



# Rules



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# 1 GENERAL

## 1.1 Name and Colours

1.1.1 The name of the Club shall be "Queensland XXXX Goldies Rugby Club Incorporated".

1.1.2 The colours of the Club shall be gold, black and red.

1.1.3 The Club's playing uniforms shall:

1.1.3.1 be any combination of the Club's colours; and

1.1.3.2 otherwise reflect the current branding and logos of the Club's major sponsor.

## 1.2 Interpretation

1.2.1 In these Rules:

**The Act** means the Associations Incorporation Act 1981 (as amended).

**The Association or the Club** means Queensland XXXX Goldies Rugby Club Incorporated.

**The Chief Executive** has the same meaning as in the Act.

**The Committee** means the Management Committee of the Club.

**Due Date** means the date for payment of a member's Membership Fee, in accordance with Rule 2.3.2.

**Election General Meeting** means an election general meeting of the Club convened pursuant to Parts 5.3 and 5.4 of these Rules.

**Financial**, in respect of a Member, means having paid all due Membership Fees.

**Membership Fee** means the annual membership fee payable by members in accordance with parts 2.2 and 2.3 of these Rules.

**Rules** means these rules.

1.2.2 A word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 1.3 Objects

1.3.1 The objects of the Club are:



- 1.3.1.1 to promote and encourage the game of Rugby Union Football;
- 1.3.1.2 to promote and encourage the participation of players in Veterans, Golden Oldies and similar formats of Rugby Union Football, including by organising and participating in inter-Club, interstate and overseas matches and tours;
- 1.3.1.3 to facilitate and procure the insurance of the Club's members whilst they are engaged in Club activities, games or business; and
- 1.3.1.4 to provide assistance to members, ex-members and their families, in cases of need.

#### **1.4 Powers**

- 1.4.1 The Club has the powers of an individual.
- 1.4.2 The Club may, for example:
  - 1.4.2.1 enter into contracts;
  - 1.4.2.2 acquire, hold, deal with and dispose of property;
  - 1.4.2.3 make charges for services and facilities it supplies; and
  - 1.4.2.4 do other things necessary or convenient to be done in carrying out its affairs.
- 1.4.3 The Club may also issue secured and unsecured notes, debentures and debenture stock for the Club.

#### **1.5 Patron**

- 1.5.1 The Club may, by ordinary resolution at a general meeting, elect a Patron of the Club.
- 1.5.2 The Patron need not be a member of the Club.
- 1.5.3 A Patron elected pursuant to Rule 1.5.1 shall hold office until:
  - 1.5.3.1 the Patron resigns office, by written notice to the Secretary; or
  - 1.5.3.2 the Club, by ordinary resolution at a general meeting removes or replaces the Patron.
- 1.5.4 The Patron:
  - 1.5.4.1 shall be entitled to notice of all general meetings;
  - 1.5.4.2 shall be entitled to attend and speak at general meetings;



1.5.4.3 shall not solely by virtue of holding office as Patron be entitled to vote at general meetings; and

1.5.4.4 shall be entitled to vote at general meetings only if the Patron is also a member of the Club and otherwise eligible to vote pursuant to these Rules.

## **1.6 Alteration of Rules**

1.6.1 Subject to the Act, these Rules may be amended, repealed or added to by a special resolution carried at a general meeting.

1.6.2 However an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

## **1.7 By-Laws**

1.7.1 The Committee may make, amend or repeal By-Laws, not inconsistent with these Rules, for the internal management of the Club.

1.7.2 Any By-Law may be set aside by a simple majority vote of members at a general meeting of the Club.



## **2 MEMBERSHIP**

### **2.1 Classes of membership:**

2.1.1 The membership of the Club shall consist of the following classes of members:

- 2.1.1.1 Ordinary;
- 2.1.1.2 Life;
- 2.1.1.3 Associate;
- 2.1.1.4 Social;
- 2.1.1.5 Referee; and
- 2.1.1.6 Honorary.

### **2.2 Membership Fees**

#### ***Life Members***

2.2.1 Life members shall not be required to pay any fee for membership of the Club.

#### ***Ordinary Members***

2.2.2 Every Ordinary member of the Club shall pay an annual membership fee for membership of the Club.

2.2.3 The membership fee for each Ordinary membership:

- 2.2.3.1 is the amount decided by the Committee from time to time; and
- 2.2.3.2 is, subject to these Rules, payable when and in the way the Committee decides.

#### ***Associate Members***

2.2.4 The membership fee for each Associate membership:

- 2.2.4.1 is the amount decided by the Committee from time to time; and
- 2.2.4.2 is, subject to these Rules, payable when and in the way the Committee decides.

#### ***Social Members***

2.2.5 The membership fee for each Social membership:

- 2.2.5.1 is the amount decided by the Committee from time to time; and



2.2.5.2 is, subject to these Rules, payable when and in the way the Committee decides.

### ***Referee Members***

2.2.6 The membership fee for each Referee membership:

2.2.6.1 is the amount decided by the Committee from time to time; and

2.2.6.2 is, subject to these Rules, payable when and in the way the Committee decides.

