

# TUGGERANONG VALLEY RUGBY UNION & SPORTS CLUB LIMITED

ACN: 098 763 314 ("the Club")

A COMPANY LIMITED BY GUARANTEE

## CONSTITUTION

### PRELIMINARY

#### 1. DEFINITIONS & INTERPRETATIONS

1.1 Words and phrases defined in this Constitution shall, except where these words and phrases are explicitly defined otherwise, be defined and have the meaning as follows:

**"Act"**: means the Corporations Act 2001;

**"Annual General Meeting"**: has the same meaning given to it in the Corporations Law;

**"Annual Member's Subscription"**: means the amount of the annual Membership fee payable by the Member under this Constitution;

**"Applicant"**: means a person or other entity who applies for Membership of the Club;

**"Associate Director"**: means a director appointed by the Association;

**"Association"**: means the Tuggeranong Valley Rugby Union Football Club Incorporated;

**"Board"**: means the Board of the Club.

**"Club"**: means the Tuggeranong Valley Rugby Union & Sports Club Limited ACN 098 763 314;

**"Commission"**: means the Gambling and Racing Commission of the Australian Capital Territory;

**"Concessional"**: means any amount agreed by the Board from time to time provided that it can never to zero.

**"Constitution"**: means the constitution of the Club;

**"Director"**: means both Associate Directors and Ordinary Directors in the relevant context and has the meaning under the Act;

**"Disqualifying Ground"**: means a "disqualifying ground" as that phrase is defined in the Gaming Law;

**"Employee"**: includes permanent, permanent part time and casual employees but does not include consultants or contractors who provide services to the Club.

**"Entrance Fee"**: means the fee payable by a Member under this Constitution as a condition of that person becoming a Member;

**"Former Member"**: includes a former Member of the Club and a former Member of the Association;

**"Gaming Law"**: means the Gaming Machine Law of the Australian Capital Territory and for the purposes of Rule 29A means *Gaming Machine Act 2004*;

**"General Meeting"**: has the meaning given to it in the Act;

**"Liquor Law"**: means the Liquor Law of the Australian Capital Territory;

**"Life Member"**: means a person who is elected to membership of the Club for life under the rules of the Club;

**"Member"**: means a Member of the Club, in a category specified in Rule 2.1;

**"Member's Contribution"**: means the sum of the entrance fee, if any, and the Annual Member's Subscription;

**"Membership"**: means Membership of the Club;

**"Membership Year"**: means a period of 12 months ending on the 31<sup>st</sup> December or any other period or date determined by the Board, from time to time;

**"Notice Board"**: means a notice board to be placed by the Board, in a position within the principal place of business of the Club, accessible to all Members;

**"Name"**: means Tuggeranong Valley Rugby Union & Sports Club trading as 'The Vikings Group' and any other trading names used for the Club's various venues;

**"Objects"**: means the objects of the Club as altered from time to time in accordance with this Constitution;

**"Office Bearer"**: means the President, Vice-President and Executive Director of the Club elected by the Board;

**"Ordinary Director"**: means a director appointed to the Board who is not an Associate Director;

**"Ordinary Member"**: means a person who is elected to membership of the Club under the rules of the Club;

**"Other Club"**: means any licenced premises with similar objects to the Club, other than the Club.

**"Reciprocal Entity"**: means another social or sporting body, association or company with objects similar to the Club's Objects and appointed by the Club as a recognised Reciprocal Entity.

**"Register of Members"**: means the register of Members;

**"Secretary"**: means the person so appointed by the Board.

**"Special Resolution"**:

(a) of the Board, means a resolution passed at a proper and duly convened meeting of the Board by a majority of at least 75% of votes cast by Directors entitled to vote on the resolution, and

(b) of the Club, means a resolution notified and passed by a majority of at least 75% of votes cast by members entitled to vote in accordance with the Act;

**"Sub-Committee"**: means a Sub-committee appointed by the Board;

**"Suitable Person"**: means a suitable person as defined in the Liquor Law;

**"Voting Members"**: means all members other than Temporary Members; and

**"Temporary Member"**: means a guest/visitor to the Club who is granted 28 days membership in return for payment of a nominal fee but does not have any voting rights attached to its membership.

