

RULES
of
PERTH-BAYSWATER
RUGBY UNION CLUB
INCORPORATED



RULES OF PERTH – BAYSWATER RUGBY UNION CLUB INCORPORATED

Definitions

Act means the *Associations Incorporation Act 2015*.

Annual General Meeting means the Meeting convened under Rule 19.

Association means the Association referred to in Rule 1.

Chairperson means the person presiding at the Board meeting or a General Meeting in accordance with rule 11.

Commissioner means the Commissioner as per section 153 of the Act.

Management Committee means the Management Committee of the Association referred to in Rule 10.

Management Committee Member means person referred to in Rule 10 (b).

Participating Member means a Life Member, Playing Member or Social Member as set out in Rule 5.

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

President means the President referred to in Rule 11.

Secretary means the Secretary referred to in Rule 12.

Special General Meeting means a General Meeting of Members other than the Annual General Meeting referred to in Rule 20.

Special resolution means a resolution that requires 75% of votes cast to be carried and required in certain circumstances by Association Rules or the Act.

Supporting Member means an Honorary Member, Associate Member or Junior Member as set out in Rule 5.

Treasurer means the Treasurer referred to in Rule 13.

Vice-Presidents means the Vice-Presidents referred to in of Rule 14.

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RULES OF PERTH – BAYSWATER RUGBY UNION CLUB INCORPORATED

1. Name

The name of the incorporated association is PERTH-BAYSWATER RUGBY UNION CLUB INCORPORATED ("**the Club**").

2. Registered Office

The registered office of the Club shall be at The Clubrooms, Pat O'Hara Reserve, Wellington Road, MORLEY, WA 6062 or at such other place as the Management Committee may from time to time determine.

3. Objects and purposes of the Association

The objects and purposes of the Club are as follows:

- a) To play, promote, foster, conduct and propagate the game of rugby union in the State of Western Australia or elsewhere under the laws and in the spirit intended and fostered by the International Rugby Board, Rugby Australia and the Western Australian Rugby Union (hereafter referred to as "**RugbyWA**");
- b) To form teams to compete and participate in competitions held in the State of Western Australia or elsewhere;
- c) To provide or assist in the provision of training and teaching facilities for rugby union played in accordance with the rules of RugbyWA or Rugby Australia;
- d) To promote and foster community interest in rugby union;
- e) To develop, promote, assist and manage junior rugby clubs, organisations and bodies throughout the State of Western Australia or elsewhere as may be decided upon by the Management Committee from time to time; and
- f) The property and income of the Club shall be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those objects or purposes.

4. Powers of the Association

The powers vested in the Club are as follows:

- a) To prescribe laws, rules, regulations and by-laws governing the rules of play and the conduct of players, officials and members of the Club or of junior rugby clubs, bodies or Associations within its jurisdiction, and enforce the same by suspension or expulsion or disqualification or the imposition of such other penalties as the Club may think fit;

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- b) To lay-out, construct, repair and maintain premises and grounds, clubhouses and other buildings or structures and to provide accommodation for the members of the Club and their guests upon premises occupied by the Club;
- c) To give such security for the discharge of liabilities incurred by the Club as the Club sees fit;
- d) To acquire, hold, deal with, and dispose of any real or personal property;
- e) To borrow money upon such terms and conditions as the Club thinks fit;
- f) To invest and deal with any or the funds of the Club not immediately required for the purposes thereof upon such securities or investments and in such manner as the Management Committee may from time to time see fit and to vary and realise such securities and investments provided that such funds shall be invested only in such forms of securities and investment as are permitted by law for the investment of trust moneys;
- g) To enter into any arrangement with any government or local authority that may seem conducive to any of the Club's objects and to obtain from any such government or local authority any rights, privileges and concessions which the Management Committee may from time to time see fit;
- h) To appoint and employ or remove or suspend any person that the Management Committee may require for the management, maintenance and running of the Club;
- i) To take such steps by personal or written appeal, public meeting or otherwise as the Management Committee may from time to time deem expedient for the purpose of procuring contributions to the funds of the Club;
- j) To print and publish any newspapers, periodicals, books or leaflets that the Management Committee may deem desirable for the promotion of its objects;
- k) To subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club;
- l) To carry out all such activities as may be necessary, convenient or expedient for the attainment or promotion of the objects of the Club, which includes overall management of junior rugby union affiliated to the Club as a sub-division as set out in Schedule 2;
- m) To do all such acts, deeds, matters and things as are incidental and conducive to the attainment of the objects of the Club;
- n) Subject to these rules to impose and collect from any Member subscriptions, fees, fines or other moneys for the purpose of carrying on or furthering the objects of the Club;
- o) To take legal or other action against any Member or other person who may be acting in any way contrary to the interests of the Club or contrary to the rules; and
- p) To enter into any other contract it considers necessary or desirable.