### ***Honorary Members***

2.2.7 Honorary members shall not be required to pay any fee for membership of the Club.

## **2.3 Payment of Membership Fees**

2.3.1 Membership Fees shall be payable for each calendar year of membership, in accordance with these Rules.

2.3.2 A member must pay the appropriate Membership Fee to the Club on or before 1 January in the calendar year to which the Membership Fee relates.

2.3.3 Where a member's Membership Fee remains unpaid 2 months after the Due Date, the Club may (at its sole discretion and without any obligation so to do) apply any benefits, property and assets held by the Club on the member's behalf in satisfaction or part satisfaction of the Membership Fee.

2.3.4 Where a member's Membership Fee remains unpaid 3 months after the Due Date, the Committee may terminate the member's membership in accordance with Rule 2.13.

## **2.4 Ordinary Members**

2.4.1 Any person who wishes to play or support Veterans, Golden Oldies and similar formats of the game of Rugby Union Football, and who supports the Club's objects, shall be eligible to become an Ordinary Member of the Club.

2.4.2 The number of Ordinary Members is unlimited.

2.4.3 The rights and privileges of Ordinary Members of the Club shall not be restricted.

2.4.4 Financial Ordinary Members shall be:

2.4.4.1 entitled to vote and to speak as of right at any general meeting of the Club; and

2.4.4.2 eligible, subject to the provisions of the Act, for election to the Committee.





## **2.5 Life Members**

- 2.5.1 Any Ordinary Member, former member or supporter of the Club who, in the opinion of the Committee, has provided service to the Club which is deserving of special recognition shall be eligible to become a Life Member of the Club.
- 2.5.2 Subject to Rule 2.5.3, the Club may, by ordinary resolution of those members present and entitled to vote at any general meeting, elect as a Life Member an eligible person whose election has been recommended by the Committee.
- 2.5.3 The Club shall not elect more than one life member in any calendar year.
- 2.5.4 The number of Life Members is, subject to Rule 2.5.3, unlimited.
- 2.5.5 The rights and privileges of Life Members of the Club shall not be restricted.
- 2.5.6 Life Members shall be:
- 2.5.6.1 entitled to vote and to speak as of right at any general meeting of the Club;  
and
  - 2.5.6.2 eligible, subject to the provisions of the Act, for election to the Committee.

## **2.6 Associate Members**

- 2.6.1 Any member of the family of an Ordinary Member or Life Member shall, whilst that person remains a Member in the Club, be eligible to become an Associate Member of the Club.
- 2.6.2 The number of Associate Members is unlimited.
- 2.6.3 The rights and privileges of Associate Members are limited to the enjoyment of the Club's facilities.
- 2.6.4 Associate Members shall neither:
- 2.6.4.1 be entitled to vote or to speak as of right at any general meeting of the Club;  
nor
  - 2.6.4.2 be eligible for election to the Committee.

## **2.7 Social Members**

- 2.7.1 Any person who supports the Club's objects shall be eligible to become a Social Member of the Club.
- 2.7.2 The number of Social Members is unlimited.



2.7.3 The rights and privileges of Social Members are limited to the enjoyment of the Club's facilities.

2.7.4 Social Members shall neither:

2.7.4.1 be entitled to vote or to speak as of right at any general meeting of the Club; nor

2.7.4.2 be eligible for election to the Committee.

## **2.8 Referee Members**

2.8.1 Any person who wishes to referee Veterans, Golden Oldies and similar formats of game of Rugby Union Football, and who supports the Club's objects, shall be eligible to become a Referee Member of the Club.

2.8.2 The number of Referee Members is unlimited.

2.8.3 The rights and privileges of Referee Members are limited to the enjoyment of the Club's facilities.

2.8.4 Referee Members shall neither:

2.8.4.1 be entitled to vote or to speak as of right at any general meeting of the Club; nor

2.8.4.2 be eligible for election to the Committee.

## **2.9 Honorary Members**

2.9.1 The following persons shall be eligible to become an Honorary Member of the Club:

2.9.1.1 members of visiting Rugby Union teams;

2.9.1.2 supporters of visiting Rugby Union teams;

2.9.1.3 other visitors to the Club's facilities;

2.9.1.4 applicants for Ordinary, Social or Referee Membership in the Club:

2.9.1.4.1 who have provided to the Committee a fully completed application for membership and payment of the appropriate membership fee; and

2.9.1.4.2 whose application for membership has not yet been decided by the Committee;

2.9.1.5 intended applicants for Ordinary Membership engaged as a player for the Club in a Rugby Union match organised or participated in by the Club; and