1.1. In this Constitution, unless specifically defined otherwise:

(a) a reference to a function, includes a reference to a power, authority and a duty;

(b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of that power or authority or performance of that duty;

(c) the word person includes a firm, a body corporate, an unincorporated association or an authority;

(d) words which import gender shall include the other gender;

(e) the singular includes the plural and vice versa;

(f) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;

(g) a reference to a writing includes typewriting, printing, texting, facsimile, email and other modes of representing or reproducing words in a visible form;

(h) a reference to the Corporations Law or to a provision of the Corporations Law, means the Corporations Law or that provision as amended from time to time, or any statute, code or provision enacted in its place, whether by

Australian Capital Territory or the Commonwealth of Australia, and includes regulations and other instruments under it;

- (i) a reference to the Gaming Law or to a provision of the Gaming Law, means the Gaming Law or that provision as amended from time to time, or any statute, code or provision enacted in its place, whether by Australian Capital Territory or the Commonwealth of Australia, and includes regulations and other instruments under it;
- (j) a reference to the Liquor Law or to a provision of the Liquor Law, means the Liquor Law or that provision as amended from time to time, or any statute, code or provision enacted in its place, whether by Australian Capital Territory or the Commonwealth of Australia, and includes regulations and other instruments under it.
- (k) The provisions of the Act that apply to certain companies as replaceable rules are displaced by this Constitution in their entirety and do not apply to the Club.

### **OBJECTS**

The Objects of the Club are:

- (l) To foster and encourage Rugby Union and other sports in the Tuggeranong Valley;
- (m) To provide sporting, recreation and hospitality facilities for Members of the Club and the community generally;
- (n) To promote social interaction and a sense of community among players of, and persons interested in, Rugby Union and other sports; and
- (o) To establish, maintain and conduct a social environment for the Members of the Club and their invited guests.

### **MEMBERSHIP**

#### **2. MEMBERSHIP OUALIFICATIONS:**

2.1. There shall be three different classes of Members being:

- (a) Ordinary Members;
- (b) Life Members; and
- (c) Temporary Members;

each shall have the rights, privileges and obligations, if any, as set out in this Constitution.

- 2.2. A person is qualified to be a Member, if that person:
- (a) has attained 18 years old;
  - (b) has been proposed for Membership in accordance with Section 3;
  - (c) has been approved for Membership by the Board; and
  - (d) pays the Entrance Fee and the Annual Member's Subscription.
- 2.3. The Board has absolute discretion and may, without reason, refuse to register a person as a Member of the Club;
- 2.4. The Board may, from time to time, prescribe the maximum number of Members, or the maximum number of Members in any category of Members, provided that the number of Ordinary Members, at any time, shall not be less than 300.

### **3. PROPOSAL FOR MEMBERSHIP**

- 3.1. An Applicant for an Ordinary Membership shall be proposed by a Member.
- 3.2. Each proposal for Membership shall be in writing, in a form prescribed by the Board, from time to time, and lodged with the Secretary or the Secretary's nominee or nominees, together with an amount equal to the aggregate of:
- (a) The Entrance Fee (if any), and
  - (b) The anticipated amounts payable for:
    - (i) The Annual Member's subscription payable for the then current Membership year; or
    - (ii) In the case of multiple-year Membership applications, the Annual Subscriptions for the duration of that Membership.
- 3.3. As soon as practicable after receiving the proposal for Membership, the Board or a Sub-Committee of the Board, set up for the purposes of this Section, shall, by resolution, determine whether to grant Membership.
- 3.4. Only the Board may, by unanimous resolution, admit to Membership, a person who has previously had his or her Membership terminated under this Constitution or been expelled under the Rules of the Association.
- 3.5. The Secretary or the Secretary's nominee or nominees shall notify the Applicant of the success or rejection of the proposal of Membership.
- 3.6. (a) If the proposed Membership is unsuccessful, all moneys paid by the Applicant in relation to the proposal of Membership shall be refunded to the Applicant;

- (b) If the proposal for Membership is successful, the Secretary or Secretary's nominee or nominees shall enter the Applicant name in the Register of Members, whereupon the Applicant shall become a Member (in the category in which the Applicant was proposed and approved).
- 3.7. The Secretary shall, on behalf of the Club:
- (a) keep a Register of the Members and former Members as required by the Act, and
  - (b) record in the Register of Members, any notice of changes of address or other particulars relating to Members.
- 3.8. The Secretary shall, on behalf of the Club, keep a record of all nominations and elections relating to Memberships for a period of not less than 2 years.
- 3.9. In the period between the proposal for Membership specified in Rules 3.1 and 3.2, and the determination referred to in Rules 3.3 through to 3.6 inclusive, an Applicant shall be granted Membership with all the rights and privileges of a Temporary Member.

#### **4. MEMBERSHIP ENTITLEMENTS:**

- 4.1. The premises occupied by the Club, and the facilities and property of the Club, shall, at all times, be kept and maintained for the benefit of the Members generally;
- 4.2. A person (whether or not a Member), is not entitled, under this Constitution or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not available equally to all Members other than a profit, benefit or advantage:
- (a) that arises under an agreement where the parties are dealing with each other at arms length; or
  - (b) conferred on a Member under a resolution passed at a General Meeting of the Club which includes remuneration and reimbursement of an officer or employee of the Club; or
  - (c) as otherwise allowed by law.
- 4.3. A person (whether or not a Member), is not entitled, under this Constitution or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from:
- (a) the Club having applied for a grant of a licence under the Gaming Law,
  - (b) the grant of a licence to the Club under the Gaming Law, or
  - (c) any added value that may accrue to the premises of the Club because of the grant of the licence to the Club under the Gaming Law;

that is not available equally to all Members;

- 4.4. The rights, privileges and obligations which a person has, by reason of being a Member:
- (a) are not capable of being assigned to another person, and
  - (b) terminate upon cessation of that person's Membership.
- 4.5. A person who is not a Member of the Club shall not be supplied with liquor on the premises of the Club unless the person:
- (a) is on the premises of the Club at the invitation of a Member of the Club who is present on the premises of the Club; and
  - (b) has the consent of the Club.
- 4.6. The Club shall not make any payment by way of commission, profit or allowance from, or upon the receipts from, the supply of liquor on the premises of the Club.

