) No fee or subscription shall be levied by the conferring of an Honorary Membership.
- (d) Honorary Members may fill any office in the Club.

5.3 Playing Member

- (a) Applicants for playing membership shall complete a registration form to enable registering of the applicants details by the Club Player Registrar. Should the applicant be or have been a member of any other club affiliated to RugbyWA or the ARU then the RugbyWA procedures in force for transfer of players between clubs must accompany an application for membership so clearing them of any financial obligation to his former club, and so permitting their membership to the Club.
- (b) The applicant upon being enrolled as a Playing Member undertakes to pay the subscription fees which have been set by the Board referred to in Article 7.
- (c) A playing member can fill any office in the Club.

5.4 Colt Member

- (a) Applicants who are eligible to play in the RugbyWA Colts competition on the 1st January of each season and who fulfil the conditions of eligibility as set out for Playing Members will be enrolled as Colts Members and pay the subscription fees which have been set by the Board.
- (b) Such Colt members shall enjoy all the rights and privileges of other financial members and may be elected to any office in the Club, excepting those of President, Vice President, Secretary and Treasurer.

5.5 Junior Member

- (a) The Club is also an affiliate of the RugbyWA Juniors. As such it fields teams in the competition grades as defined by RugbyWA Juniors according to available players on a year by year basis.
- (b) The Club endorses and encourages junior rugby in the State and as such its junior players are recognised as members of the Club and afforded certain rights and privileges as deemed appropriate by the Board of Management.

5.6 Social Member

Social Membership may be granted by the Board to any person wishing to participate in the functions of the Club on payment of a subscription for Social Membership as determined by the Board.

5.7 Temporary Member

Temporary Membership is granted to any person who is on any day visiting the Club as a member or an official of another club, or who is assisting a visiting club, to:

- (a) engage in a legitimate pre-arranged event with the Club conducted for the purposes of one of the Club's principal objects of association.
- (b) hold a pre-arranged function at the Club involving the use of the Club's sporting facilities.

5.8 Guests

The maximum number of guests allowed into Club premises per member per day will be five (5). The member introducing the guest shall be responsible for the proper conduct of any guest whilst on Club premises.

5.9 Application for Membership

All applications for membership shall be posted on the noticeboard of the club for a period of not less than seven days before election, provided also that an interval of not less than two weeks shall elapse between nomination and election.



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6. Register of Members of Association

- 6.1 The Secretary, on behalf of the Association, must comply with Section 27 of the Act by keeping and maintaining in an up-to-date condition a register of the members of the Association together with their postal or residential addresses for each class of membership, and upon the request of a member of the Association, shall make the register available for inspection by the member, and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 6.2 The register must be so kept and maintained by the Secretary readily available in electronic storage format or in such format as the members at a general meeting decide. In addition, a copy of the latest up to date register of members in respect of each class of membership will be continually available for inspection at the club premises.
- 6.3 The Secretary must cause the name of a person who dies or who ceases to be a member under Article 8 to be deleted from the register of members referred to in Article 6.1.

7. Subscriptions of Members of Association

- 7.1 Annual Subscriptions for each class of membership shall be determined by the Board of Management annually and before the start of the rugby playing season. The Board will determine the amount of the subscription to be paid by each member and may vary this amount at any time during the season as the Board may see fit.
- 7.2 Each member must pay to the Club Subscriptions Manager annually on or before 31 March or such other date as the Board from time to time determines, the amount of the subscription determined under Article 7.1.
- 7.3 Subject to Article 7.4, a member whose subscription is not paid within 3 months after the relevant date fixed by or under Article 7.2 ceases on the expiry of that period to be a member, unless the Board decides otherwise. These members will be deemed to be non financial and therefore not entitled to the rights and privileges afforded to the members of the Association.
- 7.4 A person exercises all the rights and obligations of a member for the purposes of these Articles if their subscription is paid on or before the relevant date fixed by or under Article 7.2 or no later than 3 months thereafter, or such other time as the Board allows.