- 2.9.1.6 such other persons as are determined by the Committee.
- 2.9.2 The Committee may appoint any eligible person to be an Honorary Member upon such terms and for such period as it shall specify.
- 2.9.3 The Committee may in its discretion at any time revoke any Honorary Membership.
- 2.9.4 The Committee may in its discretion delegate its power to appoint Honorary Members to a particular member or members of the Committee on such terms as it thinks proper.
- 2.9.5 Any Honorary Membership conferred under Rule 2.9.4 shall subsist only until the closure of the next Committee meeting immediately following its conferral and shall then lapse unless ratified or extended by the Committee.
- 2.9.6 The Committee's power to confer Honorary Membership to a person eligible under Rule 2.9.1.5 shall, subject to any resolution of the Committee to the contrary, be delegated to the Club Captain.
- 2.9.7 Any Honorary Membership conferred under Rule 2.9.6 shall subsist only until the completion of the Applicant's engagement as a player for the Club in the Rugby Union match organised or participated in by the Club.
- 2.9.8 The Club Captain shall not confer Honorary Membership to a person eligible under Rule 2.9.1.5 who has previously engaged as a player for the Club in more than 2 Rugby Union matches organised or participated in by the Club.
- 2.9.9 No delegation pursuant to Rules 2.9.4 or 2.9.5 shall derogate from the Committee's power or authority.
- 2.9.10 The number of Honorary Members is unlimited.
- 2.9.11 The rights and privileges of Honorary Members are limited to the enjoyment of the Club's facilities.
- 2.9.12 Honorary Members shall neither:
- 2.9.12.1 be entitled to vote or to speak as of right at any general meeting of the Club; nor
  - 2.9.12.2 be eligible for election to the Committee.

## **2.10 Admission and Rejection of Members**

- 2.10.1 An applicant for Membership of the Club must be proposed by one member of the Club and seconded by another member.
- 2.10.2 The Committee may require that an application for Membership or for a particular class of Membership must be:



2.10.2.1 in writing;

2.10.2.2 signed by the applicant, the proposer and the seconder; and

2.10.2.3 in the form decided by the Committee.

2.10.3 The Committee must consider an application for Membership at the next Committee meeting held after the application is made and the Committee receives:

2.10.3.1 any required fully completed application form; and

2.10.3.2 payment of the appropriate Membership Fee for the application.

2.10.4 The Committee must decide at the meeting, by a majority of the Committee members present, whether to accept or reject the application.

2.10.5 The Secretary must, as soon as practicable after the Committee decides to accept or reject an application, give the applicant a written notice of the decision.

## **2.11 Membership Obligations**

2.11.1 Every member of the Club, of any class of membership, shall:

2.11.1.1 respect and promote to the best of his or her ability the objects, welfare, good order and repute of the Club;

2.11.1.2 comply with these Rules, Club By-Laws and all lawful decisions of the Committee or other lawfully constituted committee of the Club;

2.11.1.3 not conduct himself or herself in any way likely to be injurious or prejudicial to the character or interests of the Club; and

2.11.1.4 promptly inform the Secretary of any change to his or her residential or business address or other contact details.

2.11.2 Any member or ex-member holding or entrusted with moneys or property of the Club shall, if requested by the Committee, immediately account therefor and deliver up to the Club all such moneys or property.

## **2.12 Resignation of Membership**

2.12.1 A member may resign from the Club by giving a written notice of resignation to the Secretary.

2.12.2 The resignation takes effect at:

2.12.2.1 the time the notice is received by the Secretary; or

2.12.2.2 if a later time is stated in the notice, at that later time.



2.12.3 Any member whose Membership Fees remain unpaid for 15 months from the Due Date prescribed by Rule 2.3.2 is deemed to have resigned from the Club.

## **2.13 Termination of Membership**

2.13.1 The Committee may terminate a member's membership if that member:

- 2.13.1.1 is convicted of an indictable offence;
- 2.13.1.2 does not comply with any of the provisions of these Rules;
- 2.13.1.3 does not comply with any of the provisions of Club By-Laws;
- 2.13.1.4 has Membership Fees in arrears for at least 3 months; or
- 2.13.1.5 conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Club.

2.13.2 Before the Committee terminates a member's membership, the Committee must give the member a full and fair opportunity to show why the membership should not be terminated.

2.13.3 If, after considering all representations made by the member, the Committee decides to terminate the membership, the Secretary must give the member a written notice of the decision.

2.13.4 The Committee may reinstate a membership terminated pursuant to Rule 2.13.1.4 upon payment of the outstanding Membership Fees or such other amount as the Committee determines.

## **2.14 Forfeiture of benefits and assets**

2.14.1 Any member:

- 2.14.1.1 whose membership has been terminated; or
- 2.14.1.2 whose membership is deemed to have been resigned under Rule 2.12.3,

shall forfeit to the Club all benefits, property and assets held by the Club on the member's behalf at the date of the termination or resignation.

## **2.15 Appeal against rejection or termination of membership**

2.15.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.



2.15.2 A written notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.

2.15.3 If the Secretary receives a notice of intention to appeal, the Secretary must call a general meeting to decide the appeal, in accordance with these Rules.

## **2.16 General meeting to decide appeal**

2.16.1 The general meeting to decide an appeal must be held within 3 months after the Secretary receives the notice of intention to appeal.