## **5. LIFE MEMBERS**

- 5.1. On recommendation of the Board but not otherwise the Club may by Special Resolution, and subject to Rule 5.2 elect an Ordinary Member to be a Life Member.
- 5.2. The number of Life Members shall not, at any time exceed 5% of the number of Voting Members.
- 5.3. The Annual Subscription for a Life Member shall be fixed at 5 cents, if and when demanded.

## **6. CESSATION OF MEMBERSHIP**

- 6.1. A person ceases to be a Member if that person:
- (a) dies;
  - (b) resigns in accordance with Rule 6.4;
  - (c) has its Membership terminated by the Club; or
  - (d) forfeiture in accordance with Rule 6.2.
- 6.2. If a Member does not pay the Annual Member's Subscription within 1 month of its due date (or such longer period, not exceeding 360 days, as the Board may, from time to time, determine). However, the Board may reinstate the Member's Membership on payment of all arrears if the Board thinks fit to do so.
- 6.3. The Secretary shall record, in the Register of Members, the effective date of cessation of the Member being:
- (a) in the case of death, the date of death;
  - (b) in the case of resignation, the date of expiry on the notice given in accordance with Rule 6.4(b);
  - ~~(c) in the case of termination, the date determined by the Board, but not being~~

earlier than the date that the Board confirms the termination under Rule 9.4; and

- (d) in case of failure to pay the Annual Member's Subscription, the date determined by the Board, being not earlier than the date that the Annual Member's Subscription became due.

6.4 A Member is not entitled to resign from Membership, unless that Member has:

- (a) paid all amounts payable by the Member to the Club, and
- (b) given not less than 30 days (or such a lesser period as the Board may, from time to time, determine) notice in writing to the Secretary of intention to resign.

**7. ENTRANCE FEE & ANNUAL MEMBER'S SUBSCRIPTION ("MEMBER'S CONTRIBUTION")**

7.1. The Entrance Fee payable, if any, by Applicants for Membership shall be an amount determined by the Board, except in the case of an Application by a former Member where the Board may with absolute discretion, waive the payment of the Entrance Fee.

7.2. Each Member shall pay an Annual Member's Subscription which, for each class of Member, other than Life Members, shall subject to Rules 7.3, 7.4 and 7.5 be the amount determined by the Board.

7.3. The Board may, in its absolute discretion, prescribe Concessional annual subscription for Members who are approved for Membership as Ordinary Members, Life Members and Temporary Members on a date being more than 6 months after the commencement date of the then current Membership Year, but for that Membership Year only.

7.4. The Board may, in its absolute discretion prescribe Concessional annual subscriptions for Members:

- (a) who, at the time of their Annual Member's Subscription payments are deemed qualified, under the Social Security Act 1991 to receive an age pension or disability support pension, or
- (b) whose spouse is also a Member.

7.5. The Board may, in its absolute discretion, offer multiple year Memberships with Concessional annual subscriptions.

7.6. All Annual Member's Subscriptions shall be payable in advance:

- (a) in the case of a Applicant, in accordance with Rule 3.2;
- (b) otherwise, on the first day of each Membership Year; or
- (c) in the case of a continuing multiyear Membership, on the first day of the Membership year immediately following the expiry of the multiyear Membership.



**8. LIABILITY OF MEMBERS**

- 8.1. The liability of each Member towards the payment of liabilities of the Club for the costs, charges and expenses for which the Club is liable for upon winding up, is limited to the amount, if any, unpaid by the Member for the Member's Contribution.

