

Constitution

of

University of Queensland Rugby Football Club Inc.  
(IA03690)



**Notes:**

Approved April 17, 2013 – EGM

Amended March 14, 2022 - AGM

## RULES

### 1. NAME

The name of the incorporated Association shall be the “University of Queensland Rugby Football Club Incorporated” (hereinafter referred to as “the Club”).

### 2. OBJECTS

The objects for which the Club is established are:—

- (a) To promote control and foster Rugby Union Football ~~in at~~ The University of Queensland.
  - a. To comply with the Objects and Policies of The University of Queensland UQ SPORT and such other matters as are required to give effect to its Constitution
- (b) To affiliate with the Queensland Rugby Union (hereinafter referred to as “QRU”).

~~(c) To promote Rugby Union Football at The University of Queensland.~~
- ~~(d)~~(c) To ~~affiliate~~ co-operate with any University, ~~or C~~ollege, ~~or~~ club or other association in the State of Queensland to promote ~~control~~ and foster Rugby Union Football.
- ~~(e)~~(d) To do all such ~~and~~ things as are incidental or conducive to the furtherance or attainment of the foregoing objects or any of them.

### 3. POWERS

The Club has the legal capacity and powers of an individual both in and outside the jurisdiction of Queensland. The Club also has all the powers of a body corporate, including powers of the Club are:—

- ~~(1) Deleted~~
- (1) Any powers prescribed under the Act;
- (2) To subscribe to, become a member of and co—operate with any other club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any club, ~~Club~~ or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Rule ~~3933~~33(10);
- (3) In furtherance of the objects of the Club to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the ~~m~~Members of the Club or persons frequenting the Club’s premises;
- (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, plant and equipment, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Club; Provided that in case the Club shall take or hold any

property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts;

- (5) To enter into any arrangements with any Government or Regulatory Authority or The University of Queensland that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club; 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;
- (6) To appoint, employ, remove or suspend such employees, managers, clerks, secretaries, servants, workmen, agents and other persons as may be necessary or convenient for the purposes of the Club on such terms and conditions as determined by the Club Committee, including the General Manager, all coaches and development and administration managers;
- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the ~~incorporated~~ Club, or in or about the ~~incorporated~~ Club or promotion of the ~~incorporated~~ Club or in the furtherance of its objects;
- (8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (9) To invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought fit subject to law<sub>:-</sub>
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (11) In furtherance of the objects of the Club to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the ~~incorporated~~ Club's property or assets present or future and to purchase, redeem or pay—off any such securities;
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

- (14) In furtherance of the objects of the Club 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;
- (15) To take or hold mortgages, liens or 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;
- (16) To take any gift of property whether subject to any trust, for any one or more of the objects of the Club but subject always to the proviso in sub—rule 3(4);
- (17) 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;
- (18) To print and/or publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects in any form or format determined by the Club Committee;
- (19) In furtherance of the objects of the Club to amalgamate or merge with any one or more ~~incorporated Clubs~~ or organisation having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of Rule ~~3933~~(10)-;
- (20) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the ~~incorporated Clubs~~ with which the Club is authorised to amalgamate or merge;
- (21) In furtherance of the objects of the Club to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the ~~incorporated Clubs~~ with which the Club is authorised to amalgamate or merge;
- (22) To make donations for patriotic, charitable or community purposes; and
- ~~(23) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;~~
- ~~(24)~~(23) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.
- ~~(25) Unless otherwise decided by the Club Committee, the Chief Executive Officer of the Club shall be the Secretary of the Club~~

#### 4. CLASSES OF MEMBERS

- (1) The membership of the Club shall consist of natural persons or corporations and shall be divided into any of the following classes:—
  - (a) Ordinary ~~m~~MMembers;
  - (b) Foundation ~~m~~MMembers;
  - (c) Life ~~m~~MMembers;
  - (d) Such other classes of voting or non-voting ~~m~~MMembers as the Club Committee shall from time to time decide.