2.16.2 At the general meeting:

2.16.2.1 the appellant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated; and

2.16.2.2 the Committee members who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

2.16.3 An appeal must be decided by a majority vote of the members present and eligible to vote at the general meeting.

2.16.4 If a person whose application for membership has been rejected:

2.16.4.1 does not give a notice of intention to appeal to the Secretary within 1 month after receiving written notice of the decision; or

2.16.4.2 does appeal but the appeal is unsuccessful,

the Secretary must, as soon as practicable, refund the Membership Fee paid by the person.



### **3 COMMITTEE**

#### **3.1 Membership of Committee**

3.1.1 The Committee of the Club shall consist of the following:

- 3.1.1.1 a President;
- 3.1.1.2 a Vice-President;
- 3.1.1.3 a Secretary;
- 3.1.1.4 a Treasurer; and
- 3.1.1.5 such further ordinary Committee Members as the Club members elect at a general meeting.

3.1.2 A member of the Club may be appointed to a casual vacancy on the Committee under Part 3.9 of these Rules.

#### **3.2 Eligibility for Committee membership**

3.2.1 To be eligible for election to the Committee of the Club, a person must be:

- 3.2.1.1 a Financial Ordinary Member or Life Member of the Club; and
- 3.2.1.2 an adult; and
- 3.2.1.3 not ineligible to be elected as a member under section 61A of the Act.

3.2.2 To be eligible for election as Secretary, a person must:

- 3.2.2.1 satisfy the requirements of Rule 3.2.1; and
- 3.2.2.2 be resident:
  - 3.2.2.2.1 in Queensland; or
  - 3.2.2.2.2 in another State, but not more than 65km from the Queensland border.

3.2.3 The Committee must ensure that, before a candidate is elected as a member of the Committee, the candidate is advised:

- 3.2.3.1 whether or not the Club has public liability insurance; and
- 3.2.3.2 if the Club has public liability insurance, the amount of that insurance.

3.2.4 At each Election General Meeting, the members of the Committee must retire from office, but are eligible, on nomination, for re-election.



### **3.3 Election of Committee**

3.3.1 The Committee shall:

- 3.3.1.1 be elected at an Election General Meeting or other general meeting; and
- 3.3.1.2 hold office, unless earlier removed from or vacating office, until the commencement of the next Election General Meeting.

### **3.4 Procedure for election of Committee**

3.4.1 A member of the Committee may be elected only as set out in this Rule 3.4.

3.4.2 Any 2 members of the Club may nominate another member (the candidate) to serve as a member of the Committee;

3.4.3 The nomination must be—

- 3.4.3.1 in writing; and
- 3.4.3.2 signed by the candidate and the members who nominated him or her; and
- 3.4.3.3 given to the Secretary at least 14 days before the Election General Meeting or other general meeting at which the election is to be held;

3.4.4 Each member of the Club present and eligible to vote at the Election General Meeting or other general meeting may vote for 1 candidate for each vacant position on the Committee;

3.4.5 If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

3.4.6 A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the clubhouse or usual place of meeting of the Club for at least 7 days immediately preceding the meeting.

3.4.7 If required by the Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

### **3.5 Club Captain**

3.5.1 The Committee may appoint a member of the Club as Club Captain for such term as the Committee determines.

3.5.2 The Committee may at any time remove a person appointed as the Club Captain.

3.5.3 The Club Captain:





- 3.5.3.1 shall be entitled to participate in Committee proceedings and to be heard on matters arising for the Committee's consideration; but
- 3.5.3.2 shall not solely by virtue of holding the position of Club Captain be entitled to vote on questions arising for the decision of the Committee.

### **3.6 Secretary**

- 3.6.1 If a vacancy happens in the office of Secretary, the members of the Committee must ensure a Secretary is appointed or elected for the Club within 1 month after the vacancy happens.
- 3.6.2 The Secretary's functions include:
  - 3.6.2.1 calling meetings of the Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President;
  - 3.6.2.2 keeping minutes of each meeting; and
  - 3.6.2.3 keeping copies of all correspondence and other documents relating to the Club; and
  - 3.6.2.4 maintaining the register of Club members; and
  - 3.6.2.5 such other matters as are prescribed by these Rules, Club By-laws or otherwise determined by the Committee.

### **3.7 Roles of particular Committee positions**

- 3.7.1 The President's functions include:
  - 3.7.1.1 the general organisation and management of the Club;
  - 3.7.1.2 chairing Committee and general meetings;
  - 3.7.1.3 general supervision of secretarial and financial obligations;
  - 3.7.1.4 general overview of Club management;
  - 3.7.1.5 resolution of disputes between Committee members; and
  - 3.7.1.6 such other matters as are prescribed by these Rules, Club By-laws or otherwise determined by the Committee.
- 3.7.2 The Vice-President's functions include:
  - 3.7.2.1 assisting the President in his functions;



- 3.7.2.2 performing the duties assigned to him by the President;
- 3.7.2.3 performing, subject to these Rules, the duties of the President during any period during which the President is unable or unwilling to act; and
- 3.7.2.4 such other matters as are prescribed by these Rules, Club By-laws or otherwise determined by the Committee.

3.7.3 The Treasurer's functions include:

- 3.7.3.1 general responsibility for the Club's financial administration, records and reporting; and
- 3.7.3.2 such other matters as are prescribed by these Rules, Club By-laws or otherwise determined by the Committee.