**9. DISCIPLINE OF MEMBERS**

- 9.1. (a) An authorised staff member is empowered to eject a Member from the Club's premises or use of the Club's property if, in the reasonable opinion of that authorised staff member, the Member is intoxicated, violent, argumentative or disorderly.
- (b) An authorised staff member is a Member who is authorised orally or in writing by the Board or the Manager of the Club to exercise powers under this Section.
- 9.2. Following an ejection under Rule 9.1, the Secretary, or any other staff member authorised by the Board may advise such Member, by notice in writing, to stay off Club premises until a hearing under this Rule takes place.
- 9.3. Where the Board, or the Sub-Committee set up under Section 17, considers a Member has refused or neglected to comply with a provision or the provisions of this Constitution, or has acted in a manner prejudicial to the interests of the Club, the Board or Sub-Committee may convene a hearing to determine the case against the Member, notice of which shall be given to the Member. Notification may be given by the Secretary or other Officer authorised by the Board.
- 9.4. A notice under Rules 9.2 or 9.3 shall advise a Member of the:
- (a) grounds of complaint against the Member;
- (b) date, time and place of the hearing;
- (c) Members right to appear before the Board, or Sub-Committee set up under Section 17, to state his or her case in writing or orally.
- 9.5. A hearing shall take place within 28 days of the ejection under Rule 9.1 or the resolution under 9.3, but no sooner than 7 days of the notice provided to the Member.
- 9.6. At the hearing, the Board or Sub-Committee shall:
- (a) give the Member an opportunity to make oral representations;
- (b) give due consideration to any oral or written representations submitted to the Board or Sub-Committee prior to the hearing.

9.7. At the conclusion of the hearing, the Board or Sub-Committee, may decide to:

*In the case of ejection:*

- (a) reinstate the right to enter Club premises or use Club property;
- (b) extend the refusal to enter Club premises or use Club property for such a period as it determines.

*In all cases:*

- (c) reprimand the Member;
- (d) suspend the Member from enjoying such rights and privileges of Membership as it determines;
- (e) impose a good behavior period on the Member, such that if he or she is found to have re-offended in that period, a minimum penalty equivalent in time to the period may be imposed;
- (f) expel the Member from Membership;
- (g) adjourn the matter for further consideration for a maximum of 28 days during which time the Member may be directed, at the direction of the Board or Sub-Committee, not to re-enter the premises.

9.8. The Board or Sub-Committee need only advise the Member orally of its decision.

9.9. Where a hearing has been conducted by a Sub-Committee a Member may request the Board reconsider a decision within 14 days of being notified of the decision. Any penalty imposed shall stand until reconsideration. The reconsideration shall be dealt with in accordance with the provisions for the hearing of disciplinary proceedings. Upon reconsideration, the Board may exercise any of the powers exercised by the Sub-Committee and may amend any decision as it sees fit, including the imposition of a more severe penalty.

9.10. The rules of evidence do not apply to hearings or reconsideration under this Section.

9.11. A Member does not have a right to be legally represented except at the discretion of the Board or Sub-Committee.

9.12. Where a Member has been given notice, the Board or Sub-Committee may make a decision in the absence of the Member.

9.13. The Board or Sub-Committee may amend a ground of complaint where such amendment does not, in the opinion of the Board or Sub-Committee, materially prejudice the interests of the Member attending the hearing or reconsideration.

9.14. Penalties imposed for more than one ground of complaint under this rule can be imposed concurrently or cumulatively.

9.15. Except as provided by this Constitution or at law, there shall be no appeal against a decision of the Sub-Committee or Board under this Section.

## **PART III THE BOARD**

### **10. POWERS OF THE BOARD**

10.1. Subject to the Act and this Constitution, the Board:

- (a) shall control and manage the business affairs and operations of the Club;  
and
- (b) may exercise all the powers and functions of the Club that are not by the Act, or this Constitution, required to be exercised by the Club in a General Meeting; and
- (c) has the power to perform acts and do all things that the Board believes to be necessary or desirable for the proper management of the affairs of the Club, including the following;
  - (i) to provide and maintain facilities for the promotion and encouragement of the objects of the Club.
  - (ii) to subscribe to, become a member of and co-operate with any other club association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club;
  - (iii) to purchase, take on, lease, hire or otherwise acquire any land, building, easement, or property, real and personal, and any rights or privileges which may be required for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Club.
  - (iv) to enter into any arrangements with any government or authority, that may seem conducive to the Club's objects or any of them; and to obtain from any such government or authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
  - (v) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen, consultants and other persons as may be necessary or convenient for the purposes of the Club;
  - (vi) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences that may be necessary or convenient for the purposes of the Club;
  - (vii) to construct, improve maintain, develop, work, manage, carry out, alter or control any house, building, ground, work or conveniences which may seem calculated directly or indirectly to advance the Club's interests;
  - (viii) to invest and deal with the money of the Club not immediately required in such manner as may be permitted by law, including but not limited to entering into any derivatives contract or purchase or sell or deal in any derivatives product and otherwise to do and perform all things incidental to such contracts and dealings including to operate, utilise and deal with the facilities of any stock exchange either directly or indirectly or through any broker or agent in any market operating anywhere in the world;

- (ix) to borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same;
- (x) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club;
- (xi) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others;
- (xii) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise;
- (xiii) to print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects; and
- (xiv) to make donations for patriotic or charitable purposes.