8. Termination of Membership of the Association

Membership of the Association may be terminated upon:

- 8.1 Receipt by the Secretary or another Board member of a notice in writing from a member of their resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
- 8.2 Non-payment by a member of their subscription within three months of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise in accordance with Article 7.3; or
- 8.3 Expulsion of a member from the Association in accordance with Article 9.

9. Suspension or expulsion of members of Association

- 9.1 If the Board considers that a member should be suspended or expelled from membership of the Association because their conduct is detrimental to the interests of the Association, or has committed a breach of Club rules, the Board must communicate, either orally or in writing, to the member the following:
 - (a) notice of the proposed suspension or expulsion and the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and



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- (b) particulars of that conduct not less than 30 days before the date of the Board meeting referred to in paragraph (a) above.
- 9.2 At the Board meeting referred to in a notice communicated under Article 9.1, the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Board, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- 9.3 Subject to Article 9.5, a member that has their membership suspended ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to them under Article 9.2.
- 9.4 A member who is suspended or expelled under Article 9.2 must, if they wish to appeal against that suspension or expulsion, give notice to the Secretary of their intention to do so within the period of 14 days referred to in Article 9.3.
- 9.5 When notice is given under Article 9.4:
 - (a) the Association in a general meeting must either confirm or set aside the decision of the Board to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
 - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel them is confirmed under this Article.

10. Board of Management

- 10.1 Subject to Article 10.12, the affairs of the Association will be managed exclusively by a Board of Management who are empowered to authorise expenditure on behalf of the Club, and to manage the day to day operation and running of the Club, and will consist of:
 - (a) a President, who will also be the Chairperson.
 - (b) two (2) Vice-Presidents, one of whom shall be appointed as the Vice-Chairperson.
 - (c) a Secretary.
 - (d) a Treasurer.
 - (e) the Junior Club President; and
 - (f) two (2) Executive Board Members.
- 10.2 Board members referred to in Article 10.1 (with the exception of the Junior Club President who will be appointed by the Junior Club committee) will be elected to membership of the Board at an Annual General Meeting or appointed under Article 10.8. They will be referred to as "Elected Board Members".
- 10.3 Election of the Board of Management will be by a majority of members at the Annual General Meeting by a show of hands, or by a poll if the count is considered too close. No nominee shall be elected without the nominee's verbal consent (if present) or written consent (if not present).
- 10.4 Subject to Article 10.9, an Elected Board Member's term will be for one (1) year from their election at an Annual General Meeting until an election referred to in Article 10.2 at the next Annual General Meeting. Elected Board Members must be a minimum of 21 years of age, and will always be eligible for re-election to membership of the Board subject to the rules of the Association.