- (1a) For the purposes of this Rule, “UQ Qualified Person” means:
- i. a person who is currently an enrolled student of The University of Queensland; or
  - ii. a person who is currently an academic or general staff member of The University of Queensland; or
  - iii. a person awarded a degree or diploma by The University of Queensland.
- (2) **Ordinary mMembers** shall be at any time those people who have reached 18 years of age and who:
- are registered Club players in the relevant year (which registration shall continue until the next Annual General Meeting), or
  - have previously been registered as a Club player in any prior year and whose membership has not been terminated in any year for any reason whatsoever; or
  - have paid (in full) the annual membership fee as set by the Club Committee from time to time, or
  - are a UQ Qualified Person, or
  - have been nominated to be elected to the Club Committee ~~of the Club~~ in that year (provided that membership ceases if they are not elected).”
- (3) **Foundation mMembers** shall be at any time those people who have reached 18 years of age and who:
- contributed to the costs of the erection of the clubhouse and are listed as Foundation Members on the notice Bboards on the Clubhouse wall or the Club's website and who are UQ Qualified persons, or
  - have given \$1,000 or more to the University of Queensland Rugby Union Foundation Trust.
- (4) **Life Members** shall be those persons considered to have made a long, valuable and special contribution to the Club and/or the sport of rugby union in Queensland, as determined by the Club Committee from time to time.
- (5) There shall be no limit to the number of Ordinary or Foundation or Life or voting or non-voting mMembers PROVIDED THAT at least ~~60%~~ a majority of the mMembers at any time are UQ Qualified Persons.
- (6) (a) All Ordinary, Life and Foundation mMembers shall have equal voting rights but a person shall have only one vote.
- (b) The mMembers at any general meeting upon the recommendation of the Club Committee may appoint a Patron of the Club.

## 5. MEMBERSHIP

~~(1)~~ ~~Deleted~~

~~(2)~~(1) Every application for any class of membership of the Club shall be in such form or manner as the Club Committee from time to time prescribes; acceptance shall be indicated by the name of the mMember being entered in the Club's Register of Members.

~~(3)~~(2) A ~~m~~Member, being a corporation, shall forthwith upon being informed of its acceptance to membership notify the General Manager ~~Chief Executive Officer~~ in writing of its nominee who shall until subsequently replaced by further notice to the General Manager ~~Chief Executive Officer~~ be entitled to attend and vote on behalf of that corporation at general meetings, and be eligible for election to the Club Committee.

## 6. MEMBERSHIP FEES

(1) The membership fees or other fees or levies for each class of membership (other than Foundation and Life ~~m~~Members for which there will be no charge) shall be such sum as the Club Committee shall from time to time determine.

~~(2) Deleted~~

## 7. ADMISSION AND REJECTION OF MEMBERS

(1) At the next meeting of the Club Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Club Committee, who shall thereupon determine upon the admission or rejection of the applicant.

(2) Any applicant who receives a majority of the votes of the members of the Club Committee present at the meeting at which such application is being considered shall be accepted as a ~~m~~Member to the class of membership applied for.

(3) Upon the rejection of an application for any class of membership the General Manager ~~Chief Executive Officer~~ shall forthwith give the applicant notice in writing of such rejection.

## 8. TERMINATION OF MEMBERSHIP

(1) A ~~m~~Member may resign from the Club at any time by giving notice in writing to the General Manager ~~Chief Executive Officer~~. Such resignation shall take effect at the time such notice is received by the General Manager ~~Chief Executive Officer~~ unless a later date is specified in the notice when it shall take effect on that later date.

(2) If a ~~m~~Member:—

- i. is convicted of an indictable offence or a summary offence which results in imprisonment; or
- ii. fails to comply with any of the provisions of these Rules; or
- iii. has membership fees or any other fees or levies in arrears for a period of two months or more; or
- iv. conducts himself or herself in a manner considered to be injurious or prejudicial to the reputation, character or interests of the Club,

the Club Committee shall consider whether his or her membership shall be terminated.

(3) The ~~m~~Member concerned shall be given a full and fair opportunity of presenting his or her case and if the Club Committee resolves to terminate his

~~or her~~ membership it shall instruct the ~~General Manager~~Chief Executive Officer to advise the ~~m~~Member in writing accordingly.