## **11. CONSTITUTION AND TERM OF THE BOARD**

- 11.1. The Board shall consist of eight Directors, five of whom shall be Associate Directors as nominated by the Association being an associated organisation as defined under the Gaming Law and three of whom shall be Ordinary Directors elected by the Voting Members.
- 11.2. All Directors must be Members of the Club and be elected in accordance with Rule 12. Not less than 5 of the Directors must be Associate Directors.
- 11.3. Only Directors shall be eligible to be elected as Office Bearers and the Board:
- (a) shall elect the Office Bearers at the first meeting of the Board to be held following the Annual General Meeting, and
  - (b) if there is a vacancy in a position of Office Bearer, may appoint another Director to fill that vacancy.
- 11.4. Each Director elected will be appointed for a two year period. The elections of the Board of 8 will be conducted in accordance with the successive two year terms so that in any given year only a total of 4 of the 8 Directors will be eligible for re-election.
- 11.5. In each alternate year out of the 4 Directors eligible for re-election having completed their 2 year term there shall consist of 3 Associate Directors and one Ordinary Director to be appointed in odd years and 2 Associate Directors and 2 Ordinary Directors to be appointed in each even year.
- 11.6. If there is a vacancy in the Board the Directors of the Club may appoint in the case of a vacancy in an office previously occupied by an Associate Director, an Associate Director nominated by the Association and in the case of an Ordinary Director any member who satisfies the requirements of Rule 12.
- 11.7. A person appointed pursuant to Rule 11.4 shall consent to such appointment in writing.

## **12. ELECTION OF DIRECTORS**

- 12.1. A person shall not be eligible for election as a Director or appointment if that person:
- (a) is an employee of the Club; or
  - (b) is an employee of any Other Club; or
  - (c) is a Director or office bearer, or Member of a Board of any Other Club;  
or
  - (d) is not a Suitable Person; or
  - (e) fulfils any Disqualifying Ground; or
  - (f) has been an employee of the Club in the preceding 24 months; or
- 12.2. Nomination of candidates for the election of all Directors shall be made in writing:
- (a) signed by any two of the following Members: Ordinary Members and Life Members;
  - (b) accompanied by the written consent of the candidate (which may be endorsed on the nomination) in which the candidate agrees to be bound to internal policies of governance and discipline as determined by the Board from time to time; and
  - (c) delivered to the Secretary no later than 5.00pm on the last Thursday in July immediately before the date fixed for the Annual General Meeting.
- 12.3. Once nominations have closed and until conclusion of the Annual General Meeting, the Secretary shall display on the Notice Board the name of each candidate for the information of Members.
- 12.4. In respect of those candidates to be nominated for the positions of Associate Director, the following provisions shall apply:
- (a) if there are less nominations than the number of vacancies (namely 2 in even numbered years and 3 in odd numbered years), the candidates nominated shall be declared elected and further nominations for the remaining vacancies shall be called for by the Association;
  - (b) if there are the same number of nominations as the number of vacancies (namely 2 in even numbered years and 3 in odd numbered years), the candidates nominated shall be declared elected;
  - (c) if the number of nominations exceeds the number of vacancies, (including vacancies referred to under Rule 12.4(a)), all nominations will be provided to the Association by the Secretary whereby the Association shall then determine the successful candidates and notify the Secretary within 14 days of receipt of the nominations; and

- (d) all unsuccessful candidates for the position of Associate Director shall be automatically included as candidates for the remaining Director positions on the Board.
- 12.5. In respect of those candidates to be nominated for the remaining position(s) of Ordinary Director, which will comprise the unsuccessful candidates for the position of Associate Director, the following provisions shall apply:
- (a) if there are less nominations than positions available, those candidates shall be declared elected and further nominations for the remaining vacancies shall be called for, and may be received, at the Annual General Meeting;
  - (b) if the number of nominations equals the number of positions available, the candidates nominated shall be declared elected; and
  - (c) if the number of nominations exceeds the number of vacancies (including vacancies referred to under Rule 12.5(a)), a ballot for determining who, amongst those candidates, shall be elected to those vacancies, shall be held at the Annual General Meeting.
- 12.6. If insufficient further nominations are received under Rules 12.4(a) and 12.5(a), any vacant positions remaining on the Board may be filled in accordance with Rule 11.6.
- 12.7. At an Annual General Meeting:
- (a) if it has not already been completed, the ballot for the election of Associate Directors shall be completed prior to any ballot for the remaining positions on the Board; and
  - (b) the ballot for positions unfilled shall be conducted in accordance with, and in the manner determined by, a resolution of the Board, from time to time.
- 12.8. A person is not eligible to contemporaneously hold more than one position on the Board.
- 12.9. If it is afterwards discovered that there was some defect in the election or appointment of a person to be a Director, or to act in that capacity, or that a person so elected or appointed was disqualified, all acts done by that person are valid as if the person had been duly elected or appointed and was qualified to act in that capacity.
- 12.10. The Club shall keep records of nominations and elections for two years following an election.
- 13. SECRETARY**
- 13.1. The Board shall appoint a person as a Secretary of the Club pursuant to the Act.
- 13.2. The Secretary shall hold the office upon such terms and conditions as determined by the Board.