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- 10.5 Except for nominees under Article 10.8, an Elected Board Member is not eligible for election to membership of the Board unless a member has nominated them for election by delivering a signed notice in writing of that nomination, or by verbal nomination at the Annual General Meeting, with each nomination:
- (a) supported by a nominator and a seconder, and
 - (b) the nominee signifying their willingness to stand for election
- to the Secretary at the Annual General Meeting or alternatively prior to the day on which the Annual General Meeting is held if in writing.
- 10.6 A person who is eligible for election or re-election under this Article may:
- (a) propose or second themselves for election or re-election, and
 - (b) vote for themselves.
- 10.7 If the number of persons nominated in accordance with Article 10.5 for election to membership of the Board as Elected Board Members does not exceed the number of vacancies in that membership to be filled:
- (a) the Secretary must report accordingly to, and
 - (b) the Chairperson must declare those persons to be duly elected as members of the Board at the Annual General Meeting concerned.
- 10.8 If vacancies remain for Elected Board Members on the Board after the declaration under Article 10.7, additional nominations of Board members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Board. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.
- 10.9 If a vacancy remains on the Board after the application of Article 10.8, or when a casual vacancy within the meaning of Article 14 occurs in the membership of the Board:
- (a) the Board may appoint a member to fill that vacancy, and
 - (b) a member appointed under this Article will:
 - (i) hold office until the next election referred to in Article 10.2, and
 - (ii) be eligible for election to membership of the Board at the next Annual General Meeting.
- 10.10 The Board shall if it sees fit invite a person to be the Patron of the Club. A Patron shall be a person invited each year by the Board at its discretion and who accepts such invitation. Their appointment shall be confirmed at a general meeting of members and they shall retain office at the pleasure of the Board or until they resign in writing.
- 10.11 The Board of Management will have the power to authorise expenditure on behalf of the Club, and to manage the day to day operation and running of the Club, which will include the appointment of members to sub-committees (consisting of such members of the Association as the Board thinks fit) under the Board of Management.
- 10.12 The Board may delegate, in writing, to one to more sub-committees the exercise of such functions of the Board as are specified in the delegation other than:
- (a) the power of delegation, and
 - (b) a function which is a duty imposed on the Board by the Act or any other law.
- 10.13 Any delegation under Article 10.12 may be subject to such conditions and limitations as to the exercise of that function or as to the duration and circumstances as are specified in the written delegation, and the Board may continue to exercise any function delegated.
- 10.14 The Board may, in writing, revoke wholly or in part any delegation made under Article 10.12 at any time at its sole discretion.



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11. Chairperson and Vice-Chairperson

- 11.1 The Chairperson is the chief officer of the Club and is tasked with taking all steps necessary to ensure the decisions of the Board of Management are carried out.
- 11.2 Subject to this Article, the Chairperson will preside at all general meetings and Board meetings.
- 11.3 In the event of the absence from a general meeting of:
- (a) the Chairperson, the Vice-Chairperson, or
 - (b) both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting,
- must preside at the general meeting.
- 11.4 In the event of the absence from a Board meeting of:
- (a) the Chairperson, the Vice-Chairperson, or
 - (b) both the Chairperson and the Vice-Chairperson, a Board member elected by the other Board members present at the Board meeting,
- must preside at the Board meeting.

12. Secretary

The Secretary must:

- 12.1 co-ordinate the correspondence of the Association and co-ordinate all meetings of the Club.
- 12.2 keep full and correct minutes of the proceedings of the Board and of the Association.
- 12.3 comply on behalf of the Association with:
- (a) Section 27 of the Act with respect to the register of members of the Association, as referred to in Article 6.
 - (b) Section 28 of the Act by keeping and maintaining in an up to date condition the Articles of the Association and, upon the request of a member of the Association, must make available those Articles for the inspection of the member and the member may make a copy of or take an extract from the Articles but will have no right to remove the Articles for that purpose; and
 - (c) Section 29 of the Act by maintaining a record of:
 - (i) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these Articles, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association under Article 22, and
 - (ii) the names and residential or postal addresses of any persons, who are appointed or act as Trustees on behalf of the Association,and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
 - (d) Unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by Article 13 to be kept and maintained by, or in the custody of, the Treasurer; and
 - (e) Perform such other duties as are imposed by these Articles on the Secretary.



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13. Treasurer

The Treasurer must:

- (a) Be responsible for the receipt of all moneys paid to or received by, or on behalf of, the Association and must issue receipts for those moneys in the name of the Association.
- (b) Pay all moneys referred to in paragraph (a) above into such account or accounts of the Association as the Board may from time to time direct.
- (c) Make payments from the funds of the Association with the authority of the President or of the Board and in so doing ensure that all electronic payment authorisations, direct debit authorisations or cheques are approved or signed by the Treasurer and at least one other authorised Board member, or by any two others as are authorised by the Board.
- (d) Comply on behalf of the Association with Sections 25 and 26 of the Act with respect to the accounting records of the Association by:
 - (i) keeping such accounting records to correctly record and explain the financial transactions and financial position of the Association,
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time,
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited, and
 - (iv) submitting to members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) Whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction.
- (f) Unless the members resolve otherwise at a general meeting, have custody of all accounting records, securities, books and documents of a financial nature of the Association, including those referred to in paragraphs (d) and (e) above, and
- (g) Perform such other duties as are imposed by these Articles on the Treasurer.