5. Membership

The Club shall consist of an unlimited number of Members of the categories set out below.

a) Life Members

Any Member of the Club who has rendered outstanding service to the Club as a player, official, administrator or supporter of the Club over a period of not less than 10 years may be elected at any General Meeting as a Life Member of the Club. The following procedure shall be observed in the election of a Life Member of the Club:

- i. A notice of nomination signed by at least two Members of the Club and by the nominee consenting shall be given to the Secretary.
- ii. The Secretary shall include any such notice of nomination in the agenda of business to be transacted at the immediate next General Meeting.
- iii. The nominee shall be elected as a Life Member of the Club by the assent of 75% of the Members present and voting.
- iv. The Secretary shall then notify the nominee in writing of such election.

b) Playing Members

Any person who is not a Playing Member with another club in RugbyWA shall be eligible to become a Playing Member. The following procedure shall be observed in the election of a Playing Member:

- i. All applications for Playing Membership must be made upon the forms approved by the Management Committee and shall be given to the Secretary.
- ii. In addition, every applicant shall complete any form prescribed by Rugby Australia or RugbyWA and submitted to the Secretary.
- iii. The Secretary shall include all applications for Playing Membership in the list of business to be transacted at the next meeting of the Management Committee.
- iv. Playing Members shall be elected by the Management Committee by a majority of votes.
- v. Within 7 days of the meeting referred to in sub-clause (iv) above, the Secretary shall place on the notice board at the registered office a list of the Playing Members so elected and the amount of membership fees payable and such notice shall be deemed sufficient notice to the Playing Member of his election and the amount of membership fees payable by such member.

c) Social Members

Any person shall be eligible to become a Social Member. The following procedure shall be observed in the election of a Social Member:

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- i. Candidates for election as Social Members shall be nominated in writing by two (2) Participating Members of the Club upon the form approved by the Management Committee from time to time and shall be given to the Secretary.
- ii. The Secretary shall include such notice of nomination in the list of business to be transacted at the next meeting of the Management Committee.
- iii. Social Members shall be elected by the Management Committee by a majority of votes.
- iv. Within 7 days of the meeting referred to in sub-clause (iii) above, the Secretary shall place on the notice board at the registered office a list of Social Members so elected and the amount of membership fees payable and such notice shall be deemed sufficient notice to the Social Member of his election and the amount of membership fees payable by such Member.

d) Honorary Members

Honorary Membership of the Club may be granted by the Management Committee as it may from time to time see fit. Honorary Members so appointed shall not hold any official position or be entitled to vote at any meeting. Honorary Membership may be granted to any person provided that the person is:

- i. either a Member of any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club; or
- ii. that person is regarded by the Management Committee to be a distinguished visitor.

e) Associate Members

Associate Members shall be Members of a club playing sport other than rugby union football under the auspices of the Club. Associate Members shall not hold any official position or be entitled to vote at any Meeting.

f) Junior Members

Junior Members shall be Members of the Club. Junior Members shall not hold any official position or be entitled to vote at any Meeting. The following procedure shall be observed in the election of a Junior Member:

- i. All applications for Junior Membership must be made upon the form approved by the Management Committee from time to time and shall be given to the Secretary.
- ii. The Secretary shall include such applications in the list of business to be transacted at the next meeting of the Management Committee.
- iii. Junior Members shall be elected by the Management Committee by a majority of votes.
- iv. Within 7 days of the meeting referred to in sub-clause (iii) above, the Secretary shall notify each Junior Member in writing of such election and the amount of membership fees payable.

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6. Membership Fees

- a) The level of membership fees payable by each category of membership and the time and manner of payment thereof and all matters pertaining thereto shall be determined by the Management Committee.
- b) Membership fees shall become due and payable at a date each category of Member has been notified of.
- c) A Member whose membership fees are not paid within 30 days after the date for payment, ceases to be a member, unless the Management Committee decides otherwise.

7. Officers of the Club

- a) The Officers of the Club shall consist of the following
 - i. President (1)
 - ii. Patrons (10)
 - iii. Vice-President Operations (1)
 - iv. Vice-President Administration (1)
 - v. Secretary (1)
 - vi. Treasurer (1)
 - vii. Solicitor (1)
 - viii. Club Captain (1)
 - ix. Club Coach (1)
 - x. Additional Members (6)
- b) No person who is not a participating Member of the Club shall be permitted to be an Officer of the Club.
- c) Nominations for appointment or election as an Officer of the Club shall be made in writing signed by two Members of the Club entitled to appoint or vote at such election, endorsed with the consent of the nominee, and must be delivered to the Secretary 14 days before the Annual General Meeting. The Secretary shall post on the notice board at the registered office 7 days before the Annual General Meeting a list of the candidates, provided that if the number of nominations received is less than the number required to fill any particular Office, then additional nominations for such Office shall be made verbally at the Annual General Meeting.
- d) Elections shall be by a show of hands or by a poll at the direction of the Chairperson in accordance with Rule 21, and only Participating Members shall be entitled to vote.
- e) The Chairperson may appoint a presiding officer and scrutineer to count the votes.

