

# Rules of the Newcastle and Hunter Rugby Union Inc

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*Hewitts Commercial Lawyers*  
*Suite 116, 10-16 Kenrick Street*  
**THE JUNCTION NSW 2291**  
**DX 7912 NEWCASTLE**  
**PH: (02) 4962 3000**  
**FAX: (02) 4962 3188**

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**PART 1 PRELIMINARY**

**1 Definitions**

(1) In these rules:

Annual General Meeting means a meeting of the Union called in accordance with Rules 32, 33 and 35

Appeals Tribunal means the tribunal convened in accordance with Rule 31(1)(e)

ARU means the Australian Rugby Union

Board means the Board of Directors of the Union.

Body means any body, other than a Club that is admitted to membership of the Union under Rules 4(2), 5 and 10.

By-Laws means By-Laws of the Union

CRU means the Country Rugby Union

Club means any rugby club admitted to membership of the Union in accordance with Rules 4(1), 5 and 10

Director-General means the Director-General of the Department of Fair Trading.

Fixtures Committee means the committee convened in accordance with Rule 31(1)(c)

Gatekeeper means a person employed by the Union to attend the gates at grounds and collect monies for admissions to the ground from spectators on behalf of the Union.

General Manager means a person appointed to that position in accordance with Rule 26.

General Meeting means a meeting of the Union called in accordance with Rules 40 and 41

Judiciary Committee means the committee convened in accordance with Rule 31(1)(a)

Member means any individual, Body or Club admitted to membership of the Union in accordance with Rules 4, 5 and 10.

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NSWRU means the New South Wales Rugby Union

Non-Voting Member means a Member defined in Rule 13(1)

Office of the Union means the home of the General Manager or any such other place as is determined by the Union from time to time.

Office Bearers of a Club or Body means the President, Vice-President, Secretary and Treasurer of the Club or Body.

Officers of the Union means the persons holding the positions of President, Vice-President and Junior Vice President of the Union.

Ordinary Board Member means any person elected to the Board in accordance with Rule 34(1)(d), Rule 34(1)(e), Rule 34(2)(c), Rule 34(2)(d), Rule 34(3)(b) or Rule 34(3)(c), or any person appointed to that position in accordance with Rule 19(1)(d) or Rule 19(4)(a).

Penalty Unit means the amount as determined in accordance with Rule 54(8)

Publicity and Programme Committee means the committee convened in accordance with Rule 31(1)(d)

Regrade Committee means the committee convened in accordance with Rule 31(1)(f)

Rules means the Rules of the Newcastle and Hunter Rugby Union Inc.

Selection Committee means the committee convened in accordance with Rule 31(1)(b)

Special General Meeting means a meeting of the Union called in accordance with Rules 37 and 38.

The Act means the Associations Incorporation Act 1984 (NSW).

The Regulation means the Associations Incorporation Regulation 1999 (NSW).

Union means the Newcastle and Hunter Rugby Union Inc.

Voting Member means any Life Member, Club, Body, Ordinary Board Member and Officer of the Union

## **2 Interpretation**

- (1) In these rules:
  - (a) a reference to a function includes a reference to a power, authority and duty, and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (2) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **PART 2 OBJECTS**

### **3 Objects**

The objects of the Union are:

- (1) To foster, promote and control Rugby in its area.
- (2) To establish rules, regulations and directions to govern the Union's rugby competitions, and the conduct of players, officials, and members of clubs and bodies.
- (3) To subscribe to, become a member of, or affiliate with any other union, association or body whose objects are similar to this Union and abide by the terms governing any such affiliation.

## **PART 3 MEMBERSHIP**

### **4 Membership Qualifications**

- (1) A Club is qualified to be a Member of the Union but only if:
  - (a) the Club is a Body referred to in section 15 (1 ) (a), (b) or (c) of the Act and has not ceased to be a Member of the Union at any time after incorporation of the Union under the Act, and
  - (b) the Club is a Club that
    - (i) has applied for membership of the Union as provided by Rule 5, and

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- (ii) is formed within the area of the Union as defined from time to time by the Country Rugby Union, and
    - (iii) maintains a team or teams playing in the competition run by the Union
  - (c) the Union is satisfied that the individual members of the Club seeking membership agree and acknowledge to be bound by the Rules and By-Laws, and
  - (d) the Club has been approved for membership of the Union by the Board
- (2) Any other body is qualified to be a Member of the Union if, but only if:
- (a) the body has applied for membership of the Union as provided by Rule 5, and
  - (b) the Union is satisfied that the individual members of the body applying for membership agree and acknowledge to be bound by the Rules and By-Laws, and
  - (c) the body has been approved for membership of the Union by the Board.
- (3) A person is qualified to be a Member of the Union and is deemed to be a Member of the Union if:
- (a) the person is a natural person, and
  - (b) is a person upon whom life membership is conferred pursuant to Rule 11.
- (4) A person is qualified to be a Member of the Union and is deemed to be a Member of the Union if:
- (a) the person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a Member of the Union at any time after incorporation of the Union under the Act, or
  - (b) the person is:
    - (i) a natural person, and
    - (ii) a member of a Body or a Club that is a Member of the Union under Rules 4(1) or (2) and Rule 5.

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- (5) A person who is not a member of a Body or a Club that is a Member of the Union under Rules 4(1) or (2) and Rule 5, nor a Life Member of the Union is qualified to be a Member of the Union if, but only if:
- (a) the person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a Member of the Union at any time after incorporation of the Union under the Act, or
  - (b) the person is a natural person:
    - (i) who has applied for membership of the Union as provided by Rule 5, and
    - (ii) who has been approved for membership of the Union by the Board.
- (6) The following are automatically non-voting members of the Union whilst serving in the positions described:
- (a) Any member of the Judiciary Committee, and
  - (b) Any member of the Appeals Committee, and
  - (c) Any member of the Representative Coaching Staff, and
  - (d) Any Representative Team Manager.