13.3. The Secretary shall, as soon as practicable after appointment, notify the Club of his/her personal details as required under the Act.

13.4. The Secretary shall:

- (a) give notice;
  - (i) to Directors of all Board meetings, and
  - (ii) to Members of all General Meetings;
- (b) keep minutes of:
  - (i) all elections and appointments of Directors;
  - (ii) the names of all Directors and Members present at Board meetings and general meetings; and
  - (iii) all proceedings at Board meetings (including disclosures by Directors in accordance with Part 2d.1 Division 2 of the Act) General Meetings.
- (c) amendments of the Register of Members;
- (d) perform the functions of the Secretary as set out in this Constitution; and
- (e) carry out other duties as directed by the Board.

#### **14. REMOVAL OF DIRECTORS**

14.1. A person shall be removed as a Director of the Club if they are disqualified in accordance with the Act.

14.2. The Club by resolution may remove a Director of the Club in accordance with the Act.

14.3. A person who replaces a Director removed under this Section shall be deemed to have become a Director on the same date as the removed Director was and shall retire on the same date that the removed Director was, but shall be eligible for reappointment in accordance with this Constitution.

#### **15. VACANCY IN THE BOARD**

15.1. For the purposes of this Constitution a vacancy in the office of a Director occurs if the Director:

- (a) dies;
- (b) ceases to be an Ordinary Member or a Life Member or a General Member;
- (c) resigns from office;
- (d) is removed from office under rule 14; or

- (e) is disqualified from managing a company under the Act.
- 15.2. A person who is a Director ceases to be a Director upon and by virtue of that person:
- (a) becoming an employee of the Club;
  - (b) becoming an employee of any Other Club; or
  - (c) becoming a Director or office bearer or Member of a Board of any Other Club .

## **16. BOARD MEETINGS**

- 16.1. The Board shall meet at least once in each calendar month at the place and time determined by the Board from time to time.
- 16.2. Additional meetings of the Board may be convened by the President or, in his or her absence from the Australian Capital Territory, the Vice President.
- 16.3. Oral or written notice of a Board meeting shall be given by the Secretary to each Director at least forty eight hours (or such other period as may be unanimously agreed upon by the Board) before the time appointed for holding the meeting.
- 16.4. At least four Directors (personally present or participating by telephone or electronic media) shall constitute a quorum for the business of a meeting of the Board.
- 16.5. No business shall be transacted by the Club unless the quorum is present and if within half an hour after the time appointed for the meeting, the quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and at the same place.
- 16.6. If, at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the meeting the meeting shall be dissolved.
- 16.7. At a meeting of the Board:
- (a) the President or in the absence of the President, the Vice President shall preside; or
  - (b) if the President and the Vice President are both absent, one of the remaining Directors shall be chosen by the Directors present to preside, and
- in each case the person presiding shall have the powers and functions of the President during the meeting.
- 16.8. Except as provided by the previous provisions of this Section, the procedure to be followed at a meeting of the Board shall be as determined by the Board, from time to time, and the person presiding shall be responsible for the proper conduct of each meeting.
- 16.9. A meeting of the Board may be called or held using any technology that provides contemporaneous linking together by an instantaneous communication



## **17. DELEGATION BY THE BOARD TO A SUB-COMMITTEE**

- 17.1. The Board may, by instrument in writing, delegate to one or more Sub-Committees (consisting of one or more Voting Members and/or officers of the Club nominated, from time to time by the Board) the exercise of any of the functions of the Board as specified in the instrument other than:
- (a) this power of delegation; and
  - (b) a function, which is a function, imposed on the Board by the Act or by any other law.
- 17.2. A function, the exercise of which has been delegated to a Sub-Committee under Rule 17.1 may while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- 17.3. Each person appointed to the Sub-Committee shall hold office until their appointment is revoked..
- 17.4. Except as provided by the previous provisions of this Section, a delegation under this Section, may be subject to any conditions or limitations as to:
- (a) the exercise of any function;
  - (b) time; or
  - (c) circumstances,
- that may be specified in the instrument of delegation.
- 17.5. No delegation of this clause shall prevent the Board from exercising any delegate function.
- 17.6. Any act or thing done or permitted to be done by a Sub-Committee, acting in the exercise of a delegation under this Section, has the same force and effect as it would have if it had been done or permitted to be done by the Board.
- 17.7. The Board may, by instrument in writing, revoke wholly or in part, any delegation under this Section.
- 17.8. The procedure to be followed at a meeting of a Sub-Committee, and the frequency of those meetings, shall be as directed by the Board and, failing any direction, as determined, by the Sub-Committee.

