



# CONSTITUTION

OF

# WOY WOY RUGBY CLUB INC.

Adopted By Resolution May, 2014

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**WOY WOY RUGBY CLUB Inc.**

**CONSTITUTION**

**DEFINITIONS**

1. \_\_\_\_\_ The name of the Club is - Woy Woy Rugby Club Inc.
2. \_\_\_\_\_ In this Constitution words and phrases used shall bear their ordinary and natural meaning unless otherwise defined, save that the plural shall include the singular and vice versa.
3. \_\_\_\_\_ The following definition shall apply hereto:-
  - (a) “THE CLUB” means (unless inconsistent with the context) the body formed to administer and control Rugby Football according to the laws of the game as adopted by the Australian Rugby Football Union.
  - (b) “COMMITTEE” means the Management Committee of the Club.
  - (c) “ANNUAL MEETING” means the Annual General Meeting of the Club.
  - (d) “SPECIAL GENERAL MEETING” means the meeting called pursuant to the relevant section of the Constitution.
  - (e) “THE SECRETARY” means the person elected at the Annual General Meeting to perform the duties of Secretary to the Club and includes any person so elected and performing those duties in an honorary capacity.
  - (f) “THE TREASURER” means the person elected at the Annual General Meeting to perform the duties of Treasurer to the Woy Woy Rugby Club and includes any person so elected and performing those duties in an honorary capacity.
  - (g) “MEMBER” mean all members of not less than sixteen (16) years of age who shall be fully paid up members of the Club.

**OBJECTS**

4. \_\_\_\_\_ The Objects of the Club are:-
  - (a) To control all Rugby played in Woy Woy and surrounding districts.
  - (b) To develop, encourage and foster the Rugby game in Woy Woy and surrounding districts.
  - (c) To assist generally in the promotion, conduct and propagation of Rugby Union Football in Woy Woy and surrounding districts, and to provide or assist in the provision of training, conditioning and teaching facilities for football played in accordance with the rules of the Australia Rugby Football Union.
  - (d) To promote all or any of the games of Rugby Union Football, and to acquire, prepare and maintain football grounds.

- (e) To purchase, hire, lease or otherwise acquire, for the purposes of the Club, any real or personal property and any rights or privileges which the Club may think necessary or desirable for the carrying out of its objects or any of them.
- (f) To select, coach, manage and control Rugby teams to represent it from time to time in any match or fixture arranged by it against any other team or teams.

POWERS

4.1 \_\_\_\_\_ To appoint three (3) Trustees who shall have the power to acquire and hold land in trust for and on behalf of the Club.

OFFICE BEARERS

5. \_\_\_\_\_ The Office Bearers of the Club shall be:-

- i. The Patron
- ii. The President
- iii. The Vice President for Rugby
- iv. The Vice President for Juniors
- v. The Secretary
- vi. The Treasurer

MANAGEMENT COMMITTEE

6. \_\_\_\_\_ The Committee shall comprise:-

- (a) The persons, except the Patron, referred to in Clause 5 hereof.
- (b) Six nominated financial members of the Club.

7. \_\_\_\_\_ A quorum of the Committee shall constitute more than one half of the Committee.

- 8. \_\_\_\_\_ (a) No person shall be qualified to be a member of the Committee who is not a member of the Club.
- (b) All members of the Committee shall be elected annually at the Annual General Meeting by the general body of members and shall hold office until appointment of their successors and shall be eligible for re-election.
- (c) Nominations for election as members of the Management Committee shall be made in writing to the Secretary at least eight (8) days prior to the date of the Annual General Meeting and shall be signed by two members of the Club and the nominee.
- (d) The list of such nominations shall be posted in the Club premises not less than seven (7) days prior to the Annual General Meeting. Until such time as the Club acquires premises, particulars of such nominations shall be supplied by the Secretary to any member upon request. In the absence of sufficient nominations

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in writing, nominations may be made orally with the consent of the nominee at the Annual General Meeting.