### **3.8 Resignation, removal or vacation of office of Committee member**

- 3.8.1 A member of the Committee may resign from the Committee by giving written notice of resignation to the Secretary.
- 3.8.2 The resignation takes effect at—
  - 3.8.2.1 the time the notice is received by the Secretary; or
  - 3.8.2.2 if a later time is stated in the notice—the later time.
- 3.8.3 A Committee member may be removed from office at a general meeting of the Club if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 3.8.4 Before a vote of members is taken about removing the Committee member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 3.8.5 A Committee member has no right of appeal against the members' removal from office under this Rule.
- 3.8.6 A Committee member immediately vacates his or her office in the circumstances mentioned in section 64(2) of the Act.

### **3.9 Vacancies on management committee**

- 3.9.1 If a casual vacancy happens on the Committee, the continuing members of the Committee may appoint another member of the Club to fill the vacancy until the next Election General Meeting.



- 3.9.2 The continuing members of the Committee may act despite a casual vacancy on the Committee.
- 3.9.3 However, if the number of Committee members is less than the number fixed under Rule 4.3.1 as a quorum of the Committee, the continuing members may act only to—
- 3.9.3.1 increase the number of Committee members to the number required for a quorum; or
  - 3.9.3.2 call a general meeting of the Club.



## 4 COMMITTEE POWERS AND PROCEEDINGS

### 4.1 Committee powers and functions

- 4.1.1 Subject to these Rules or a resolution of the members of the Club carried at a general meeting, the Committee has the general control and management of the administration of the affairs, property and funds of the Club.
- 4.1.2 The Committee has authority to interpret the meaning of these Rules and any matter relating to the Club on which the Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 4.1.3 The Committee may exercise the powers of the Club:
- 4.1.3.1 to borrow, raise or secure the payment of amounts in a way the members of the Club decide; and
  - 4.1.3.2 to secure such amounts or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Club's property, both present and future; and
  - 4.1.3.3 to purchase, redeem or pay off any securities issued; and
  - 4.1.3.4 to borrow amounts from members and pay interest on the amounts borrowed; and
  - 4.1.3.5 to mortgage or charge the whole or part of its property; and
  - 4.1.3.6 to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club; and
  - 4.1.3.7 to provide and pay off any securities issued; and
  - 4.1.3.8 to invest in a way the members of the Club may from time to time decide.
- 4.1.4 For Sub-Rule 4.1.3.4, the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- 4.1.4.1 the Club's financial institution; or
  - 4.1.4.2 if there is more than 1 financial institution for the Club, the financial institution nominated by the Committee.



## **4.2 Committee meetings**

- 4.2.1 Subject to this Rule, the Committee may meet and conduct its proceedings as it considers appropriate.
- 4.2.2 Committee meetings:
- 4.2.2.1 shall be held to a regular schedule determined at the first Committee meeting in each calendar year;
  - 4.2.2.2 which clash with Club Rugby Union matches may be rescheduled as determined by the Committee;
  - 4.2.2.3 must be held at least once every 4 months to enable the Committee to exercise its functions.
- 4.2.3 The Committee must decide:
- 4.2.3.1 how a meeting is to be called; and
  - 4.2.3.2 how notice of a meeting is to be given.
- 4.2.4 The President is to preside as chairperson at a Committee meeting.
- 4.2.5 If there is no President or if the President is not present within 10 minutes after the time fixed for a Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.
- 4.2.6 The Committee may hold meetings, or permit a Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 4.2.7 A Committee member who participates in the meeting as mentioned in Sub-Rule 4.2.6 is taken to be present at the meeting.
- 4.2.8 A question arising at a Committee meeting is to be decided by a majority vote of members of the Committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 4.2.9 A member of the Committee must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.

## **4.3 Quorum for Committee meeting**

- 4.3.1 At a Committee meeting, more than 50% of the members elected to the Committee as at the close of the last Election General Meeting of the members form a quorum.



4.3.2 If there is no quorum within 30 minutes after the time fixed for a Committee meeting called on the request of members of the Committee, the meeting lapses.

4.3.3 If there is no quorum within 30 minutes after the time fixed for a Committee meeting called other than on the request of the members of the Committee:

4.3.3.1 the meeting is to be adjourned for at least 1 day; and

4.3.3.2 the members of the Committee who are present are to decide the day, time and place of the adjourned meeting.

4.3.4 If, at an adjourned meeting mentioned in Sub-Rule 4.3.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

#### **4.4 Special meeting of Committee**

4.4.1 If the Secretary receives a written request signed by at least 33% of the members of the Committee, the Secretary must call a special meeting of the Committee by giving each member of the Committee notice of the meeting within 14 days after the Secretary receives the request.

4.4.2 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

4.4.3 A request for a special meeting must state—

4.4.3.1 why the special meeting is called; and

4.4.3.2 the business to be conducted at the meeting.

4.4.4 A notice of a special meeting must state:

4.4.4.1 the day, time and place of the meeting; and

4.4.4.2 the business to be conducted at the meeting.