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- f) If any question is raised as to the validity of a voting paper or a poll the presiding officer shall be the sole judge as to whether it shall be accepted or rejected.
- g) If there is an equality of votes in favour of two or more candidates the Chairperson, in addition to his own vote as a Participating Member of the Club, shall have a casting vote so as to ensure the election of not more than the number of Officers necessary to fill the vacancies.
- h) The results of all elections shall be announced at the Annual General Meeting by the Chairperson and a copy of the results shall be posted within 7 days thereafter on the notice board at the Registered Office of the Club by the Secretary.
- i) Subject to any provisions to the contrary herein contained, the Officers of the Club shall be elected at the Annual General Meeting and they shall hold office until the next Annual General Meeting when they shall be eligible for re-election.

8. Disqualification of Officer

- a) A person shall be ineligible to be nominated as an Officer of the Club; and if an Officer of the Club, shall cease to be an Officer of the Club, if they:
 - i. die;
 - ii. resign their Office by notice in writing to the Club;
 - iii. are convicted of an offence that prohibits Directorship by operation of section 39 of the Act;
 - iv. are permanently incapacitated by mental or physical health;
 - v. are subject of a resolution passed at a General Meeting terminating their position as an Officer;
 - vi. cease to be a Member of the Club;
 - vii. if also a member of the Management Committee, fail to attend 3 consecutive Management Committee meetings without leave of absence.
- b) Further to sub-rule (a) and as per section 39 of the Act, a person shall be ineligible to be nominated as Member of the Management Committee; and if a Member of the Management Committee, shall cease to be a Member of the Management Committee, if they:
 - i. are undischarged bankrupts or their affairs are subject to insolvency laws;
 - ii. have been convicted of an offence in connection with the promotion, formation, or management of a body corporate;
 - iii. have been convicted of an offence involving fraud or dishonesty punishable by 3 months or more imprisonment; or
 - iv. have been convicted of an offence under Division 3 (duties of Officers provisions) or section 127 (duty with respect to incurring debt) of the Act.

A limitation period of 5 years applies to those prohibited due to conviction, this period commences at the later date of their conviction or release from custody if punished by imprisonment.

9. Disclosure of Interest

- a) A Member of the Management Committee who has a direct or indirect pecuniary interest in a contract or proposed contract, made by or in the contemplation of the Management Committee shall, as soon as they become aware of the interest, disclose the nature and extent of their interest to the Management Committee.
- b) In any event, any existing contract is not liable to be avoided by the Club on any ground arising from the fiduciary relationship between that Member and the Club, nor is that Member liable to account for profits derived from the Contract.
- c) The Secretary shall record such disclosure of conflicts of interest in the minutes of the meeting of the Management Committee at which it is made.

10. Management

- a) The management of the Club shall be vested exclusively in the Management Committee.
- b) The Management Committee shall consist of the President, the Vice-Presidents (2), the Secretary, the Treasurer, the Club Captain and the six (6) additional Members of the Club appointed as Officers.
- c) The Management Committee shall exercise general authority and control over the Club's other officers and any sub-committees appointed by the Management Committee. The Management Committee may:
 - i. establish sub-committees for any purpose and define their powers and duties and appoint Members of the Club to such sub-committees.
 - ii. appoint any Member of the Club to fill any vacancy in any Office or in any sub-committee.
 - iii. engage and dismiss employees and fix the terms and conditions of their employment and their rates of pay.
 - iv. make by-laws for regulation of the Club's affairs as may be considered desirable provided that no such by-laws shall be in conflict with these rules.
 - v. effect such insurance in respect of the Club's property and liability as shall be deemed necessary.
 - vi. raise funds from any such source for any necessary Club purpose and make suitable arrangements for the repayment thereof with or without interest.
 - vii. authorise expenditure of the Club's funds.
 - viii. authorise and arrange and generally control all competitions among Members of the Club and with other clubs.