## **5 Application for Membership**

- (1) An application of a Club, body or person for membership of the Union:
- (a) must be made in writing, and
  - (b) must be lodged with the General Manager of the Union.
- (2) As soon as practicable after receiving an application for membership, the General Manager must refer the application to the committee which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the General Manager must:
- (a) notify the applicant, in writing, that the committee approved or rejected the application (whichever is applicable), and
  - (b) if the committee approved the application, request the application to pay within the period of 28 days after receipt by the applicant of the notification) the sum payable under these rules by a Member as entrance fee and annual subscription.



- (4) The General Manager must, on payment by the applicant of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a Member of the Union.

## **6 Cessation of Membership**

- (1) A Club ceases to be a Member of the Union if the Club :-
- (a) Fails to maintain a team or teams playing in the competition run by the Union, or
  - (b) Fails to satisfy the Union that the individual Members of the Club seeking membership agree to be bound by the Rules and the By-Laws, or
  - (c) Resigns that membership, or
  - (d) Is expelled from the Union
- (2) A Body ceases to be a Member of the Union if the Body :-
- (a) Fails to satisfy the Union that the individual Members of the Body seeking membership agree and acknowledge to be bound by the Rules and the By-Laws, or
  - (b) Resigns the membership, or
  - (c) Is expelled from the Union
- (3) A person ceases to be a Member of the Union if the person:
- (a) dies, or
  - (b) resigns that membership, or
  - (c) is expelled from the Union, or
  - (d) if that Member is not a Member under Rule 4(5) and is a member of a Club or Body which ceases to be a Member under sub-clauses (1) and (2).

## **7 Membership entitlements not transferable**

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A right, privilege or obligation which a Member has by reason of being a Member of the Union:

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

## **8 Resignation of membership**

- (1) A Member of the Union is not entitled to resign that membership except in accordance with this rule.
- (2) A Member of the Union who has paid all amounts payable by the Member to the Union in respect of the Member's membership may resign from membership of the Union by first giving to the General Manager written notice of at least one month (or such other period as the Board may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- (3) If a Member of the Union ceases to be a Member under clause (2), and in every other case where a Member ceases to hold membership, the General Manager must make an appropriate entry in the register of members recording the date on which the Member ceased to be a Member.

## **9 Register of Members**

- (1) The General Manager must establish and maintain a Register of Members of the Union specifying the name and address of:
  - (a) each Office Bearer of each Club or Body which as a Member of the Union together with the date on which the Club or Body became a Member,
  - (b) each person who is a Life Member of the Union and the date on which the person became a Life Member, and
  - (c) each person who is a Member of the Union under Rule 4 (5),
- (2) The Register of Members must be kept at the office of the Union and must be open for inspection, free of charge, by a Member of the Union at any reasonable hour and upon reasonable notice.
- (3) Clubs and Bodies must inform the General Manager within 28 days of any changes in the name and/or address of any Office Bearer.

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- (4) Clubs and Bodies must inform the General Manager within 28 days of any changes in the name of the Club or Body.
- (5) Life Members, and Members under Rule 4 (5), must inform the General Manager within 28 days of any changes in their name or address.
- (6) The General Manager must make an appropriate entry in the Register of Members when any Member ceases to be a Member.

## 10 Fees and subscriptions

- (1) A Member must, on admission to membership of the Union, pay to the Union a fee of \$1 or, if some other amount is determined by the Union at an Annual General Meeting, that other amount.
- (2) In addition to any amount payable by the Member under clause (1), a Member of the Union must pay to the Union an annual membership fee of \$2 or, if some other amount is determined by the Union at an Annual General Meeting, that other amount:
  - (a) except as provided by paragraph (b), before 1 April in each calendar year, or
  - (b) if the Member becomes a Member on or after 1 April in any calendar year on becoming a Member and before 1 April in each succeeding calendar year.
- (3) The Board may exempt any Member from payment of the annual membership fee.
- (4) The Board, at its discretion, is to set the annual team registration fee.

## 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,
  - (b) the Board may thereafter confer on such person the title of Patron provided that the number of Patrons at any time must not exceed 1 in number.
  - (c) The appointment of the Patron must be for a term of 12 calendar months commencing on the date of the meeting upon which the position of Patron was conferred unless the Patron: -

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- (i) dies,
    - (ii) resigns by notice given in writing to the General Manager,
    - (iii) is removed in accordance with the provisions of Rule 22
  - (d) should the position of Patron become vacant because of sub clause (c) (i), (ii) or (iii), the Board may fill the vacancy with another Patron until the next Annual General Meeting.
- (2) The Patron is permitted to attend any Board Meeting, Annual General Meeting, General Meeting or Special General Meeting of the Union, address such meetings and join in discussion. The Patron is not permitted to vote.
  - (3) The existing Life Members of the Unincorporated Body must on the incorporation of the Union become Life Members of the Union and are entitled to have their names entered in the Register of Members.
  - (4) 3 months notice of nomination for Life Membership must be given in writing.
  - (5) Nomination for Life Membership must be approved by a Life Membership Review Committee which must be formed as and when the need arises.
  - (6) The Life Membership Review Committee must consist of 2 Ordinary Board Members, 2 Officers of the Union and 1 Life Member and must report to the Board.
  - (7) The number of Life Members must be limited to 12 and no election can be made unless there are less than 12.
  - (8) The Union may, subject to sub-section (7), at any Annual General Meeting by Special Resolution of Members present and voting may confer upon any nominated person, subject to his or her consent being had and obtained, the title of Life Member for meritorious service rendered to the Union or to the Unincorporated Body and upon such appointment his or her name must be entered in the Register of Members.
  - (9) All voting for Life Membership must be by ballot if more than the required number is standing.
  - (10) The Life Members of the Union must be provided with a Badge, which is to admit them free of charge to all matches controlled by the Union.

- (11) A Life Member is permitted to attend any Annual General Meeting, General Meeting or Special General Meeting of the Union and address such meetings, join in discussion and is entitled to vote.
- (12) The provisions of Rules 7, 8, 14, 15, 16 and 17 of this Part must apply to Life Members. A Life Member is not required to pay the amount payable under Rule 10.
- (13) A Life Member ceases to be a Life Member if the Life Member:
  - (a) dies,
  - (b) is expelled from the Union under Rule 22, or
  - (c) resigns.