4.4.5 A special meeting of the Committee must be held within 14 days after notice of the meeting is given to the members of the Committee.

#### **4.5 Minutes of Committee meetings**

4.5.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Committee meeting are entered in a minute book.

4.5.2 To ensure the accuracy of the minutes, the minutes of each Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Committee meeting, verifying their accuracy.



#### **4.6 Appointment of subcommittees**

- 4.6.1 The Committee may appoint one or more subcommittees consisting of members of the Club considered appropriate by the Committee to help with the conduct of the Club's operations.
- 4.6.2 A member of a subcommittee who is not a member of the Committee is not entitled to vote at a Committee meeting.
- 4.6.3 A subcommittee may elect a chairperson of its meetings.
- 4.6.4 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the subcommittee members present may choose 1 of their number to be chairperson of the meeting.
- 4.6.5 A subcommittee may meet and adjourn as it considers appropriate.
- 4.6.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

#### **4.7 Advisors**

- 4.7.1 The Committee may at any time take the advice of any one or more advisors or other expert consultants as it sees fit.
- 4.7.2 All such advisors and consultants shall, with the leave of the Committee, be entitled to attend a Committee meeting but shall not be entitled to vote at the meeting.
- 4.7.3 The Club may, by vote of a majority of members at a general meeting, appoint such other professional advisors as members consider appropriate.

#### **4.8 Acts not affected by defects or disqualifications**

- 4.8.1 An act performed by the Committee, a subcommittee or a person acting as a member of the Committee is taken to have been validly performed.
- 4.8.2 Sub-Rule 4.8.1 applies even if the act was performed when—
  - 4.8.2.1 there was a defect in the appointment of a member of the Committee, subcommittee or person acting as a member of the Committee; or
  - 4.8.2.2 a Committee member, subcommittee member or person acting as a member of the Committee was disqualified from being a member.



#### **4.9 Resolutions of Committee without meeting**

- 4.9.1 A written resolution signed by each member of the Committee is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.
- 4.9.2 A resolution mentioned in Sub-Rule 4.9.1 may consist of several documents in like form, each signed by 1 or more members of the Committee.

#### **4.10 Appeals against Committee decisions**

- 4.10.1 Any 10 Financial Ordinary Members and/or Life Members may appeal to a special general meeting of the Club against any decision or refusal or failure to decide on the part of the Committee.
- 4.10.2 Any such appeal must be lodged with the Secretary within 21 days of the decision appealed against, by written notice signed by each of them and clearly specifying the decision appealed from.
- 4.10.3 Any appeal lodged outside the time prescribed by Sub-Rule 4.10.2 shall be void and of no effect.
- 4.10.4 Upon receipt of a written notice of appeal in accordance with Sub-Rule 4.10.2:
- 4.10.4.1 the Secretary shall proceed to call a special general meeting in accordance with these Rules; and
  - 4.10.4.2 the Committee shall, as far as is reasonably possible in the best interests of the Club, defer the implementation of the decision appealed against, pending the special general meeting.
- 4.10.5 No appeal against a decision of the Committee shall prevail unless supported by a two-thirds majority of the members then present at the special general meeting called for the purpose of considering such appeal and entitled to vote.
- 4.10.6 If the special general meeting, by the majority required by Sub-Rule 4.10.5, resolves to allow the appeal:
- 4.10.6.1 the Committee's decision shall be void; and
  - 4.10.6.2 any action already taken in the implementation of the decision shall, so far as is reasonably possible in the best interests of the Club, be set aside.
- 4.10.7 No Committee member acting in good faith shall be liable to any claim or disciplinary action arising out of any Committee decision in respect of which an appeal is allowed.
- 4.10.8 The Club will indemnify Committee members against any claims or liability arising out of any Committee decision in respect of which an appeal is allowed, if the Committee member's actions taken in respect of the decision were taken in good faith.





## **5 GENERAL MEETINGS**

### **5.1 Annual General Meetings**

5.1.1 An Annual General Meeting of the Club must be held—

5.1.1.1 at least once each year; and

5.1.1.2 within 6 months after the end date of the Club's reportable financial year.

### **5.2 Business to be conducted at Annual General Meetings**

5.2.1 If the Club is:

- a) a level 1 incorporated association; or
- b) a level 2 incorporated association to which section 59 of the Act applies; or
- c) a level 3 incorporated association to which section 59 of the Act applies,

the following business must be conducted at each Annual General Meeting:

5.2.1.1 receiving the Club's financial statement and audit report, for the last reportable financial year;

5.2.1.2 presenting the financial statement and audit report to the meeting for adoption;

5.2.1.3 for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;

5.2.1.4 for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

5.2.2 If the Club is a level 2 incorporated association to which section 59A of the Act applies, the following business must be conducted at each Annual General Meeting:

5.2.2.1 receiving the Club's financial statement and signed statement, for the last reportable financial year;

5.2.2.2 presenting the financial statement and signed statement to the meeting for adoption;

5.2.2.3 appointing an auditor, an accountant or an approved person for the present financial year.