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- ix. direct Trustees as to the manner in which they shall hold and deal with the property of the Club.
- x. elect Members in accordance with the rules.
- xi. in its absolute discretion to:-
 - A. impose fines or other penalties on Members for any breach of these Rules or any by-laws;
 - B. suspend or expel any Member who in its opinion has been guilty of misconduct on the Club's premises or elsewhere or in the opinion of the Committee has acted prejudicially to the interests of the Club;
 - C. suspend or expel any Member who in its opinion is unfit to be a Member of the Club; or
 - D. suspend any of its Officers or Members of any committee or sub-committee who in its opinion have been guilty of any neglect of duty, breach of confidence, or other misconduct

PROVIDED THAT any Member who, in the opinion of the Management Committee has committed any offence by virtue of which action can be taken, shall be summoned by 7 days prior written notice to appear before the Management Committee to show cause why the Management Committee should not exercise any of its powers of imposing fines on, suspension or expulsion of Members.
- xii. to do all such things as are incidental or conducive to the attainment of the above powers.
- d) The Management Committee shall meet not less than once in each month in the Club's premises or at such other place or places as the Management Committee shall from time to time determine.
- e) The Management Committee may meet at such other times for special purposes as may be necessary.
- f) Six (6) Members shall form a quorum of all Management Committee meetings.
- g) The Secretary shall convene such meetings by notifying each Member of the time and venue thereof.
- h) At each meeting the following shall be the Order of business of the Management Committee:-
 - i. Apologies
 - ii. Minutes of the previous meeting to be read and confirmed
 - iii. Business arising from Minutes
 - iv. Correspondence to be read and dealt with
 - v. Secretary's report
 - vi. Treasurer's report
 - vii. Reports of other committees

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- viii. Motions of which notice has been duly given
 - ix. General business
 - x. Motions without notice by consent of two-thirds of the Members present
 - xi. Notices of motion to be received
 - xii. Notification of the next meeting
- i) Special Meetings of the Management Committee may be summoned by:
- i. resolution of the Management Committee;
 - ii. the President;
 - iii. any five (5) Members of the Management Committee on written requisition bearing the signatures of the convening Members and giving 2 clear days' notice to the Secretary. Such requisition shall specify the business to be dealt with; or
 - iv. the Secretary.
- j) Minutes of all resolutions and proceedings of all meetings of the Management Committee shall be entered in a book to be provided for that purpose.
- k) The Chairperson shall have in addition to the vote to which they are entitled as a Member of the Management Committee, a casting vote and the Chairperson may speak on any question by vacating the Chair solely for the purposes of speaking on that question. Any Member of the Management Committee may challenge the ruling of the Chairperson and demand a poll.
- l) At least 7 days' notice shall be given to the Secretary of any motion to be dealt with and leave may be granted to discuss or amend such motion by resolution. Motions for the election of Chairperson, adjournments, amendment, leave to withdraw motions, and notes of thanks may be proposed without notice, motions of which notice has been given may be dealt with on the affirmative vote of two-thirds of the Members present.
- m) Unless overruled at a General Meeting of the Club by resolution, decisions of the Management Committee are final.
- n) Any payment to a Member of the Management Committee may only occur by resolution of the Association.
- o) All Members of the Management Committee are subject to the following Duties set out in Part 4, Division 3 of the Act:
- i. Duty of care and diligence;
 - ii. Duty of good faith and purpose;
 - iii. Duty of proper use of position; and
 - iv. Duty of proper use of information gained due to their position.

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11. Chairperson

- a) At all meetings of the Club, including the Annual General Meeting, Special General Meetings and meetings of the Management Committee, the President of the Club shall take the chair when present and willing to act.
- b) In the absence of the President, either of the Vice Presidents shall take the chair when present and willing to act.
- c) In the absence or unwillingness of the President and the Vice Presidents to take the chair, the members of the Management Committee present shall elect and appoint a Member to take the chair.

12. Secretary

- a) The Secretary shall:
 - i. co-ordinate the correspondence of the Club;
 - ii. keep full and correct Minutes of the proceedings of the Management Committee and of the Club;
 - iii. keep and maintain in an up to date condition the official copy of these Rules and of all by-laws duly made and shall enter therein from time to time any alterations or amendments to the Rules and by-laws which may be properly authorised hereunder;
 - iv. make these Rules and any by-laws available to all Members;
 - v. to exercise general supervision of all Club property on the Club's premises;
 - vi. keep a record of trophies and awards which are the subject of competition and are temporarily held by the Club;
 - vii. issue all notices convening meetings of the Management Committee or Members as required by these Rules.
 - viii. at all times to assist the President/Chairperson and the Management Committee in the proper management of the Club's affairs for the comfort and enjoyment of the Members;
 - ix. to keep and maintain in an up to date condition a register of each category of Members of the Club in which shall be entered the full name, the postal, email or residential address and date of entry of the name of each Member and shall make the register available for inspection by Members at the registered office on request;
 - x. to maintain a record of the full names and the postal, email or residential addresses of the Officers of the Club, the Members of the selection committee and those Members who are authorised to use the Common Seal of the Club.
 - xi. to maintain a record of the full names and the postal, email or residential addresses of any persons who are appointed or act as Trustees on behalf of the Club.
 - xii. be an *ex officio* member of all sub-committees;
 - xiii. to have custody of all books, documents, records and registers of the Club, other than those required to be kept and maintained by, or in the custody of, the Treasurer;
 - xiv. to perform such other duties as are imposed by these Rules on the Secretary.