## 9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) A person or corporation whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the ~~General Manager~~Chief Executive Officer written notice of his intention to appeal against the decision of the Club Committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the ~~General Manager~~Chief Executive Officer shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Club Committee ~~or those members thereof who rejected the application for membership or terminated the membership subsequently~~ shall likewise have the opportunity of presenting its ~~or their~~ case. The appeal shall be determined by the vote of the ~~m~~Members present (in person or by proxy) at such meeting.
- (3) Where a person or corporation whose application is rejected, does not appeal against the decision of the Club Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the ~~General Manager~~Chief Executive Officer shall forthwith refund the amount of any membership fee paid.

## 10. REGISTER OF MEMBERS

- (1) The Club Committee shall cause a Register of Members to be kept in which shall be entered the names and residential or email or cellphone addresses of all persons admitted to membership of the Club in any year.

~~(2) deleted~~

- ~~(3)~~(2) The Register of Members shall be open for inspection at all reasonable times by any ~~m~~Member who previously applies to the ~~General Manager~~Chief Executive Officer in writing for such inspection.

## 11. MEMBERSHIP OF CLUB COMMITTEE

- (1)
  - (a) For the purposes of this Rule, Aa "UQ Qualified Person" is:
    - i. a person who is currently an enrolled student of The University of Queensland; or
    - ii. a person who is currently an academic or general staff member of The University of Queensland; or
    - iii. a person awarded a degree or diploma by The University of Queensland.

At all times more than 50% of the ~~m~~Members of the Club Committee shall be UQ Qualified Persons.

(b) The affairs of the Club shall be under the management of a Club Committee comprising:

- General Manager~~Chief Executive Officer~~,
- 1 non-elected nominee of the University of Queensland Rugby Union Foundation Trust who is a UQ Qualified Person,
- ~~1 non-elected nominee of Representative of UQ Sport who is a UQ Qualified Person.~~

Plus the following individuals ~~people~~ elected annually by the ~~m~~Members of the Club at the Annual General Meeting:-

- President,
- Deputy Deputy President,
- Secretary
- Honorary Treasurer,
- At least five (5) and up to ten (10) Committee members.
- If there are more than 10 applicants, the Annual General ~~m~~Meeting (or a subsequent ~~special-annual~~ general meeting) may add further members to the Club ~~e~~Committee

The Premier Grade coach and Club Captain shall be an ex officio member of the Club Committee but shall not vote at any meeting of the Club Committee.

The said Club Committee members shall hold office until the next Annual General-Meeting.

(c) Both in nominating a person to fill one the above positions and in electing an individual ~~person~~ to the relevant position, regard shall be had to the ~~Clause~~Rule 11(1)(a) requirement and to the expertise and available time of that person to help in one or more of the following areas:

- the objects of the Club
- Current ~~P~~players matters
- Current coach matters
- Match day/ Club socials work
- Business development/Sponsorship
- Academy Chairmanship
- QRU and ARU relationship work
- The University of Queensland relationship work
- Information technology and data base work
- Alumni relationship building
- Player mentoring
- ~~Clause~~Rule 11(1)(~~a~~A) requirement

(2) Nomination for the said elected positions shall be in writing and signed by two (2) ~~m~~Members of the Club and by the Nominee; the said nominations shall be



delivered to the ~~General Manager~~~~Chief Executive Officer~~ of the Club at least two (2) days before the Annual General Meeting. In the event of insufficient nominations being received by the ~~General Manager~~~~Chief Executive Officer~~ then the Chairman shall call for verbal nominations from the floor of the Annual General Meeting. ~~The President is to preside at all meetings of the Club Committee. At all such meetings six (6) members shall constitute a quorum. At all such meetings a majority of votes of the members present shall carry any motion.~~

(3) Such a verbal nomination shall be treated as a nomination for a casual vacancy and dealt with in accordance with Rule 12.

~~(34)~~ Any member of the Club Committee may resign from membership of the Club Committee at any time by giving notice in writing to the ~~General Manager~~~~Chief Executive Officer~~ but such resignation shall take effect at the time such notice is received by the ~~General Manager~~~~Chief Executive Officer~~ unless a later date is specified in the notice when it shall take effect on that later date. Any Club Committee member may be removed from office at a General Meeting of the Club where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the majority vote of the ~~m~~Members present at such a General Meeting.

~~(45)~~ The Club Committee shall meet no less than every ~~32~~ months to attend to the affairs of the Club.

(6) Unless otherwise elected by Members at an Annual General Meeting in accordance with Rule 11, the General Manager of the Club shall be the Secretary of the Club.