## **12 Members' liabilities**

The liability of a Member of the Union, being a Member or Life Member, to contribute towards the payment of the debts and liabilities of the Union or the costs, charges and expenses of the winding up of the Union is limited to the amount, if any, unpaid by the Member in respect of membership of the Union as required by Rule 10.

## **13 Non-Voting Members**

- (1) A Non-Voting Member is a Member of the Union under Rule 4(4), Rule 4(5) or Rule 4(6).
- (2) A Non-Voting Member as defined in these Rules:
  - (a) Is bound by these Rules and the By-Laws hereunder,
  - (b) Is not entitled to speak at any Board Meeting, or any General Meeting, Annual General Meeting or Special General Meeting or any other meeting of the Union unless permission is first had and obtained from the Board,
  - (c) Is not entitled to vote at any Board Meeting, General Meeting, Annual General Meeting or Special General Meeting of the Union or any other Meeting of the Union,
  - (d) Is not entitled to receive Notice of any meeting of the Union provided that the Board may, in its absolute discretion, serve upon such Non-Voting Member, or such of them, as the Board thinks fit, a Notice of such meeting(s), and

- (e) Is not be entitled to inspect books of record and account and other documents of the Union, unless the Board, in its absolute discretion, deems it fit for such Non-Voting Member to do so and then only on such terms as the Board may, in its absolute discretion, require.

#### **14 Resolution of Internal Disputes**

- (1) Disputes between Members in their capacity as members of the Clubs, Bodies or the Union and between Members and the Union must be referred by the General Manager to a qualified or trained mediator appointed by the parties for the purposes of alternative dispute resolution.
- (2) If an agreement cannot be reached as to the appointment of a mediator, the dispute must be referred to a mediator appointed by the Union's Solicitor (or a solicitor nominated by the Union) for the purpose of alternative dispute resolution.
- (3) Costs of the alternative dispute resolution shall be borne equally by both parties, unless the mediator orders otherwise.
- (4) In the event that both parties in dispute do not wish to refer the matter to a qualified or trained mediator or the parties in the dispute are unable to resolve the dispute by mediation then the union will convene a disputes committee to hear and mediate the dispute.
- (5) Where the dispute is between a Member and the Union the disputes committee will be a panel comprising three independent persons being:
  - (a) a person appointed by the Member being a member of their Club or Body,
  - (b) a person appointed by the Union who is a Member of the Union, and
  - (c) a person agreed to by both the Union and the Member and in the event that such an agreement cannot be made, such a person must be the Union's Solicitor or a Solicitor appointed by the Union.
- (6) Where the dispute is between Members of the Union, the disputes committee will be a panel comprising three independent persons being:
  - (a) a person appointed by one party to the dispute being a member of their Club or Body,
  - (b) a person appointed by the other party to the dispute being a member of their Club or Body, and

- (c) a person agreed to by both parties and in the event that such an agreement cannot be made, such a person must be the Union's Solicitor or a Solicitor appointed by the Union.
- (7) The disputes committee must advise the parties to the dispute, in writing, of its decision within 30 days of hearing the dispute and that decision is final and binding upon the parties.

## 15 Disciplining of members

- (1) A complaint may be made to the committee by any person that a Member of the Union:
- (a) has refused or neglected to comply with a provision or provisions of the Rules, or
  - (b) has acted in a manner prejudicial to the interests of the Union.
- (2) Where the Board is of the opinion that a Member of the Union:
- (a) has refused or neglected to comply with a provision or provisions of the Rules, or
  - (b) has acted in a manner prejudicial to the interests of the Union,
- The Board may: -
- (c) expel the Member from the Union, or
  - (d) suspend the Member from membership of the Union for a specified period.
- (3) Where the Board decides under sub-section (2), the General Manager must as soon as practicable, cause a notice in writing to be served on the Member: -
- (a) setting out the resolution of the Board and the ground(s) on which the resolution was based,
  - (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice,
  - (c) stating the date, place and time of that meeting, and
  - (d) informing the Member of the right to the following:-

- (i) be represented at that meeting including that representative submitting written representations relating to the resolution, and
  - (ii) attend and speak at that meeting, and/or
  - (iii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (4) At the meeting of the Board as referred to in clause (3), the Board must:-
  - (a) give the Member to opportunity to make oral representations,
  - (b) give due consideration to any written representations submitted to the Board by the Member at or prior to the meeting, and
  - (c) by resolution determine whether to confirm or revoke the resolution made under clause (1).
- (5) Where the Board confirms a resolution under clause (4), the General Manager must, within 7 days after that confirmation, by notice in writing, inform the Member of the fact and of the Member's right to appeal under Rule 16.
- (6) A resolution confirmed by the Board under clause (4) does not take effect:-
  - (a) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period, or
  - (b) where within that period the Member exercises the right of appeal, unless and until the Board confirms the resolution pursuant to Rule 16 (4).

## **16 Right of Appeal of a Disciplined Member**

- (1) A Member may request a Special General Meeting for the purpose of making an appeal against a resolution of the Board made under Rule 15. Such a request must be made, by lodging a written request to that effect with the General Manager, within 7 days after the notice of the resolution is served upon the Member.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.



- (3) On receipt of a notice from a Member under clause (1), the General Manager must notify the Board, which is to convene a Special General Meeting of the Union to be held at least 21 days after the date on which the General Manager sends the notice of the Special General Meeting.
- (4) At a Special General Meeting of the Union convened under clause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the Special General Meeting the Union passes a resolution in favour of the confirmation of the resolution, the resolution is confirmed.

#### **17 Prejudicial Conduct and the like**

Any Member, Life Member, Officer of the Union or Ordinary Board Member infringing any Rule or By-Law of the Union or Laws of the Game, or guilty of conduct which the General Manager in his absolute discretion considers to be prejudicial to the game of Rugby Union may be referred to the Judiciary Committee to be dealt with in accordance with these Rules and By-Laws.