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- b) The Management Committee may appoint an Assistant Secretary who shall assist the Secretary in the discharge of the Secretary's duties and in the absence of the Secretary shall have like powers, authorities and responsibilities.

13. Treasurer

- a) The Treasurer shall be responsible for:
- i. the receipt of all moneys paid to or received by them on behalf of, the Club and shall issue receipts for those moneys in the name of the Club and paying all moneys received into such account or accounts of the Club as the Management Committee may from time to time direct;
 - ii. making payments of accounts owing by the Club from the funds of the Club as and when directed by the Management Committee;
 - iii. keeping such accounting records and correctly record and explain the financial transactions and financial position of the Club;
 - iv. keeping the Club's accounting records in such manner as will enable true and fair accounts of the Club to be prepared from time to time;
 - v. keeping the Club's accounting records in such manner as will enable true and fair accounts of the Club to be conveniently and properly audited;
 - vi. preparing a monthly statement of receipts and payments to be submitted to the Secretary at the end of each month for the consideration of the Management Committee at their next meeting;
 - vii. preparing at the end of the Association's Financial Year a statement of income and expenditure and a balance sheet for the year then ending and shall submit same together with all books and records in the Treasurer's possession to the Club's Auditors;
 - viii. submitting a statement with the Auditor's report to the Club for consideration at the Annual General Meeting;
 - ix. collecting Membership fees and any other fees payable under these Rules and under the by-laws and to notify the Management Committee of those Members whose membership fees or any other moneys due under these Rules or any by-laws are in arrears;
 - x. paying the wages of any employees or servants of the Club and other expenses which have been duly authorised by the Management Committee as and when they become due;
- b) The Management Committee may appoint an Assistant Treasurer who shall assist the Treasurer in the discharge of their duties and in the absence of the Treasurer shall have like powers, authorities and responsibilities.
- c) The books of account shall be kept by the Treasurer at the Registered Office or such other place as the Management Committee approves, and the Treasurer shall make available such books of account for inspection of a Member on request.

14. Roles and Functions of Other Committee Members

Roles and Functions of Other Committee Members are outlined in standing orders and club policies which are available on request by a Member.

15. General Finance Matters and Financial Year

- a) Cheques drawn upon the Club's bank account shall be signed by any two of the President, Treasurer and by the Secretary or by such other Officers or Members of the Club as the Management Committee may from time to time authorise.
- b) Except with the authority of the Management Committee, no person shall purchase goods for the Club or incur any debt on behalf of the Club provided that in cases of urgency the President, Secretary and /or Treasurer may authorise expenditure not exceeding the purchasing authority of \$200 in any instance.
- c) The Financial Year of the Club shall commence on 1 October in each year and terminate on 30 September on the following calendar year.

16. Auditors

- a) Auditors shall be appointed annually at the Annual General Meeting to undertake independent audit of the Club's financials for the subsequent reportable period. Such appointment shall include such terms of remuneration for the Auditors.
- b) These Rules direct the Auditors to discharge their duties in line with current Accounting Standards.
- c) Should any conflicts of interest matter arise from the appointment of the Auditors at the Annual General Meeting, then the Management Committee may, at their discretion, appoint any suitably qualified Chartered Practising Accountant without any conflicts of interest as Auditor prior to the end of the Association's Financial Year stated in Rule 15 (c).

17. Register of Members

- a) The Secretary, on behalf of the Association, must comply with section 53 of the Act by keeping and maintaining an up to date register of the Members of the Association; their residential, postal, or email address; and class of membership.
- b) The register must be so kept and maintained by the Secretary at such place as the Board decide.
- c) The Secretary must record any changes to the membership in the Register within 28 days of the change occurring.
- d) As per section 54 of the Act, the register must be made available to any Member following a request to inspect the register.