5.2.3 If the Club is a level 3 incorporated association to which section 59B of the Act applies, the following business must be conducted at each Annual General Meeting:

5.2.3.1 receiving the Club's financial statement and signed statement, for the last reportable financial year;

5.2.3.2 presenting the financial statement and signed statement to the meeting for adoption.

### **5.3 Election General Meetings**

5.3.1 An Election General Meeting of the Club must be held at least once each year, during the month of November.

### **5.4 Business to be conducted at Election General Meetings**

5.4.1 Each Election General Meeting of the Club must conduct the business of electing members of the Committee.

### **5.5 Notice of general meetings**

5.5.1 The Secretary may call a general meeting of the Club.

5.5.2 The Secretary must give at least 14 days notice of the meeting to each member of the Club.

5.5.3 If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.

5.5.4 The Committee may decide the way in which the notice must be given.

5.5.5 However, notice of the following meetings must be given in writing—

5.5.5.1 a meeting called to hear and decide the appeal of a person against the Committee's decision—

5.5.5.1.1 to reject the person's application for membership of the Club; or

5.5.5.1.2 to terminate the person's membership of the Club;

5.5.5.2 a meeting called to hear and decide a proposed special resolution of the Club.

5.5.6 A notice of a general meeting must state the business to be conducted at the meeting.

### **5.6 Special general meetings**

5.6.1 The Secretary must call a special general meeting by giving each member of the Club notice of the meeting within 14 days after:



- 5.6.1.1 being directed to call the meeting by the Committee; or
- 5.6.1.2 being given a written request signed by—
  - 5.6.1.2.1 at least 33% of the number of members of the Committee when the request is signed; or
  - 5.6.1.2.2 at least the number of Ordinary Members and/or Life Members of the Club equal to double the number of members of the Committee when the request is signed plus 1; or
- 5.6.1.3 being given a written notice of an intention to appeal against the decision of the Committee—
  - 5.6.1.3.1 to reject an application for membership; or
  - 5.6.1.3.2 to terminate a person's membership.
- 5.6.2 A request mentioned in Sub-Rule 5.6.1.2 must state—
  - 5.6.2.1 why the special general meeting is being called; and
  - 5.6.2.2 the business to be conducted at the meeting.
- 5.6.3 A special general meeting must be held within 3 months after the Secretary—
  - 5.6.3.1 is directed to call the meeting by the Committee; or
  - 5.6.3.2 is given the written request mentioned in 5.6.1.2; or
  - 5.6.3.3 is given the written notice of an intention to appeal mentioned in Sub-Rule 5.6.1.3.
- 5.6.4 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

## **5.7 Quorum for general meetings**

- 5.7.1 The quorum for a general meeting is at least double the number of members elected or appointed to the Committee at the close of the Club's last general meeting plus 1.
- 5.7.2 However, if all members of the Club are members of the Committee, the quorum is the total number of members less 1.
- 5.7.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 5.7.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Committee or the Club, the meeting lapses.
- 5.7.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Committee or the Club:



- 5.7.5.1 the meeting is to be adjourned for at least 7 days; and
- 5.7.5.2 the Committee is to decide the day, time and place of the adjourned meeting.
- 5.7.6 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 5.7.7 If a meeting is adjourned under Sub-Rule 5.7.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 5.7.8 The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 5.7.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- 5.7.10 For the purposes of any adjourned meeting pursuant to Rule 5.7.6, those persons present at the adjourned meeting and entitled to vote shall comprise a quorum.

## **5.8 Procedure at general meeting**

- 5.8.1 A member may take part and vote in a general meeting:
  - 5.8.1.1 in person;
  - 5.8.1.2 by proxy;
  - 5.8.1.3 by attorney; or
  - 5.8.1.4 by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 5.8.2 A member who participates in a meeting as mentioned in Sub-Rule 5.8.1 is taken to be present at the meeting.
- 5.8.3 At each general meeting—
  - 5.8.3.1 the President is to preside as chairperson; and
  - 5.8.3.2 if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - 5.8.3.3 the chairperson must conduct the meeting in a proper and orderly way.



## **5.9 Voting at general meeting**

- 5.9.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present and eligible to vote.
- 5.9.2 Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 5.9.3 A member is not entitled to vote at a general meeting if the member is not Financial as at the commencement of the meeting.
- 5.9.4 The method of voting is to be decided by the Committee.
- 5.9.5 However, if at least 20% of the members present and eligible to vote demand a secret ballot, voting must be by secret ballot.
- 5.9.6 If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 5.9.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

## **5.10 Minutes of general meetings**

- 5.10.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 5.10.2 To ensure the accuracy of the minutes—
  - 5.10.2.1 the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - 5.10.2.2 the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Club that is a general meeting or annual general meeting, verifying their accuracy.
- 5.10.3 If asked by a member of the Club, the Secretary must, within 28 days after the request is made—
  - 5.10.3.1 make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - 5.10.3.2 give the member copies of the minutes of the meeting.