14. Casual vacancies in membership of Board

A casual vacancy occurs in the Board of Management and that office becomes vacant if a Board member:

- (a) Dies.
- (b) Resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Board.
- (c) Is convicted of an offence under the Act.
- (d) Is permanently incapacitated by mental or physical ill-health.
- (e) Is absent from more than:
 - (i) three (3) consecutive Board meetings; or
 - (ii) three (3) Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetingsof which meetings the member received notice, and the Board has resolved to declare the office vacant.
- (f) Ceases to be a member of the Association; or
- (g) Is the subject of a resolution passed by a general meeting of members terminating their appointment as a Board member.



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15. Proceedings of Board

- 15.1 Meetings of the Board will be convened by the President and will meet together for the dispatch of business not less than six (6) times in each year and the Chairperson, or at least half the members of the Board, may at any time convene a meeting of the Board after being given a minimum five (5) working days notice of the date, time and place of the meeting.
- 15.2 Each Board member has a deliberative vote.
- 15.3 A question arising at a Board meeting requiring a decision must be decided by a majority of votes. If there is no majority, the person presiding at the Board meeting will have a casting vote in addition to their deliberative vote.
- 15.4 At a Board meeting four (4) Board members constitute a quorum.
- 15.5 Subject to these Articles, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.
- 15.6 As required under Sections 21 and 22 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established), must:
- (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board; and
 - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- 15.7 Article 15.6 (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Association.
- 15.8 The Secretary must cause every disclosure made under Article 15.6 (a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.
- 15.9 Any member, subject to prior approval from the Board, may attend meetings of the Board but will not have any voting rights. Members may, subject to prior approval from the Board, submit a proposal for consideration by the Board, however the Board will be under no obligation to reach a resolution or vote on the proposal at the Board meeting attended.

16. General meetings

- 16.1 The Board:
- (a) may at any time convene a special general meeting.
 - (b) must convene Annual General Meetings within the time limits provided for the holding of such meetings by Section 23 of the Act, that is, in every calendar year within four (4) months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within 18 months after incorporation; and
 - (c) must, within 30 days of:
 - (i) receiving a request in writing to do so from not less than three (3) members, convene a special general meeting for the purpose specified in that request, or
 - (ii) the Secretary receiving a notice under Article 9.4, convene a general meeting to deal with the appeal to which that notice relates.
- 16.2 The members making a request referred to in Article 16.1 (c) (i) must:
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.



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- 16.3 If a special general meeting is not convened within the relevant period of 30 days referred to:
- (a) in Article 16.1 (c) (i), the members who made the request concerned may convene a special general meeting as if they were the Board; or
 - (b) in Article 16.1 (c) (ii), the member who gave the notice concerned may convene a special general meeting as if they were the Board.
- 16.4 When a special general meeting is convened under Article 16.3 (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- 16.5 Subject to Article 16.7, the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify:
- (a) when and where the special general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the special general meeting concerned and of the order in which that business is to be transacted.
- 16.6 Subject to Article 16.7, the Secretary must give to all members not less than 21 days notice of an Annual General Meeting and that notice must specify:
- (a) when and where the Annual General Meeting is to be held.
 - (b) the particulars and order in which business is to be transacted is as follows:
 - (i) first, reports of the Board and consideration of the accounts.
 - (ii) second, consideration of any special resolution(s).
 - (iii) third, election of Board members to replace outgoing Elected Board members in accordance with Article 10.
 - (iv) fourth, election of Trustees to replace outgoing Board of Trustee members in accordance with Article 24.
 - (v) fifth, confirmation of the Patron invited by the Board in accordance with Article 10.10 if applicable; and
 - (vi) sixth, any other business requiring consideration at the general meeting.
- 16.7 A special resolution may be moved either at a special general meeting or at an Annual General Meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in Article 16.5 or 16.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 16.8 The Secretary must give a notice under Article 16.5, 16.6 or 16.7 by:
- (a) serving it on a member personally; or
 - (b) sending it by email to a member at the email address of the member appearing in the register of members kept and maintained under Article 6; or
 - (c) posting a notice to the Club's website of all relevant details.