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8. Records of Association, including inspection of

- a) Subject to Rule 22 (b), custody of all books, documents, records, and securities of the Association shall be retained at a location determined by the Board.
- b) A Member may at any reasonable time, upon giving reasonable prior notice to the Secretary, inspect without charge the books, documents, records and securities of the Association.
- c) A Member may request a copy of the Register of Members, or an extract from the Register of Members, subject to:
 - i. making a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association; and
 - ii. paying a sum set by the Board that represents a reasonable charge for production of a copy of the register.
- d) If a request is made as per Rule 18 (c), the Secretary shall make a copy of the register available for the Member.

19. Annual General Meeting

- a) The Annual General Meeting of the Club shall be held in the month of November in each year or on such other date as shall be determined by the Management Committee, but no later than 6 months after the end of the Club's Financial Year.
- b) The time and place of the Annual General Meeting shall be fixed by the Management Committee.
- c) 15% of Participating Members present shall constitute a quorum for an Annual General Meeting.
- d) The ordinary business to be transacted at the Annual General Meeting shall be:
 - i. to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that Meeting;
 - ii. to receive and consider the reports of the Management Committee;
 - iii. to receive and consider the accounts for the preceding Financial Year, including the Treasurer's financial statement and the Auditor's report;
 - iv. to elect and appoint the Officers of the Club;
 - v. to appoint the Auditors of the Club; and
 - vi. to transact any other business as may be included in the notice convening the Meeting.
- e) At least 28 days before the Meeting, the Secretary shall give to each Member notice in writing of the Meeting and such notice shall specify the place and date and the hour of the Meeting, and the business to be transacted at the Meeting. The non-receipt of such notice by any Member shall not invalidate the proceedings of any Annual General Meeting.
- f) If a quorum is not present within 30 minutes of the time fixed for the Meeting, the Meeting shall stand adjourned to the same day in the following week at the same time and place; and if at the adjourned Meeting a quorum is not present within 30 minutes from the time appointed for the Meeting then the members present shall be a quorum.

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20. Special General Meeting

- a) All General Meetings other than the Annual General Meeting or Meetings of the Management Committee or of any sub-committees shall be Special General Meetings.
- b) The Management Committee may whenever it thinks fit call a Special General Meeting and the Management Committee shall do so forthwith upon the requisition in writing of 10% of the Participating Members stating the purpose for which the Meeting is required.
- c) 15% of Participating Members present shall form a quorum for a Special General Meeting.
- d) The Secretary shall give at least 7 clear days' written notice of a Special General Meeting to all Participating Members with details of the business to be transacted.

21. Procedure at Meetings

- a) Every question submitted at a Special General Meeting or at any Meeting of the Management Committee or any sub-committee shall be decided in the first instance by a show of hands and, in the case of the equality of votes, the Chairperson shall have a casting vote in addition to the vote to which the Chairperson is entitled as a Member.
- b) At any General Meeting, unless a poll is demanded by the Chairperson or by at least five Members present in person or by proxy and entitled to vote at the Meeting, a declaration by the Chairperson whether a resolution has been carried or not, and an entry to that effect has been made in the book of proceedings of the Club, such entry shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- c) If a poll is demanded it shall be taken in such manner and at such time and place as the Chairperson of the Meeting directs either at once or after an adjournment or otherwise. The poll shall be taken and the result of the poll shall be deemed to be the resolution of the Meeting in which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or objection of the vote the Chairperson shall determine the same and any such determination made in good faith shall be final and conclusive. The demand for a poll shall not prevent the continuance of a Meeting or the transaction of any other business other than the question on which a poll has been demanded.
- d) The Chairperson of a Special General Meeting may, with the consent of the Meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
- e) The following Rules shall apply in respect of the conduct of Meetings:
 - i. Any Member wishing to move a motion shall rise, identify themselves and address the Chairperson respectfully, avoid personal and unbecoming language, and take their seat if called to order by the Chairperson. The motion must be seconded before it is debated, and shall not then be withdrawn without the consent of the seconder.
 - ii. A motion or amendment having been moved and seconded, debate may ensue. If a Member rises on a point of order during discussion, the speaker shall resume his seat,

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and the Member rising shall state the point of order and the Chairperson shall rule thereon, and his ruling may be reviewed by the Meeting.

- iii. When two or more Members rise to speak at the same time, the Chairperson shall decide who is entitled to the floor.
- iv. If any Participating Member is unable to attend any General Meeting of the Club, that Member may appoint, in writing, for the Meeting about to be held, some other Participating Member to act as Proxy for the absent Member. Such Proxy may vote and act as such representative might or could have done if present, upon lodging with the Chairperson of such Meeting the written appointment referred to, before the commencement of such Meeting.