- (e) The election of all office bearers shall be where necessary or on demand by any one member by ballot.
9. (a) The Committee shall meet at least once in every month.
- (b) The Committee shall:-
- i. Appoint the coaches and managers of the Club.
  - ii. Appoint its selection committee.
  - iii. Appoint its delegates to the Central Coast Rugby Union or to such other Union or Unions to which or with which the Central Coast Rugby Union may from time to time be affiliated or associated.
  - iv. Make such other appointments as may be necessary to carry out the objects of the Club.
  - v. Appoint an Auditor.
  - vi. Transact any other business.
10. The Committee shall be the managing body of the Club between each General Meeting and shall have power to do all such things in accordance to the objects of the Club and in particular, but without limiting the generality of its power, shall have the power to:-
- (a) Delegate to a Sub-Committee or Committees such matters as it deems fit and from time to time;
  - (b) Appoint any person to carry out such duties as it deems fit;
  - (c) Enter into any agreement as it sees fit;
  - (d) Hear and determine disputes between players and the Club or any other dispute properly brought before it in writing. PROVIDED THAT in determining such disputes the Committee may hear such evidence either written or oral as it shall deem in its absolute discretion necessary for the proper determination of same;
  - (e) To cite any player of any Union or member of any affiliated body against whom or which a complaint of misconduct or of behaviour detrimental to the welfare of the Club shall have been made to appear before it and be dealt with in accordance with the Constitution. Upon the hearing of any such complaint the Committee may call any evidence written or oral or any witness it deems necessary and may make all such investigations and enquiries as will enable it to properly determine the matter under complaint. PROVIDED THAT there shall be a general right to appeal to a Special General Meeting but subject thereto any decision of the Committee shall be binding on all members.
11. A decision of the Committee shall not be rescinded unless notice of the motion for rescission signed by the proposer and seconder has been produced in writing and handed to the Secretary no later than fourteen (14) days before a time appointed for a Special General Meeting or of any subsequent meeting and such motion is carried by a majority

of those present at the meeting. The Secretary shall notify the Management Committee of such rescission motion no later than seven (7) days prior to the meeting.

VACANCIES IN GENERAL MEETING

12. (a) If any member of the Committee shall die or shall fail to attend a regular committee meeting for three (3) consecutive meetings without leave of absence or if they shall resign or shall cease to be a member of the Club or if they shall become bankrupt or of unsound mind their office shall be declared vacant by the Committee and they shall ipso facto cease to be a member of the Committee and the Committee may appoint a successor to their office to hold office until the next election by the Annual General Meeting and until such appointment is made the continuing member of the Committee may act notwithstanding such vacancy.
- (b) Any casual vacancy or vacancies which may occur on the Committee may be filled by the Committee and the person or persons so appointed shall hold office until the next Annual General Meeting.

13. All acts done at any Committee Meeting or by any person acting as a member of the Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such committee or any member thereof or that they or any of them were disqualified are valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

14. No member of the Committee shall receive any remuneration for their services in their capacity as a member.

SPECIAL GENERAL MEETING

15. A Special General Meeting of the Woy Woy Rugby Club shall be called at any time upon twenty one (21) days notice in writing being given by the Secretary at the request of at least one third of the affiliated members. The Committee may call a General Meeting of the Club at any time upon reasonable notice being given to all members.

ANNUAL GENERAL MEETING

16. The Annual General Meeting shall be held not later than the 15<sup>th</sup> December in each year on such date, place and time as shall be decided by the Committee and notice of the said meeting shall be conveyed in writing to each member so as to give no less than twenty-one (21) days notice thereof.

The Agenda of the Annual General Meeting shall be:-

- i. Roll Call
- ii. Minutes
- iii. President's Address
- iv. Annual Report
- v. Treasurer's Financial Statement
- vi. Business Arising from both reports
- vii. Notices of Motion
- viii. Election of Office Bearers



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- ix. Season's Programme
- x. General Business

17. No Notice of Motion shall be in order unless it has been received in writing by the Secretary no later than twenty-eight (28) days before the date notified for the Annual General Meeting.

GENERAL

18. At any General or Committee Meeting the Chairman of that meeting shall have a deliberate and casting vote.

19. (a) The funds and assets of the Club shall be held in the name of the President, Secretary and Treasurer for and on behalf of the Club and shall be used solely for the carrying out of the objects of the Club.

(b) The Bank Account shall be kept by the President, Secretary and Treasurer and any two shall have control, subject to the direction of the Club, of the funds of the Club.

(c) In the event of the Club ceasing to function or upon winding up, all assets and funds in its possession at such time shall invest in the Country Rugby Union of N.S.W., or whichever governing body that has a tax exemption as issued under Section 23 (e) of the Income Tax Assessment Act, to use for the purpose of fostering Rugby Union on the Central Coast.

(d) Profits will not be distributed to members except for the reimbursement of out of pocket expenses, or reasonable payment for services rendered.

20. This Constitution may not be amended in any way other than at the Annual or a Special General Meeting of the Club. Notice of such amendment shall be given in accordance with Clause 17 or 15 respectively and any such motion shall require a two-thirds majority of those present at the General Meeting and entitled to a vote thereat to be carried.

21. The Committee shall have power to make decisions and/or rulings for the carrying out of the objects and the Constitution generally. Such by-laws shall be administered and enforced by the Management Committee and shall prescribe any matter within the Constitution.