## 12. VACANCIES ON CLUB COMMITTEE

(1) The Club Committee shall have power at any time to appoint any ~~m~~Member of the Club to fill any casual vacancy on the Club Committee until the next annual general meeting.

(2) The continuing members of the Club Committee may act notwithstanding any casual vacancy in the Club Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Club Committee the continuing member or members may act for the purpose of increasing the number of members of the Club Committee to that number or of summoning a general meeting of the Club, but for no other purpose.

## 13. FUNCTIONS OF THE CLUB COMMITTEE

(1) Except as otherwise provided by these Rules and subject to resolutions of the ~~M~~Members of the Club carried at any general meeting, the Club Committee:—

(a) shall have the general control and management of the administration of the affairs, property and funds of the Club; and

(b) shall have authority to interpret the meaning of these Rules and any matter relating to the Club on which these Rules are silent; and

- (c) shall have the authority to formulate and interpret the selection policy of the Club and any other policy of the Club.
- (2) The Club Committee may exercise all the powers of the Club as set out in Rule 3 and the Act.:
- ~~(a) to borrow or raise or secure the payment of money in such manner as the members of the Club may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Club's property, both present and future, and to purchase, redeem or pay off any such securities;~~
- ~~(b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club, and to provide and pay off any such securities; and~~
- ~~(c) to invest in such manner as the members of the Club may from time to time determine.~~

#### 14. SUB COMMITTEES AND DELEGATES

The Club Committee may from time to time appoint from among its members and ~~m~~Members or supporters of the Club such Sub-Committees as may be deemed expedient to perform such duties and carry out such acts as determined by the Club Committee including, in the case of the General ManagerChief Executive Officer or members of the Club Committee, a Sub-Committee of one. Such Sub-Committees shall report their proceedings to the Club Committee as and when required by the Club Committee.

The Club Committee may delegate any of its powers to a Sub-Committee, a Club Committee member, an employee of the Club or any other person. A delegation of those powers may be made for any period and on any terms (including the power to further delegate) as the Club Committee resolves. The Club Committee may revoke or vary any power so delegated.

A Sub-Committee or delegate must exercise the powers delegated in accordance with any directions of the Club Committee.

Subject to the terms of appointment or reference of a Sub-Committee, Rules 15, 16 and 17 apply with the necessary changes to meetings and resolutions of a Sub-Committee.

#### 15. MEETINGS OF CLUB COMMITTEE

- (1) The Club Committee shall meet at least once every ~~three~~two calendar monthss to exercise its responsibilities as referred to in these Rrules.
- (2) A special meeting of the Club Committee shall be convened in such manner as is decided by the Cub Committee but otherwise by the President or General ManagerChief Executive Officer on the requisition in writing signed by

not less than one—third of the members of the Club Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

- (3) At every meeting of the Club Committee a simple majority of a number equal to the number of members elected and/or appointed to the Club Committee as at the close of the last general meeting of the ~~m~~Members, shall constitute a quorum.
- (4) Subject as previously provided in this Rule, the Club Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions or resolutions arising at any meeting of the Club Committee shall be decided by a majority of votes and, in the case of equality of votes, the Chairman shall have a casting vote.
- (5) A member of the Club Committee shall not vote in respect of any contract or proposed contract with the Club in which he or she is interested, or any matter arising there out, and if he or she does so vote his or her vote shall not be counted.
- (6) Not less than seven (7) days notice shall be given by the President or General Manager~~Chief Executive Officer~~ to members of the Club Committee of any special~~meeting~~ of the Club Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The President shall preside as Chairman at every meeting of the Club Committee, or if there is no President, or if at any meeting he is not present within ~~ten~~twenty minutes after the time appointed for holding the meeting, the Deputy President or if the Deputy President is not present at the meeting then the members of the Club Committee may choose one of their number to be Chairman of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a Club Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Club Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Club Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

## 16. MEETINGS OF A SUB-COMMITTEE

- (1) The Club Committee may delegate any of its powers to a sub—committee in accordance with Rule 14. ~~consisting of such members or member of the Club as the Club Committee thinks fit.~~ Any sub—committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Club Committee.
- (2) A sub—committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ~~ten~~twenty minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- (3) A sub—committee may meet and adjourn as it thinks proper. Questions and resolutions arising at any meeting shall be determined by a majority of votes

of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

17. All acts done by any meeting of the Club Committee or of a sub—committee or by any person acting as a member of the Club Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Club Committee or person acting as aforesaid, or that the members of the Club Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Club Committee.