22. Annual Report and Financial Statement

- a) The Secretary shall cause to be prepared prior to the Annual General Meeting a report of the Club's activities during the preceding 12 months ending 30 September of each year signed by the President, the Treasurer and the Secretary. Such report shall include a financial statement certified by the auditors.
- b) The Auditors shall have the right of access at all reasonable times to the books and all accounts and vouchers of the Club and shall be entitled to require from the Officers of the Club such information and explanations as may be necessary for the performance of their duties as Auditors of the Club.
- c) The Auditor shall be cordially invited to the Annual General Meeting

23. By-laws

The Management Committee shall have power to make such by-laws or regulations not inconsistent with the terms of these Rules which in the opinion of the Management Committee are necessary or desirable or expedient for the efficient control, conduct, administration and management of the Club's finances, activities, interests, effects, property and well-being of the Club and to amend or alter from time to time any such by-laws and regulations made.

24. Rules

- a) These Rules bind every Member and the Club to the same extent as if every Member and the Club had signed and sealed these Rules and agreed to be bound by all their provisions.
- b) The Association may alter or rescind these Rules, or make Rules additional to these Rules, in accordance with the procedure set out in Part 3, Division 2 of the Act. This is set out below as:
 - i. the Association may only alter its Rules by special resolution but not otherwise;

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- ii. Within one month of the passing of a special resolution altering its Rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge required documents as per section 30 (4) of the Act with the Commissioner.
- iii. An alteration of the Rules of the Association does not take effect until sub-rules (b) (i) and (b) (ii) are complied with, subject to sub-rule (b) (iv);
- iv. An alteration of the Rules of the Association having effect to change to either:
 - A. the name of the Association;
 - B. the objects or purposes of the Association; or
 - C. the manner in which surplus property of the Association must be distributed or dealt with if the Association is wound up or its incorporation is cancelleddoes not take effect until sub-rules (b) (i) and (b) (ii) are complied with, and the approval of the Commissioner is given to the alteration.

25. Trustees

- a) There shall be not more than 5 and not less than 2 Trustees of the Club in whom shall be vested the property of the Club (other than cash which shall be under the control of the Treasurer); AND for the purpose of this Rule the effects and all property of the Club shall be and are hereby declared to be vested in the Trustees for the time being, so that any action or suit or other proceeding, act, deed, matter or thing whatsoever, that may be necessary for the recovery of or preservation of the said property or any part thereof shall be brought or done, made or executed in their names as Trustees as aforesaid.
- b) The Trustees shall be elected as required at the Annual General Meeting or a Special General Meeting of the Club and thereupon shall hold office in accordance with these Rules.
- c) Nominations for the positions of Trustees shall be made in writing signed by 1 Member and endorsed with the consent of the nominee, and must be delivered at least 7 days before the date of the Annual General Meeting or Special General Meeting to the Secretary, who shall post on the Club notice board a list of nominees.
- d) The Trustees shall deal with the property of the Club as directed by resolution of the Management Committee (of which an entry in the minute book shall be conclusive evidence) and they shall be indemnified against risk and expense out of the Club's property.
- e) If a Trustee shall fail or neglect at any time to deal with the Club's property as directed by the Management Committee, they may be removed from office by a resolution earned by a simple majority at any Annual General Meeting or Special General Meeting and on their removal all property vested in them shall be divested and shall vest in the remaining Trustees and in any Trustee or Trustees appointed in place of the Trustee so removed from office.
- f) Any Trustee so removed from office shall, on demand, execute any document necessary for transferring all titles of the Club's property to the remaining and/or substituted trustees.

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- g) Trustees may resign if they so desire by giving notice to the Secretary in writing, and such resignation shall be effective from the date of acceptance by the Management Committee. Vacancies will be filled only when the number of Trustees is reduced to 2 at any Annual General Meeting or Special General Meeting called.

26. Club Colours and Uniform

- a) The colours of the Club shall be black and white.
- b) The uniform shall be jerseys of cotton or wool or any other material approved by the Management Committee in the Club's colours with the Club's badge on the left breast, with black shorts and black hose with two white hoops.
- c) The badge of the Club shall be as shown in Schedule 1.
- d) Playing members will appear in the proper uniform of the Club in all matches unless otherwise directed by RugbyWA or the Management Committee.

27. Selection Committee

- a) The Selection Committee shall consist of the following:
- i. Club Captain;
 - ii. Club Coach;
 - iii. Respective grade coaches;
 - iv. Not more than four (4) non-playing, non-voting Members nominated by the Management Committee.
- b) The Selection Committee shall be bound by the following selection policy:
- i. Playing Members being dropped from any grade must play in the grade immediately below and should play in their normal playing position.
 - ii. A Playing Member being asked to go up a grade should make himself available to do so, out of loyalty to the Club and not to any one team.
 - iii. A new Playing Member to the Club must have played at least one game in second grade before being selected for the first grade, unless directed otherwise by RugbyWA.
 - iv. A Playing Member who has not attended training cannot be selected to play ahead of a Playing Member who has attended training.
 - v. A Playing Member who misses more than two games through injury will play at least one grade lower on his return.
 - vi. All team selections must be posted on the notice board by each Thursday evening preceding the next series of fixtures.