22. (a) The Uniform of the representative teams shall be:-

Red and White

(b) The design of the Football Playing Uniform shall be as determined by the Committee.

LIFE MEMBERS

23. The Club may from time to time appoint any past or present office bearer of the Woy Woy Rugby Club or member of the Committee and any person who rendered distinguished service to the Club to be a Life Member upon the following terms:-
- (a) Such Life Member shall be elected by a three-quarters majority of those present and entitled to vote at any Annual Meeting.
  - (b) Notice of nomination for Life Membership signed by at least six (6) members entitled to vote at a General Meeting of the Club shall be given to the Secretary at least one (1) month prior to the Annual General Meeting at which the election for such Life Membership is intended to be held.
  - (c) Such nomination shall be reported and circulated by the Secretary to the first Committee meeting held after the receipt of such nomination and if such nomination be approved by the Committee it shall be submitted to the Annual General Meeting. At an Annual Meeting voting for admission as a Life Member shall be by ballot.
  - (d) That all nominations for Life Membership be passed through a Committee of at least three (3) present Life Members. This Committee will then decide if the nomination for Life Membership should be put forward at the Club's next AGM. The current Club Office Bearers will appoint Life Members to be on this Committee as it is necessary.
24. Every Life Member admitted in accordance with the Constitution shall be entitled to vote at the Annual General Meeting only, and shall be entitled to receive a Life Member's Badge, which on presentation at any ground controlled by the Club shall admit to any match under the control of the Club or any of its affiliated Unions.
25. (a) Not more than two (2) new Life Members shall be elected in any one (1) year.
- (b) No member shall be elected to Life Membership until ten (10) years of active and constructive service has been observed.

CESSATION OF MEMBERSHIP

26. A member at any time, by giving notice in writing to the Secretary, may resign their membership of the Club but shall continue to be liable for any entrance fee or annual subscription and all arrears due and unpaid at the date of their resignation.
27. If any member shall refuse or neglect to comply with the provisions of the Constitution by-laws, rules or regulations of the Club or if any member shall in the opinion of the Committee be guilty of any conduct deemed by the Committee to be unbecoming of a member or prejudicial to the interest of the Club such member may be expelled by resolution of the Committee and such resolution need not state the grounds, facts or opinions upon which it is based:  
PROVIDED:-

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- (a) At least seven (7) days before the meeting at which such a resolution is passed the member concerned shall have been notified either orally or in writing of the intended resolution and requested to be present at the meeting and that they shall at such meeting and before such resolution is passed have had an opportunity of giving orally or in writing any explanation or defence they may think fit.
- (b) That seven (7) days' written notice of the meeting to consider the case of a member under this Clause shall be given to the members of the Committee and that the notice convening the meeting shall state that the case of the particular member or members and the question of their membership are to be considered.

Any resolution under this Clause shall require for its passage a simple majority of the votes of the Committee.

28. Should a member incur any debt to the Club or to the Club's staff or servants or persons under contract to the Club and fail to discharge such debt upon request in writing by the Secretary they may by resolution of a meeting of the Committee be suspended or expelled from membership provided that before so resolving the Committee shall give the member concerned due notice of its intention to take such course but the provisions of Clause 27 shall not apply.

29. Every person ceasing to be a member of the Club whether by retirement, expulsion, death, neglecting to pay the entrance fee of the subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable.

30. Every member shall, on becoming a member, furnish to the Secretary particulars of their address and occupation, if those particulars have not already been stated on the nomination of membership and shall notify the Secretary in writing of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS

31. (a) The amount of the entrance fee (if any) and annual subscriptions payable by any class of members, and all other matters pertaining thereto specially provided for, shall be such as shall from time to time be prescribed by the Committee provided that the annual subscription not be less than five dollars (\$5.00).

(b) All annual subscriptions shall be payable annually in advance and shall fall due on the first day of April in each year.

32. If any fee, subscription, call or charge shall remain unpaid for a period of one (1) month after it becomes due the member concerned shall be notified by the Secretary in writing of the default and if the sum due still remains unpaid the Committee shall, unless it considers that there is sufficient reason for delay in payment, by resolution debar such member from all privileges of membership and their name may at any time thereafter be removed by resolution of the Committee from the register.

33. No member, other than an honorary Life Member, shall be entitled to be present or vote at any meeting of the Club or be elected to an office unless they shall have paid all instalments of entrance fee (if any) and annual subscriptions and all other moneys due to the Club at the time of such meeting.