### **PART 4 BOARD OF DIRECTORS**

#### **18 Power, etc., of Board of Directors**

The committee as is referred to in the Act will be called the Board of Directors of the Union and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Union in General Meeting, Annual General Meeting and Special General Meeting. The Board;

- (1) may create by-laws for the proper management of the affairs of the Union ("By-Laws")
- (2) must control and manage the affairs of the Union in accordance with the powers conferred by these Rules and any By-Laws created thereunder,

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- (3) may exercise all such functions as may be exercised by the Union, other than those functions that are required by these rules to be exercised by a General Meeting, Annual General Meeting or Special General Meeting of Members of the Union,
- (4) has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Union,
- (5) has powers to make rules for its procedure, which shall be valid until revoked,
- (6) has the power to admit or exclude strangers at its meetings, and
- (7) has the power to add to, delete and amend any By-Laws, after consultation with Members who may be affected by the proposed creation of, addition to or deletion of any By-Law of the Union. Where a By-Law is inconsistent with a Rule or Rules, the Rule is or the Rules are to take precedence to the extent of the inconsistency.

## **19 Constitution and membership**

- (1) The Board is to consist of:
  - (a) the Officers of the Union,
  - (b) 6 Board Members, and
  - (c) a representative appointed by the Newcastle Rugby Union Referees Association from the committee of that Association,
- (2) The Officers of the Union are to be:
  - (a) the President,
  - (b) the Vice-President, and
  - (c) the Junior Vice President.
- (3)
  - (a) Each member of the Board is, subject to these rules, to hold office until the conclusion of the Annual General Meeting 2 years after the date of the election of the member to the Board, but is eligible for re-election.
  - (b) the representative appointed as an Ordinary Board Member by the Newcastle Rugby Union Referees Association will hold his positions until the next annual general meeting of the Newcastle Rugby Union Referees Association.

- (4) (a) In the event of a casual vacancy occurring in the membership of the Board as appointed under sub-clause (1) (a) or (1) (b) the Board may appoint a person to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- (b) In the event that the casual vacancy occurred in the first year of the two year tenure for the position, an election shall be held at the Annual General Meeting referred to in subclause (4) (a) to elect a Member to fill that vacancy. The tenure for this position shall be one year.
- (c) In the event of a casual vacancy occurring in relation to the representative position appointed under sub-clause (1) (c) the vacancy can be filled after discussion between the committee of the respective body and the Board. A person so appointed is to hold office until the next annual general meeting of the respective body.

## **20 Election of officers and Board**

- (1) Nominations of candidates for election as Officers of the Union and Ordinary Board Members:
  - (a) must be made in writing, signed by the Proposer,
  - (b) must be lodged with the Union office at least 25 days before the time fixed for the Annual General Meeting.
- (2) The Proposer must be the Secretary (by whichever title such position is known) of a Club or Body, a Life Member or a current Ordinary Board Member or Office Bearer.
- (3) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

- (7) The ballot for the election of Officers of the Union and Ordinary Board Members is to be conducted at the Annual General Meeting.
- (8) The method of deciding the ballot must be by a count of the largest number in favour of any candidates, and in no case will a system of preferential voting be considered in determining the results of such ballot.
- (9) The newly elected Officers of the Union and Ordinary Board Members must take office immediately upon closure of the meeting at which they are elected.

## **21 Casual vacancies**

For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member:

- (1) dies, or
- (2) ceases to be a Member of the Union, or
- (3) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (4) resigns office by notice in writing given to the General Manager, or
- (5) is removed from office under Rule 22, or
- (6) becomes a mentally incapacitated person, or
- (7) is absent without the consent of the Board from all meetings of the Board held during a period of 6 meetings.

## **22 Removal of Ordinary Board Member, Officer of the Union, Patron, Life Member, Member of the Judiciary Committee or Selection Committee or any other Committee or Sub-Committee**

- (1) The Union in Special General Meeting convened for the purpose may by resolution remove any Ordinary Board Member, Officer of the Union, Patron, Life Member, member of the Judiciary Committee or Selection Committee or any other Committee or Sub-Committee from that office before the expiration of the position holder's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the person so removed.
- (2) If person to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the President or Vice-President and requests that the representations be notified to the

Members of the Union, the President or the Vice-President must as soon as possible and not less than 7 days prior to the holding of the Special General Meeting send a copy of the representations to each Voting Member of the Union.

**23 President**

- (1) The President must preside at all meetings of the Board and at all meetings at which his attendance may be required, and he must see that the business is conducted in a proper manner.
- (2) The President may, at his discretion, direct the Board to call a Special General Meeting.
- (3) In all matters, he has a deliberative vote and in the case of an equality of votes, he may give a casting vote.

**24 Vice-President**

- (1) The Vice-President must assist the President in every manner possible.
- (2) In the absence of the President from any meeting, the Vice-President must preside and conduct, and in so doing, he has a deliberative vote and in the case of an equality of votes, he may give a casting vote.

**25 General Manager**

- (1) The General Manager shall attend all meetings of the Board and he must keep a correct account of all monies belonging to the Union, which must be paid into a bank, or Financial Institution, as approved by the Union.
- (2) The General Manager shall balance his books prior to the Annual Audit or whenever required to do so by the Board of Directors.
- (3) The General Manager 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.
- (4) Any two conjointly of the President, Vice-President, and General Manager are authorised to sign cheques. The General Manager shall take receipts of all payments made to them.
- (5) The Board shall determine the amount to which the persons mentioned in sub-clause (4) herein can authorise cheques.

**26 General Manager Appointment of**

- (1) The Board may employ on behalf of the Union a General Manager with such employment to be on such terms and conditions and for remuneration as the Board in its absolute discretion will determine.
- (2) The General Manager's position is to be filled from applications received in writing within 14 days of the position having been advertised both within the Union and the daily press circulated within the area of the Union, and such other mediums as the Board may determine.
- (3) In the event that the General Manager's position is not filled, either:
  - (a) the Board shall exercise the duties and functions of the General Manager, or

- (b) the Board shall delegate the duties and functions of the General Manager to any Ordinary Board Member or Officer of the Union.