## **18. VOTING & DECISIONS**

- 18.1. Questions arising at a meeting of the Board shall be determined by a majority of the votes of the Directors present at the meeting.
- 18.2. Each Director present at the Board meeting (including the person presiding at the meeting) is entitled to one vote but in the case of equality of votes on any question the person presiding may exercise a second or casting vote.

- 18.3. The Club may pass a resolution without a meeting being held if all the Directors are in favour of the resolution and the resolution is duly recorded.
- 18.4. Subject to Rule 16.5, the Board may act notwithstanding any vacancy on the Board.
- 18.5. A resolution passed under rule 18.3 is passed when the last Director consents to the resolution.
- 18.6. Any act or thing done or permitted, or purported to have been done or permitted, by the Board or by a Sub-Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Director or Member of that Sub-Committee.

#### **PART IV –GENERAL MEETINGS**

##### **19. ANNUAL GENERAL MEETINGS**

- 19.1. The Board shall, at least once in every calendar year and within the period of five months after the expiration of each Club Year, convene an Annual General Meeting of its Members and the company must hold that Annual General Meeting within eighteen months after its registration.
- 19.2. The Annual General Meeting shall, subject to the Act and Rule 19.1 be convened on a date and at a place and time determined by the Board.
- 19.3. In addition to any other business that may be transacted at the Annual General Meeting, the business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting,
  - (b) the consideration of the annual financial report, Director's report, Auditor's report;
  - (c) to receive from the Board, any other reports on activities of the Club during the last preceding Club Year;
  - (d) the election of Directors;
  - (e) the appointment of an Auditor; and
  - (f) the fixing of the Auditor's remuneration.

##### **20. CONVENING OF GENERAL MEETINGS**

- 20.1. Any Director of the Club may whenever he or she thinks fit convene a General Meeting of the Club.
- 20.2. A Member shall be entitled to convene a General Meeting in accordance with the provisions of the Act.

## **21. NOTICE OF GENERAL MEETINGS**

21.1. The Secretary shall display upon the Notice Board:

- (a) at least twenty one days prior to the date of the General Meeting; or
- (b) such other period as allowed under the Act

a notice, specifying the place, date and time of the meeting, the nature of the business proposed to be transacted at the meeting and (if applicable), notice of the intention to propose a resolution as a Special Resolution.

21.2. No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except in the case of an Annual General Meeting business that may be transacted under Rule 19.3.

## **22. PROCEDURE AT GENERAL MEETING**

22.1. No item or business shall be transacted at a General Meeting unless a quorum is present at the time the meeting is open for the transaction of the business.

22.2. The quorum for a transaction of business at a General Meeting is:

- (a) in the case of any Annual General Meeting, 30 Voting Members; and
- (b) in the case of any other General Meeting 5% of the total number of Voting Members.

22.3. Only Voting Members may attend a General Meeting.

22.4. A Voting Member is not entitled to attend or vote at a General Meeting of the Club unless all money due and payable by that Member to the company has been paid.

22.5. If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:

- (a) if convened upon the requisition of Members, shall be dissolved, and
- (b) in any other case shall stand adjourned at the same day on the following week at the same time and at the same place.

22.6. If, at the adjourned Meeting, a quorum is not present within ½ hour after the time appointed for the commencement of the Meeting, the Voting Members present, being not less than 10, shall constitute a quorum.

22.7. At General Meetings of the Club:

- (a) the President, or in the absence of the President, the Vice President shall preside; or
- (b) if the President and the Vice President are both absent, the Voting Members present shall elect another Director or, if no other Director is present one of their number to preside at the meeting.

22.8. The person presiding at the General Meeting at which a quorum is present may, with the consent of the majority of Voting Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than a business left unfinished at the meeting which the adjournment took place.

**23. VOTING**

23.1. Each Ordinary Member and Life Member has one vote.

23.2. In the case of equality of votes on any question at the General Meeting, the person presiding is entitled to exercise a second or casting vote.

**PART V**

**MISCELLANEOUS**

**24. BY-LAWS**

24.1. The Board shall have power, from time to time, to make by-laws, not inconsistent with this Constitution, prescribing all matters which, by this Constitution, are required or permitted to be prescribed or which may be necessary, expedient or convenient for the proper conduct and management of the Club and, in particular, but not exclusively, it may make by-laws regulating:

- (a) the terms and conditions upon which Temporary Members and visitors may be permitted to use the premises and property of the Club,
- (b) at the times of opening and closing the premises of the Club or any part of those premises;
- (c) the rules to be observed, and the prizes to be played for, by Members, Temporary Members or visitors playing any game on the premises of the Club,
- (d) subject to the Laws the setting aside of the whole, or any part, of the premises of the Club, at any particular time, for any particular purpose,
- (e) the imposition of penalties for the breach of any by-law or any part of this constitution by virtue of the contractual relationship between the Club and the Member and/or as a condition of entry and use of the Club premises and facilities,
- (f) the procedure at General Meetings and meetings of the Board,
- (g) the conduct of the Members in relation to one and other and to the employees of the Club, and
- (h) generally, all other matters that will enable the Club to fulfill its objectives as outlined in the Constitution,

provided always that those by-laws or this Constitution shall not prohibit the playing of games of chance for money on the premises of the Club and shall comply with all relevant legislation.