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- vii. Playing Members who have not paid their membership fees within the time prescribed in Clause 5 shall not be eligible to play for any team.
 - viii. Only under extreme circumstances will the selection policy be waived.
- c) Each Member of the Selection Committee shall have one (1) vote, except the Club Coach who, in addition to his vote as Club Coach and as one of the grade coaches (if applicable), shall have a further one (1) vote.

28. Notices

- a) Unless provision is made to the contrary in these Rules, where a notice is required in terms of these Rules, such notice may be served by the Secretary or the Treasurer upon any Member, either personally or by email or by sending it through the post in a pre-paid envelope addressed to such Member at his place of residence last known to the Club.
- b) Any notice sent by post shall be deemed to have been duly served on the addressee on the day following that on which the envelope containing the notice is posted and in proving such service it shall be sufficient for the Secretary or the Treasurer or the person who shall have addressed the envelope to certify that the envelope was addressed to the Member at his place of address last known to the Club.

29. Indemnity

- a) Every Member of the Management Committee or other Officer of the Club shall be indemnified by the Club out of the funds of the Club against, and it shall be the duty of the General Meeting out of the funds of the Club to pay, all costs, losses, expenses or liability properly incurred by such person by reason of any contract entered into or deed done by such person in the discharge of his duties provided that such contract or deed shall have been properly authorised by the Management Committee.
- b) No member of the Management Committee or Officer or servants of the Club shall be liable for the acts or defaults of any other member of the Management Committee or Officer or servants unless the same shall be occasioned by their unlawful act, default or neglect.
- c) All Playing Members, any Member of the Club or any spectators shall partake or watch games or be involved in other Club activities at their own risk and the Club accepts no liability for any injury, loss or damage howsoever arising out of or in connection with the activities of the Club.

30. Publicity

Except for the President, or such other person authorised by the Management Committee from time to time, no Member shall convey or cause to be conveyed to the press or any other news media any information relating to the Club's business or activities without the express authority of the Management Committee.

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31. Distribution of Surplus Property on Winding-up

If on the winding-up of the Association any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding-up, that property shall be distributed:-

- i. to another incorporated association having objects and purposes similar to those of the Association; and
- ii. is approved by the Department of Mines, Industry Regulation and Safety or subsequent governmental department that oversees incorporated associations.

32. Common Seal of the Association

- a) The Club shall have a Common Seal on which its corporate name shall appear in legible characters.
- b) The Common Seal of the Club shall not be used without the express authority of the Management Committee and every use of that common seal shall be recorded in the Minute book of proceedings of all meetings.
- c) The affixing of the Common Seal of the Club shall be witnessed by any two of the President, Vice-Presidents, the Secretary and the Treasurer. The following form of attestation shall be used: *“The Common Seal of Perth-Bayswater Rugby Union Club Incorporated was hereunto affixed by the authority of the Management Committee and in the presence of”*.
- d) The Common Seal of the Club shall be kept in the custody of the Secretary or of such other person as the Management Committee decides.

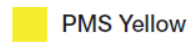
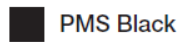
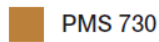
33. Disputes and mediation

- a) The procedure set out in this rule applies to disputes under these rules between:
 - i. An Association Member and another Association Member; or
 - ii. An Association Member and the Association.
- b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- d) The mediator must be:
 - i. a person chosen by agreement between the parties; or
 - ii. in the absence of agreement:
 - A. in the case of a dispute between a Member and another Member, a person appointed by the Board of the Association;

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- B. in the case of a dispute between an Association Member and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- e) A Member of the Association can be a mediator.
 - f) The mediator cannot be an Association Member who is party to the dispute.
 - g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - h) The mediator, in conducting the mediation, must:
 - i. give the parties to the mediation process every opportunity to be heard;
 - ii. allow due consideration by all parties of any written statement submitted by any party;
and
 - iii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - i) The mediator must not determine the dispute.
 - j) The mediation must be confidential and without prejudice.
 - k) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
 - l) The procedure set out in this Rule is subject to being amended by any consistent procedure within the Club Member Protection Policy.

Schedule 1 - Club Badge



Schedule 2 – Junior Rugby Union managed by the Club

The following are the junior rugby union representations that are managed as sub-divisions of the Club:

- a) Perth-Bayswater Junior Rugby; and
- b) Ellenbrook Vipers Rugby Union.