## **27 General Manager Duties of**

- (1) The General Manager shall attend all meetings of the Board at which he shall submit a written report of:
  - (a) any Judiciary Committee hearings,
  - (b) any Appeals Committee hearings, and
  - (c) the management of the Union,since the last meeting of the Board.
- (2) The General Manager shall receive all correspondence and answer such questions as may be asked in accordance with the Rules.
- (3) The General Manager shall keep a complete register of all Clubs and Bodies and their Office Bearers
- (4) The General Manager shall perform all duties and services as the Board may direct from time to time.
- (5) The General Manager may have appointed by the Board the following:
  - (a) A Registrar whose duties will include:
    - (i) recording Registrations and Clearances,
    - (ii) keeping accurate and up-to-date statistics for the Union,
    - (iii) reporting to the General Manager weekly during the playing season as to matters within the General Manager's control including all breaches of the Rules and By-Laws of the Union, and
    - (iv) any other such task as the General Manager may require from time to time.
  - (b) Such other support staff as may be required.

## **28 Board Meetings Notice and Quorum for**

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

## **29 Delegation by Board to sub-committee**

- (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, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite 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) Despite anything to the contrary contained in these Rules, any person feeling aggrieved by any decision of any sub-committee of the Union may appeal in writing to the General Manager requesting that the matter be referred to the Board.
- (9) Such an appeal in clause (8) must state:
  - (a) the name and address of the applicant,
  - (b) the name of the sub-committee having heard and determined the matter,
  - (c) the date on which the matter was heard and determined,
  - (d) the finding of the sub-committee, and
  - (e) the grounds upon which the person feels aggrieved by the decision.
- (10) An appeal must be:
  - (a) lodged within 7 days from the date of the decision or receipt of the report by the Board, whichever last occurred in writing, with the General Manager, and
  - (b) accompanied by a deposit of \$100. This amount must only be refunded in the case of the appeal being upheld or the sentence reduced.

- (11) All evidence in relation to the appeal must be made available by that sub-committee. A member of that sub-committee must be invited to attend the hearing of the appeal.
- (12) The Board's decision is final and to that extent the provisions of Rule 16 do not apply.

### **30 Voting and decisions**

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding shall exercise a second or casting vote.
- (3) Subject to Rule 28 (5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

### **31 Committees and Honorary Officers to be appointed by the Board**

- (1) The Board shall at its first meeting following the Annual General Meeting appoint the following committees:
  - (a) Judiciary Committee,
  - (b) Selection Committee,
  - (c) Fixtures Committee,
  - (d) Publicity and Programme Committee,
  - (e) Appeals Tribunal, and
  - (f) Regrade Committee
- (2) The Board shall at its first meeting following the Annual General Meeting appoint the following Honorary Officers of the Union:

- (a) Honorary Medical Officers, and
  - (b) Honorary Solicitor.
- (3) The Board shall, upon completion of the then current representative season, appoint the Coaches and Managers for the Union's Representative Teams for the following season.
- (4) The Board shall decide the membership, and unless otherwise specified in these rules function of such committees appointed in clause (1).

**PART 5      GENERAL MEETINGS, ANNUAL GENERAL MEETINGS  
AND SPECIAL GENERAL MEETINGS**

**32      Annual General Meetings - holding of**

- (1) The Union must, at least once in each calendar year, convene an Annual General Meeting of its members.
- (2) The Annual General Meeting must not be held later than the third week in December.

**33      Annual General Meetings - calling of and business at**

- (1) The Annual General Meeting of the Union is, subject to the Act and to Rule 32, to be convened on such date and at such place and time as the Board thinks fit.
- (2) Notice of an Annual General Meeting is to be completed pursuant to Rule 35.
- (3) The ordinary business to be transacted at an Annual General Meeting is:
  - (a) Apologies,
  - (b) To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting and/or General Meeting held since that last meeting,
  - (c) To consider the Annual Report, Profit and Loss Statement and Balance Sheet, duly audited,
  - (d) The elections pursuant to Rule 34.
  - (e) To appoint an Honorary Auditor for the ensuing year,

- (f) To determine the membership joining fee and annual membership fee as per Rule 10 (1) and (2),
- (g) To determine the nature and value of any Honorariums, and
- (h) Any general business.

### **34 Elections at the Annual General Meeting**

- (1) At the Annual General Meeting ("AGM") in the year 2004:
  - (a) The President is to be elected for a tenure of two years,
  - (b) The Vice President is to be elected for a tenure of one year,
  - (c) The Junior Vice President is to be elected for a tenure of one year,
  - (d) Subject to Rule 34 (1) (e), (f) and (g) 6 Board Members are to be elected ,
  - (e) The term of office for the three Board Members that receive the most votes at this election, ends at the end of the AGM for the year 2006.
  - (f) The term of office for the remaining Board Members ends at the end of the AGM for the year 2005. Such Board Members are eligible for re-election at the AGM for the 2005 year.
  - (g) In the event that there are only six nominations for the positions of Board Member at the AGM for the year 2004, then lots shall be drawn from a hat and the first three nominees' names drawn from such hat shall be deemed to be the Board Members elected with the most number of votes at the AGM for the year 2004.

- (2) At every Annual General Meeting in an odd year after the year 2004:

- (a) The Vice President is to be elected for a tenure of two years,
- (b) The Junior Vice President is to be elected for a tenure of two years, and
- (c) 3 Board Members are to be elected for a tenure of two years.
- (d) If required by Rule 19(4)(b), an election to fill that position for a tenure of 1 year.

- (3) At every Annual General Meeting in an even year after the year 2004:
  - (a) The President is to be elected for a tenure of two years, and
  - (b) 3 Board Members are to be elected for a tenure of two years
  - (c) If required by Rule 19(4)(b), an election to fill that position for a tenure of 1 year.