17. Quorum and proceedings at general meetings

- 17.1 At a general meeting ten (10) members present in person constitute a quorum.
- 17.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under Article 16.5 or 16.6:
- (a) as a result of a request or notice referred to in Article 16.1 (c) or as a result of action taken under Article 16.3 a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week at the same venue.



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- 17.3 If within 30 minutes of the time appointed by Article 17.2 (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 17.4 The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 17.5 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 17.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under Article 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 17.7 At a general meeting:
- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to Article 17.9; and
 - (b) a special resolution put to the vote will be decided in accordance with Section 24 of the Act as defined in Article 2, and, if a poll is demanded, in accordance with Articles 17.9 and 17.11.
- 17.8 A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with Article 17.9.
- 17.9 At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 17.10 If a poll is demanded and taken under Article 17.9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 17.11 A poll demanded under Article 17.9 must be taken immediately on that demand being made.

18. Minutes of meetings of Association

- 18.1 The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book or electronic storage file kept for that purpose.
- 18.2 The Chairperson must ensure that the minutes taken of a general meeting or Board meeting under Article 18.1 are checked and the minute book or a hard copy of the electronic storage file signed as correct by the Chairperson of the general meeting or Board meeting to which those minutes relate, or by the Chairperson of the next succeeding general meeting or Board meeting, as the case requires.
- 18.3 When minutes have been entered and signed as correct under this Article, they are, until the contrary is proved, evidence that:
- (a) the general meeting or Board meeting to which they relate (in this Article called "the meeting") was duly convened and held.
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.



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19. Voting rights of members of Association

- 19.1 Subject to these Articles, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

20. Proxies of members of Association

A member (in this Article called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting of the Association.

21. Rules of Association

21.1 The Association may alter or rescind these Articles, or make Articles additional to these Articles, in accordance with the procedure set out in Sections 17, 18 and 19 of the Act, which is as follows:

- (a) subject to Article 21.1 (d) and 21.1 (e), the Association may alter its Articles by special resolution but not otherwise.
 - (b) within one month of the passing of a special resolution altering its Articles, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the Articles of the Association as so altered conform to the requirements of this Act.
 - (c) an alteration of the Articles of the Association does not take effect until Article 21.1 (b) is complied with.
 - (d) an alteration of the Articles of the Association having effect to change the name of the Association does not take effect until Articles 21.1 (a) to 21.1 (c) are complied with and the approval of the Commissioner is given to the change of name.
 - (e) an alteration of the Articles of the Association having effect to alter the objects or purposes of the Association does not take effect until Articles 21.1 (a) to 21.1 (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 21.2 In addition to Article 21.1 above, and if the Association is the holder of a liquor license as defined under Section 48 of the Liquor Control Act 1988, as soon as is practicable after the making of any proposal for a change to the Rules of the Association, the Secretary shall provide to the Director of Liquor Licensing certified particulars of the change proposed. No effect will be given to the change without the prior approval of the Director.
- 21.3 These Articles bind every member and the Association to the same extent as if every member and the Association had signed and sealed these Articles and agreed to be bound by all their provisions.

22. Common seal of Association

- 22.1 The Association must have a common seal on which its corporate name appears in legible characters.
- 22.2 The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book or the electronic storage file referred to in Article 18.
- 22.3 The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- 22.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.



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23. Inspection of records of the Association

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association by giving the Secretary a minimum of seven (7) days prior written notice of request.