5.10.4 The Club may require the member to pay the reasonable costs of providing copies of the minutes.

## **5.11 Proxies**

5.11.1 An instrument appointing a proxy must be in writing and be in or similar to the form set out in Schedule 1 to these Rules.

5.11.2 A proxy may be a member of the Club or another person.

5.11.3 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

5.11.4 Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

5.11.5 The proxy must vote in accordance with any instruction to vote for or against a resolution which is contained in the instrument appointing the proxy.

5.11.6 If the instrument appointing the proxy does not contain any instruction to vote for or against a resolution, the proxy may vote as the proxy considers appropriate.



## **6 ADMINISTRATION**

### **6.1 Documents**

6.1.1 The Committee must ensure the safe custody of books, documents, instruments of title and securities of the Club.

### **6.2 Common Seal**

6.2.1 The Committee must ensure the Club has a common seal.

6.2.2 The common seal must be:

6.2.2.1 kept securely by the Committee; and

6.2.2.2 used only under the authority of the Committee.

6.2.3 Each instrument to which the seal is attached must be signed by a member of the Committee and countersigned by—

6.2.3.1 the Secretary; or

6.2.3.2 another member of the Committee; or

6.2.3.3 someone authorised by the Committee.

### **6.3 Register of Members**

6.3.1 The Committee must keep and maintain a register of members of the Club.

6.3.2 The register must include the following particulars for each member—

6.3.2.1 the full name of the member;

6.3.2.2 the class of membership;

6.3.2.3 the postal or residential address of the member;

6.3.2.4 the date of admission as a member;

6.3.2.5 the date of death or time of resignation of the member;

6.3.2.6 details about the termination or reinstatement of membership;

6.3.2.7 any other particulars which the Committee or the members at a general meeting decide.



6.3.3 The register must be open for inspection by members of the Club at all reasonable times.

6.3.4 A member must contact the Secretary to arrange an inspection of the register.

6.3.5 The Committee may, on the application of a member, withhold information about the member (other than the member's full name) from the register available for inspection if the Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

#### **6.4 Prohibition on use of information on register of members**

6.4.1 A member of the Club must not—

6.4.1.1 use information obtained from the register of members of the Club to contact, or send material to another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes; or

6.4.1.2 disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes.

6.4.2 Rule 6.4.1 does not apply if the use or disclosure of the information is approved by the Club.





## **7 FINANCIAL MATTERS**

### **7.1 Financial year**

7.1.1 The end date of the Club's financial year is 31 December in each year.

### **7.2 Use of Income and property**

7.2.1 The income and property of the Club must be used solely in promoting the Club's objects and exercising the Club's powers.

### **7.3 Funds and accounts**

7.3.1 The funds of the Club must be kept in an account in the name of the Club in a financial institution decided by the Committee.

7.3.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.

7.3.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

7.3.4 A payment by the Club of \$100 or more must be made by cheque or electronic funds transfer.

7.3.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following:

7.3.5.1 the President;

7.3.5.2 the Secretary;

7.3.5.3 the Treasurer;

7.3.5.4 any 1 of 3 other members of the Club who have been authorised by the Committee to sign cheques issued by the Club.

7.3.6 For the purposes of Rule 7.3.5, one of the persons who signs the cheque must be the President, the Secretary or the Treasurer.

7.3.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

7.3.8 A petty cash account must be kept on the imprest system, and the Committee must decide the amount of petty cash to be kept in the account.

7.3.9 All expenditure must be approved or ratified at a Committee meeting.



7.3.10 As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing particulars of:

7.3.10.1 the Club's income and expenditure for the financial year just ended; and

7.3.10.2 the Club's assets and liabilities and of all mortgages, charges and securities affecting the property of the Club at the close of that year.

#### **7.4 Financial records**

7.4.1 The Committee must ensure that the Club's financial records are kept:

7.4.1.1 in Queensland; and

7.4.1.2 for at least 7 years.



## **8 WINDING UP**

### **8.1 Winding up**

8.1.1 This Rule applies if the Club:

- a) is wound-up under part 10 of the Act, and
- b) has surplus assets.

8.1.2 The surplus assets must not be distributed among the members of the Club.

8.1.3 The surplus assets must be given to another entity:

- a) having objects similar to the Club's objects, and
- b) the rules of which prohibit the distribution of the entity's income and assets to its members.

8.1.4 In this Rule, "surplus assets" has the meaning set out in section 92(3) of the Act.



**SCHEDULE 1**

**(Rule 5.11.1)**

**Queensland XXXX Goldies Rugby Club Incorporated**

**APPOINTMENT OF PROXY – GENERAL MEETING**

I, *[Member's name]*  
of *[Member's address]*

being a member of the Club, appoint:

*[Proxy's name]*  
of *[Proxy's address]*

as my proxy to vote for me on my behalf at the (Annual)/(Election) general meeting of the Club, to be held on *[date]* and at any adjournment of that meeting.

Signed: *[date]*

Signature:

If the following section is not completed, the proxy may vote as the proxy considers appropriate.

If the following section is completed, the proxy must vote in accordance with the following:

**Resolution**

*[List relevant resolutions]*

**Voting intention**

*[indicate for/against]*