### **35 Annual General Meeting - notice of**

- (1) The General Manager shall at least 42 days before the date fixed for the Annual General Meeting cause to be sent by to each Voting Member by email, facsimile transmission or pre-paid post to the Member's address appearing in the Register of Members, email or facsimile transmission a notice specifying the place, date and time of the meeting and a call for any general business under Rule 33 (3) (i) to be discussed at the meeting.
- (2) A Member desiring to bring any business before the Annual General Meeting must give notice in writing of that business to the General Manager.
- (3) All general business to be discussed at the Annual General Meeting must be received by the General Manager at least 25 days before the date fixed for the Annual General Meeting.
- (4) The General Manager must at least 21 days before the date fixed for the Annual General Meeting cause to be sent to each Voting Member by email, facsimile transmission or pre-paid post to the Member's address appearing in the Register of Members a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting in accordance with Rule 33 (3) and the order of the transaction of that business. It must also list the nominees for all elected positions which are to be filled at the meeting.
- (5) No business other than that specified in the notice convening an Annual General Meeting is to be transacted at that meeting.

### **36 Annual General Meeting - voting rights for**

- (1) Voting rights at an Annual General Meeting are:
  - (a) Officers of the Union            I vote each

- (b) Ordinary Board Members 1 vote each
  - (c) Life Members 1 vote each
  - (d) Clubs 1 vote per financial team
  - (e) Bodies 2 votes each
- (2) All votes must be given personally and there is no voting by proxy.
- (3) In the case of an equality of votes at an Annual General Meeting, the Chairperson of the meeting shall exercise a second and casting vote.
- (4) The right of a Member to vote at an Annual General Meeting cannot be exercised unless all money due and payable by the Member to the Union including but not limited to moneys due under Rule 63 or in respect of insurance coverage required by the ARU has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- (5) A financial team is a team that:
- (a) is actively participating in any competition under the control of the Union at the time of the meeting, or
  - (b) actively participated for the duration of the competition under the control of the Union in the season immediately preceding the last Annual General Meeting, and
  - (c) has fulfilled its obligations for insurance as required by the ARU.
- (6) (a) In any election required at the Annual General Meeting, voting must be by ballot paper. Any ballot paper which contains more or less than the required number of names crossed out or marked must be declared informal by the scrutineers.
- (b) Scrutineers must be selected at the Annual General Meeting from those present and preferably from persons having no voting rights at the meeting.
- (c) All ballot papers must be destroyed at the end of the meeting.
- (7) For voting by Clubs and Bodies at Annual General Meetings:
- (a) All votes allocated to that Club or Body under subrule (1) shall be cast by one representative of the Club only.

- (b) All votes allocated to that Club or Body under subrule (1) must all be for the motion or all be against the motion. No combination is allowed.

### **37 Special General Meetings - calling of**

- (1) The General Manager must convene a Special General Meeting of the Union:
  - (a) at the direction of the Board, or
  - (b) on the requisition in writing of not less than 20% of the total number of members, which:
    - (i) must state the purpose or purposes of the Special General Meeting,
    - (ii) must be signed by the members making the requisitions,
    - (iii) must be lodged with the General Manager, and
    - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (2) Notice of a Special General Meeting must be given pursuant to Rule 38.
- (3) If the General Manager fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the General Manager, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (4) A Special General Meeting convened by a Member or Members as referred to in clause (2) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the General Manager.

### **38 Special General Meeting - notice of**

- (1) The General Manager must at least 21 days before the date fixed for the holding of the Special General Meeting cause to be sent to each Voting Member by email, facsimile transmission or pre-paid post to the Member's address appearing in the Register of Members, a notice specifying the place, date and time of the Special General Meeting and

the nature of the business proposed to be transacted at that meeting and the order of transaction of that business.

- (2) No business other than that specified in the notice convening a Special General Meeting is to be transacted at that meeting.

### **39 Special General Meeting - voting rights for**

- (1) Voting rights at a Special General Meeting are:
- (a) Officers of the Union            1 vote each
  - (b) Ordinary Board Members       1 vote each
  - (c) Life Members                    1 vote each
  - (d) Clubs                                1 vote per financial team
  - (e) Bodies                                2 votes each
- (2) All votes must be given personally and there is no voting by proxy.
- (3) In the case of an equality of votes at a Special General Meeting the Chairperson of the meeting shall exercise a second and casting vote.
- (4) The right of a Member to vote at a Special General Meeting cannot be exercised unless all money due and payable by the Member to the Union or in respect of insurance coverage required by the ARU has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- (5) A financial team is a team that:
- (a) is actively participating in any competition under the control of the Union at the time of the meeting, and
  - (b) actively participated for the duration of the competition under the control of the Union in the season immediately preceding the last Annual General Meeting, and
  - (c) has fulfilled its obligations for insurance as required by the ARU.
- (6) For voting by Clubs and Bodies at Annual General Meetings and Special General Meetings:
- (a) All votes allocated to that Club or Body under subrules (1) shall be cast by one representative of the Club or Body only.



- (b) All votes allocated to that Club or Body under subrule (1) must all be for the motion or all be against the motion. No combination is allowed.

#### **40 General Meetings - calling of**

- (1) The General Manager may, whenever he thinks fit, convene a General Meeting of the Union, provided he calls at least three meetings each year which shall be held in March May and August and such other times as the Board decides.
- (2) Notice of a General Meeting must be made pursuant to Rule 41.
- (3) Clubs must be represented by the President of that Club, or in the President's absence, a member of the Executive of the Club.
- (4) Attendance at the General Meeting is compulsory for Clubs. Failure to attend will result in a fine of 4 penalty units.

#### **41 General Meetings notice of**

- (1) The General Manager must at least 28 days before the date fixed the holding of the General Meeting cause to be sent to each Voting Member by email, facsimile transmission or pre-paid post to the Member's address appearing in the Register of Members, a notice specifying the place, date and time of the General Meeting and a call for any business to be discussed at that meeting.
- (2) A Member desiring to bring any business before the General Meeting must give notice in writing of that business to the General Manager.
- (3) All general business to be discussed at the General Meeting must be received by the General Manager at least 15 days before the date fixed for the Annual General Meeting.
- (4) The General Manager must at least 14 days before the date fixed for the holding of then General Meeting cause to be sent to each Voting Member by email, facsimile transmission or pre-paid post to the Member's address appearing in the Register of Members, a notice specifying the place, date and time of the General Meeting and the nature of the business proposed to be transacted at that meeting and the order of transaction of that business.
- (5) No business other than that specified in the notice convening a General Meeting is to be transacted at that meeting.