- 24.2. The Board shall have power, from time to time to amend or appeal any by- laws.
- 24.3. All by-laws shall be displayed on the Notice Board as soon as practicable after they are made.
- 24.4. A by-law shall, so long as it is in force, be binding on all Members and all persons entitled to use the premises or property of the Club but may be set aside by resolution of a General Meeting.

## **25. INCOME**

- 25.1. The income of the Club shall be applied solely towards the promotion of the Objects and no part of the income shall be paid or transferred directly or indirectly, to the Members, by way of profit.
- 25.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two persons authorised to do so by a resolution of the Board.
- 25.3. All electronic transfer of payments shall only be done after authorisation has been received by any two persons authorised to do so by resolution of the Board.

## **26. ACCOUNTS & AUDIT**

- 26.1. The Club shall keep accounting records that comply with the Act.
- 26.2. The Club shall:
  - (a) cause a statement of account to be prepared at the end of its Club Year in accordance with the Act,
  - (b) present to the Annual General Meeting, an audited statement of accounts and associated reports required under the Act,
  - (c) make available a reasonable number of copies of the audited statement of account and reports for perusal by Members, and
  - (d) appoint an auditor in accordance with the Act.

## **27. RECORDS**

- 27.1. Subject to the Act, the Regulations and this Constitution, the books, records and other documents relating to the Club shall be in the custody of the Secretary.
- 27.2. Except:
  - (a) as provided by the Act, the Regulations or this Constitution;
  - (b) as permitted by any other law;

- (c) as directed by any Court; or
- (d) with the consent of the Board, which shall not be unreasonably withheld,

Members shall not be entitled to inspect the books, records or any other documents kept by the Club.

## **28. SERVICE OF NOTICES**

28.1. For the purposes of and except as otherwise provided by this Constitution, a notice may be served by, or on behalf of the Club upon any Member:

- (a) by being served personally upon the Member, or
- (b) by being delivered to or being sent by post at the Club's expense to the Member at his or her address shown in the Register of Members.

28.2. Where a notice is sent to a person by prepaid post unless the contrary is proved, it shall be taken for the purposes of this Constitution and the Act to have been served on the person at a time at which the notice would have been delivered in the Ordinary course of post.

28.3. Any notice to be given to Members, or class of Members generally, may be given by being placed on the Notice Board.

## **29. ALTERATION OF OBJECTS AND THE CONSTITUTION**

29.1. Subject to the Act and to the succeeding provisions of this Rule, the Club may modify or alter this Constitution by Special Resolution.

29.2. Notwithstanding this Constitution, a Special Resolution under Rule 29.1 shall be notified and conducted in accordance with the Act.

29.2A The Board may also amend this Constitution in accordance with a direction by the Commission under Section 148B of the Gaming Machine Act 2004 without a special resolution of the Members. Members will be advised of any changes to the Constitution made under this provision by notice being provided on the Notice Board within one month of the change being made.

29.3. No Member of the Club shall be bound by a modification of the Constitution made after the date on which they became a Member so far as the modification increases the Member's liability to contribute or otherwise pay as a result of the winding up of the Club.

## **30. PLACE OF BUSINESS/S**

30.1 The Club shall have a Registered Office and at these premises, the Club display the words "Registered Office".

30.2 If the Club changes its registered office it shall notify the authority within 14 days after such change in a manner prescribed under the Act.

- 30.3 The Registered Office shall be open from 10am to 4pm each business day, unless the Board determines otherwise and complies with Rule 30.4.
- 30.4 Any change shall be notified to the Authority as required under the Act.
- 30.5 The Club shall have a principal place of business, which may be the same as the Registered Office, and any such change to the principal place of business shall be done in accordance with Rule 30.4.

### **31. COMMON SEAL**

- 31.1 The common seal of the Club shall be kept in the custody of the Secretary;
- 31.2 The common seal shall contain the Club's name, the expression "Australian Company Number" and the Club's ACN, or such other abbreviations of these as permitted under Section 149 of the Act.
- 31.3 The common seal shall not be affixed to any instrument unless attested by the signature of a Director and either:
- (a) the Secretary, or
  - (b) another Director.
- 31.4 There is no requirement for the Club to affix a common seal to any instrument and where the common seal is not affixed to an instrument, the instrument shall be attested in the same manner outlined in Rule 31.3.

### **32. WINDING UP**

- 32.1 Upon the winding up of the Club any surplus property of the Club after all provable debts have been satisfied, shall subject to any trust affecting that property or part of it, be taken to vest in the Tuggeranong Valley Rugby Union Football Club Incorporated or its successors.