HONORARY MEMBERS

34. (a) Honorary membership may be granted by the Club without the payment of any subscription to any person provided that they have one of the following qualifications:-
- i. A manager or member of any visiting country, interstate or overseas sporting team for the duration of the visit or any such term.
  - ii. Any member of a Rugby Union Football Club which Club is visiting Woy Woy district for the purpose of playing a football match against the Club for the day of such a visit.
  - iii. A distinguished visitor to the District.
  - iv. A member of one of the Houses of Parliament of New South Wales or of the Commonwealth of Australia.
  - v. Patrons of the Club.
- (b) Except as provided herein honorary members shall be entitled to exercise all the privileges of the Club.
- (c) The Committee shall have the power to cancel the honorary membership of any person at any time and without assigning any reason.
- (d) Honorary members other than foundation Life Members and honorary Life Members shall not be entitled to vote at any meetings of the Club or be elected as officers of the Club.
- (e) No person shall be admitted as an honorary member or a temporary member or be relieved of the payment of the regular subscription unless they possess such qualifications as are defined herein and they shall not be subject to such conditions as may be imposed herein or by any by-laws by the Committee.
- (f) The Committee shall at its absolute discretion appoint Honorary Vice Presidents for such terms as it sees fit, such positions shall as a general rule apply solely to financial benefactors.
35. Junior members are to be admitted and shall be under sixteen (16) years of age at the Annual General Meeting. Such members have no voting power and will pay a nominal membership fee.

ORDINARY MEMBERS

36. (a) Eligibility for ordinary membership of the Club shall be limited to those who are or have been players or officials of the Club or past players of other Rugby Union Clubs Registered or affiliated with the Australian Rugby Football Union.

- (b) Any person sixteen (16) years or over who has paid the annual subscription as set down by the Committee shall be eligible as a Social Member.

REGISTER OF MEMBERS

37. The Secretary shall keep in the Club's premises a register of members setting forth the name in full, occupation and address of each member specifying the class of members to which they belong and setting out the date of the latest payment by each member of their subscription.

MINUTES

38. The Committee shall cause minutes to be kept by the Secretary in books provided for that purpose:-

- (a) of all appointments of officers made by the Club in General Meeting or by the Committee;
- (b) of the names of the members of the Committee present and voting at each meeting of the Committee;
- (c) of the number of members present and voting at General Meetings of the Club;
- (d) of all resolutions and proceedings at all meetings either of the Club or of the Committee.

FINANCIAL YEAR

39. The Financial Year of the Club shall commence on the first day of October in one year and end of the last day of September in the next year.

ACCOUNTS AND AUDIT

40. The Committee shall cause correct accounts and books to be kept showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature and showing in particular and without limiting the generality hereof:-

- (a) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Club;
- (c) the assets, credits and liabilities of the Club.

MEMBER'S LIABILITIES

41. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the cost charges and expenses of the winding up of the association is limited to the amount, if any unpaid by the member, in respect of membership of the association, as required by rule 8.

APPOINTMENT OF PROXIES

42. (a) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in the standard form.

POSTAL VOTES

43. (a) Postal voting must not be undertaken at or in respect of a general meeting.

FUNDS – SOURCE

44. (a) The funds of the Club shall be derived from entrance fees and annual subscriptions of members' donations and subject to any resolution passed by the association in a general meeting such other sources as the Committee determines.
- (b) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (c) Any sponsorship monies received on behalf of the Club or a specific team shall be deposited into the Club's bank account. Then if any Club apparel or hospitality is required, it shall be purchased through a supplier chosen by the Committee. The only exception to the rule are companies who choose to sponsor the Club by donating goods or services.
- (d) That all proceeds obtained by the Sale, Title, Transfer or other such means of disposal by the Club of land and improvements are to be held in perpetuity, accessible only with the approval by more than 50% of financial Club members obtained at an Extraordinary or Annual General Meeting of the Club. Such funds are not to be exposed to risk by way of lodgement as security or collateral against loans, borrowings, leasing, rentals or constrained in any other fashion without the same form of approval being obtained. All interest generated by the invested principal will be made available to the Club on a not more than annual basis for use as the current Committee sees fit. All interest received by the Club will be fully accounted for and form part of the Club Treasurers report prepared annually.

COMMON SEAL

45. (a) The common seal of the association shall be kept in the custody of the public officer.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the public officer or Secretary.

CUSTODY OF BOOKS ETC.

46. Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

INSPECTION OF BOOKS ETC.

47. The records, books and other documents of the association shall be open to inspection free of charge by a member of the association at any reasonable hour.

SUB COMMITTEES.

48. Sub committees sanctioned in accordance with clause 10(a) above, will -

- (a) Have its objectives and levels of authority determined by the committee.
- (b) Report to the committee on a regular basis at a frequency determined by the committee.
- (c) Abide by all regulations determined by this Constitution; affiliated governing bodies; commercial law; state or federal legislation.
- (d) Wind up activities in a co-operative timely manner when and if so directed by the committee.