**42 General Meeting - voting rights for**

- (1) Voting rights at a General Meeting are:
  - (a) Officers of the Union 1 vote each
  - (b) Ordinary Board Members 1 vote each
  - (c) Life Members 1 vote each
  - (d) Clubs 1 vote each
  - (e) Bodies 1 vote each
- (2) All votes must be given personally and there is no voting by proxy.
- (3) In the case of an equality of votes at a General Meeting, the Chairperson of the meeting shall exercise a second and casting vote.
- (4) The right of a Member to vote at a General Meeting cannot be exercised unless all money due and payable by the Member to the Union or in respect of insurance coverage required by the ARU has been paid, other than the amount of the annual subscription payable in respect of the then current year.

**43 Procedure**

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

given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3 and being members entitled to vote at that type of meeting) is to constitute a quorum.

#### **44 Procedure for Motions at Annual General Meetings, Special General Meetings and General Meetings**

- (1) (a) The mover of the motion or a person nominated to speak on his behalf must be present at the start of the debate.
- (b) The mover or his nominee will be the first speaker.
- (c) The motion must be seconded by someone other than the mover or his nominee.
- (d) The seconder will be the second speaker.
- (e) The third speaker must speak against the motion.
- (f) All those entitled and wishing to speak will speak in turn until all persons entitled to speak have done so.
- (g) The mover or his nominee shall have the right of reply once all persons entitled to speak have done so.
- (2) In the case that neither the mover nor his nominee are present, the motion will lapse.
- (3) After those entitled to speak under clause (1) (g) have spoken, the debate will cease and the motion will be put to a vote.

#### **45 Presiding member**

- (1) The President or, in the President's absence, the Vice-President, is to preside as Chairperson at each Annual General Meeting, Special General Meeting and General Meeting of the Union.
- (2) If the President and the Vice-President are absent or unwilling to act, the Members present that are entitled to vote must elect one of their number to preside as Chairperson at the meeting.

#### **46 Adjournment**

- (1) The Chairperson of an Annual General Meeting, Special General Meeting or General Meeting at which a quorum is present may, with the consent of the majority of Members present (being Members entitled to vote at that meeting) at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If an Annual General Meeting, Special General Meeting or General Meeting is adjourned for 14 days or more, the General Manager must give written or oral notice of the adjourned meeting to each Member of the Union stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of an Annual General Meeting, Special General Meeting or General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

#### **47 Making of decisions**

- (1) A motion arising at an Annual General Meeting, Special General Meeting or General Meeting of the Union is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Union, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that motion.
- (2) At an Annual General Meeting, Special General Meeting or General Meeting of the association, a poll may be demanded by the Chairperson or by at least 3 voting Members present in person at the meeting.
- (3) If a poll is demanded at an Annual General Meeting, Special General Meeting or General Meeting, the poll must be taken:
  - (a) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment, or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs, and the result of the poll on the matter is taken to be the resolution of the Union on that matter.

**48 Special Resolution**

- (1) A resolution of the Union is a Special Resolution:
  - (a) if it is passed by a majority which comprises at least three-quarters of the votes of such Members of the Union present, as being entitled under these Rules so to do, vote in person at an Annual General Meeting or Special General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with these rules, or
  - (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.
- (2) Not less than 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, unless a majority of Members having the right to attend and vote and representing at least 95% of those entitled to vote agree that the resolution be proposed and passed as a Special Resolution at a meeting of which less than 21 days notice has been given.
- (3) 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 rules.
  - (c) An amalgamation with another incorporated association.
  - (d) To voluntarily wind up the Union and distribute its property.
  - (e) To apply for registration as a company or a co-operative.
  - (f) To rescind a previous resolution or ruling, pursuant to Rule 49

**49 Rescission of a Previous Resolution or Ruling**

Any resolution passed at any Annual General Meeting, Special General Meeting or General Meeting, or any ruling by the Chairman accepted by a majority of voting members at any Annual General Meeting, Special General Meeting or General Meeting must not be rescinded or varied or except by a Special Resolution under Rule 48.

**PART 6 FUNDS****50 Source**

- (1) The Funds of the Union will be derived from entrance fees and annual subscriptions of members, donations and subject to any resolution passed by the Board such other sources as the Board determines.
- (2) All money received by the Union must 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 must, as soon as practicable after receiving any money, issue an appropriate receipt.

**51 Monies Collected from Spectators**

- (1) All monies collected by gatekeepers employed by the Union is the property of the Union.
- (2) The amount to be paid to the Union by a Club for its home games shall be determined by the Board.

**52 Monies Collected for Referees Association**

- (1) Each team will be liable to pay an amount per match where a Referee appointed by the Newcastle Rugby Union Referees Association referees a competition match.
- (2) The monies must be paid directly to the Newcastle Rugby Union Referees Association, or collected by the Union on behalf of the Newcastle Rugby Union Referees Association, in such a manner as determined by the Board from time to time.

**53 Punishment for non-payment of fees and dues**

- (1) All monies required to be paid by a Member to the Union must be paid within 28 days of the General Manager notifying the offending Member of the amount due. If these funds are not received within that time, then that Member should be deemed to be unfinancial. A Club is also deemed to be unfinancial if it has failed to meet insurance obligations imposed by the ARU. If a Club is unfinancial, it must not be allowed to participate in any fixtures under the control of the Union, including trial games and competition games. An unfinancial Member

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must also not be permitted to vote at any General Meeting of the Union.