24. Board of Trustees

24.1 The Club will appoint a Board of Trustees to protect the financial security of the Club.

24.2 The role of Board of Trustees will be to protect the long term financial security of the Club by:

- (a) Approving the annual budget prior to being implemented.
- (b) Receiving and investing surplus funds from the Club's activities.
- (c) Providing a vehicle for the receipt and management of "one-off" financial contributions such as bequests or special purpose donations.
- (d) Allocating funds to the Board and other members in special or unforeseen circumstances; and
- (e) Ensuring the Club premises and lease is maintained and protected at all times.

24.3 Members of Board of Trustees

- (a) The Board of Trustees will comprise five (5) members, plus the President acting in an ex-officio capacity. Trustees must have been members of the Club for a minimum of ten (10) years and previously served in an administrative capacity. They must have a strong knowledge of the Club's management and administration systems and preferably have a background in financial or business management.
- (b) Trustees are to be elected or appointed for two (2) year terms. To ensure continuity in operation and performance the terms will be rolling with the initial three (3) trustees appointed/elected for three (3) years and two (2) appointed/elected for two (2) years).
- (c) In the case of an even number of Trustees due for appointment, the members at the Annual General Meeting will thereafter elect one (1) Trustee and the Board will appoint one (1) Trustee.
- (d) In the case of an odd number of Trustees due for appointment, the members at the Annual General Meeting will there after elect one (1) Trustee and the Board will appoint two (2) Trustees.
- (e) The Board of Trustees will elect a Chairman who will be responsible for calling meetings and liaising with the President and Board of Management.
- (f) The Board of Trustees will meet quarterly or as deemed necessary by the Chairman.

24.4 For the initial election of the Board of Trustees under Article 24.3, the tenure for the Trustees elected at the Annual General Meeting will be one (1) Trustee for three (3) years and one (1) Trustee for two (2) years. For the initial appointment of Trustees by the Board of Management two (2) Trustees will be appointed for three (3) years and one (1) Trustee will be appointed for two (2) years.

25. Auditor

25.1 If so decided by the Board of Management or as resolved at a special general meeting, a qualified auditor will be engaged to review and report on the financial standing of the Association. The auditor will be given full and complete access to all the Association's financial records, books, bank account statements and receipts, or any other financial information that may be requested.

25.2 The auditor will provide a report to the Board on completion of their review which will be made available to any member upon request.



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26. Disputes and mediation

- 26.1 The grievance procedure set out in this Article applies to disputes under these Articles between:
- (a) a member and another member; or
 - (b) a member and the Association; or
 - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- 26.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 26.3 If the parties are unable to resolve the dispute at that meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- 26.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association.
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by Article 25.1 (c)) and the Association, a person who is a mediator appointed to, or employed with, a not-for-profit organisation.
- 26.5 A member of the Association can be a mediator.
- 26.6 The mediator cannot be a member who is a party to the dispute.
- 26.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 26.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard.
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 26.9 The mediator must not determine the dispute.
- 26.10 The mediation must be confidential and without prejudice.
- 26.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

27. Dissolution

- 27.1 The winding up or dissolution of the Association can only be made after the holding of a special general meeting called for the express purpose to resolve to wind up or dissolve the Association. A poll of members to wind up or dissolve the Association is to be taken at that meeting, and a three-quarter's majority of the members present must pass such resolution to wind up or dissolve the Association.
- 27.2 A notice to convene any such special general meeting shall clearly state that the dissolution of the Association is the sole topic of the meeting and that it is to be confirmed or not as the case may be. Such notice must provide a minimum of 21 days notice of the meeting from the date the notice is first posted.



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28. Distribution of surplus property on winding up of Association

- 28.1 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members or former members.
- 28.2 Any surplus property must be given or transferred to either RugbyWA for the advancement of the game of Rugby Union Football in the State of Western Australia as they see fit or to another Association incorporated under the Act in the State of Western Australia which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, as determined by a resolution of the members.