- (2) The non-payment of monies within the due time will result in a fine of 2 Penalty Units or ten percent of the outstanding monies; whichever is the greater, per month until the monies are paid.
- (3) Notice sent by pre-paid Australia Post or by electronic mail to the offending Member from the General Manager is deemed satisfactory notice.
- (4) The Board has the right to exempt any Member from this ruling or defer the payment of any moneys payable in pursuance of this clause for such times as the Board may deem fit.

#### 54 Management

- (1) Subject to any resolution passed by the Board the funds of the Union must 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 must be held in the name of the Union by the President, Vice President, and Junior Vice President and paid to the credit of the Union into such financial institutions as the Board will from time-to-time direct, and all monies paid by or on behalf of the Union must be paid by cheque drawn against the funds of the Union on such financial institutions and must be signed conjointly by any two (2) of the President, Vice President, General Manager and Junior Vice President.
- (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 the President, Vice President and Junior Vice President.
- (4) The Board may at any time, and from time-to-time, create for any special purpose and may subscribe the means by which such funds must 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 must be used or applied.
- (5) The Financial Year of the Union ends on the thirtieth (30th) day of September in each and every year, and a Statement of Income and Expenditure and a Balance Sheet must be made up to that date in each year and such accounts duly reported on by the Auditor(s) must be laid before the members of the Union at its next Annual General Meeting.

- (6) Registered Auditor(s), who must not be Officers of the Union, must be appointed annually at the Annual General Meeting of the Union.
- (7) The assets and income of the Union must be applied solely in furtherance of the above mentioned objectives and no portion can be distributed directly or indirectly to the members of the organisation except as "bona fide" compensation for services and /or reimbursement of out of pocket expenses incurred in carrying out fiduciary duties or voluntary services on behalf of the Union.
- (8) The Board must determine at the first Board Meeting following the Annual General Meeting each year, the value of a Penalty Unit.

## **55 Challenge to Right to Vote**

The rights of delegates or representatives of Members to vote at any General Meeting, Annual General Meeting or Special General Meeting of the Union may be challenged on ground that the Member concerned has not paid its Annual Subscription or other monies due and payable under these Rules or the By-Laws of the Union (unless exempted by the Board from payment thereof or unless payment thereof is deferred by the Board) and their vote must be disallowed if the Chairman is satisfied that the Member concerned is in default. A Member is to be deemed to be in default if its subscription or other monies due remain unpaid 28 days after same becomes due. The due date for payment is the date as shown on any statement or account presented to the Member.

## **PART 7 MISCELLANEOUS**

### **56 Insurance**

- (1) The Union must effect and maintain insurance pursuant to Section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the Union may effect and maintain other insurance.

### **57 Newcastle Representative Playing Uniforms**

The Newcastle colours are cinnamon, green and white or red, blue and white as the Board determines.

### **58 Common Seal**



- (1) The common seal of the Union must be kept in the custody of the General Manager.
- (2) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of 2 members of the Board or of 1 member of the Board and of the Public Officer or General Manager.

#### **59 Custody of Books, etc**

Except as otherwise provided by these Rules, the General Manager must keep in his custody or under his or her control all records, books and other documents relating to the Union.

#### **60 Inspection of Books, etc**

The records, books and other documents of the Union must be open to inspection, free of charge, by a Member of the Union at any reasonable hour.

#### **61 Service of Notices**

- (1) For the purpose of these Rules, unless otherwise stated 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 is, unless the contrary is proved, 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)
  - (i) Where a document is sent to a person by electronic transmission, the document is, unless the contrary is proven, 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 so long as the transmission takes place between 9:00am and 5:00pm on any business day.
  - (ii) Where the electronic transmission takes place between 12:00am and 9:00am on any business day, the document is, unless the contrary is proven, deemed for the purpose of these Rules to have been served on the person at 9:00am on that business day.
  - (iii) Where the electronic transmission takes place between 5:00pm

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and 12:00am on any business day, the document is, unless the contrary is proven, deemed for the purpose of these Rules to have been served on the person at 9:00am on the following business day.

- (iv) Where the electronic transmission takes place on a day that is not a business day, the document is, unless the contrary is proven, deemed for the purpose of these Rules to have been served on the person at 9:00am on the following business day.

## **62 Dissolution of the Union**

The Union is deemed to have been dissolved if and when a special resolution in favour of the dissolution is carried at a Special General Meeting specifically called for that purpose.

## **63 Surplus Property**

- (1) Any incorporated Association nominated to receive the surplus property in the event of the winding up or cancellation of the Union must be one which fulfils the requirements specified in Section 53(2) (a) (c) of the Act,
- (2) In the event that the Association nominated in pursuance of subparagraph (a) 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 must, 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.

## **64 Public Officer**

- (1) The Board shall ensure that a person is appointed as Public Officer.
- (2) The committee may, at any time, remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- (3) The Public Officer must be deemed to have vacated his position in the following circumstances:
  - (a) Death
  - (b) Resignation

- (c) Removal by the Committee or at a General Meeting
  - (d) Bankruptcy or financial insolvency
  - (e) Mental illness
  - (f) Residency outside New South Wales
- (4) If a vacancy occurs in the position of Public Officer, the Board must, within 14 days, notify the Corporate Affairs Commission by the prescribed form and appoint a new Public Officer.
- (5) The Public Officer is required to notify the Corporate Affairs Commission by the prescribed form in the following circumstances:
- (a) a change of residential address (within 14 days)
  - (b) change in the Union's objects or rules (within 1 month)
  - (c) change in the membership of the Board (within 14 days)
  - (d) the Union's financial affairs (within 1 month after the Annual General Meeting)
  - (e) change in the Union's name (within 1 month)
- (6) The Public Officer may be an Officer of the Union, Board Member, or any other person regarded by the Board as suitable for the position.

## **65 Conflicts of Interest**

To avoid any actual or perceived conflicts of interest:

- (a) Members of the Board must not occupy any official position with any Clubs or Bodies (except as required under Rule 19(1)(c)) nor are such persons eligible for appointment to the Judiciary Committee, Selection Committee or as Coaches of the Union's senior representative team. This Rule (including the following paragraph) does not apply to coaching positions for Second Division representative Teams or the age based teams.