18. A resolution in writing signed by all the members of the Club Committee for the time being entitled to receive notice of a meeting of the Club Committee shall be as valid and effectual as if it had been passed at a meeting of the Club Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Club Committee.

### 19. ATTORNEY OR AGENT

(1) The Club Committee may appoint any person to be attorney or agent of the Club for any purpose, for any period and on any terms as the Club Committee resolves. Subject to the terms of appointment of an attorney or agent of the Club, the Club Committee may revoke or vary that appointment at any time, with or without cause.

(2) The Club Committee may delegate any of their powers (including the power to delegate) to an attorney or agent. The Club Committee may revoke or vary any power delegated to an attorney or agent.

### 1920. ANNUAL GENERAL OR GENERAL MEETINGS

The Annual General ~~m~~Meeting of the Club shall be held not later than the end of March. The Annual General Meeting and any ~~Extraordinary~~ General Meeting shall be called by displaying a notice thereof ~~on the notice board of UQ Sport (if any), on~~ the Club website and on the Club notice board at least fourteen (14) days prior to such General Meeting. Such notice shall state the time and place of the ~~Annual~~ General Meeting. The President shall occupy the Chair for any General Meeting.

The business to be transacted at the Annual General Meeting shall be:

- (a) ~~To~~ confirm the minutes of the previous Annual General Meeting and of any ~~Extraordinary~~ General Meeting held during that year;
- (b) the receiving of the Club Committee's report and the statement of income and expenditure, assets, ~~and liabilities and mortgages,~~ and charges ~~and securities~~ affecting the property of the Club for the preceding financial year;
- (c) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
- (d) the election of members of the Club Committee;
- (e) the appointment of an auditor; and
- (f) to transact any business of which due notice has been given.

210. The ~~General Manager~~~~Chief Executive Officer~~ shall convene an ~~Extraordinary~~ General Meeting by giving notice as aforesaid:—

- (a) when directed to do so by the Club Committee; or
- (b) on the requisition in writing signed by not less than one—third of the members presently on the Club Committee or not less than the number of ordinary ~~m~~Members of the Club which equals double the number of members presently on the Club Committee plus one. Such requisition shall clearly state the reasons why such ~~Extraordinary~~ General Meeting is being convened and the nature of the business to be transacted thereat; or
- (c) on being given a notice in writing of an intention to appeal against the decision of the Club Committee to reject an application for membership or to terminate the membership of any person.

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- (1) At any General Meeting the number of ~~m~~Members required to constitute a quorum shall be ~~double the that~~ number of ~~m~~Members elected or appointed to presently on the Club Committee plus one.
- (2) No business shall be transacted at any general meeting unless a quorum of ~~m~~Members is present at the time when the meeting proceeds to business. For the purposes of this ~~r~~Rule, a "~~m~~Member is present" includes a person attending as a proxy or an attorney or as representing a corporation which is a ~~m~~Member.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of ~~m~~Members ~~of the Club Committee or of~~ the Club, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Club Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the ~~m~~Members present shall be a quorum.
- (4) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) , adjourn the meeting 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

~~22.. Deleted~~

23. Unless otherwise provided by these Rules, at every General Meeting:—

- (1) the President shall preside as Chairman, or if there is no President, or if he is not present within ~~fifteen~~ twenty minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy President shall be the Chairman or if the Deputy President is not present or is unwilling to act then

the Members present shall elect one of their number to be Chairman of the meeting;

- (2) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- (3) every question, matter or resolution shall be decided by a majority of votes of the Members present;
- (4) every Member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: Provided that no Member shall be entitled to vote at any general meeting if his annual subscription or any other fees or levies payable are more than one month in arrears at the date of the meeting;
- (5) voting shall be by show of hands ~~or a division of members~~, unless not less than one-fifth of the Members present or the Chairman demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two Members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (6) a Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have one vote and in a secret ballot every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
- (7) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a Member of the Club. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (8) where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:—

“University of Queensland Rugby Football Club Inc.

I, \_\_\_\_\_ of \_\_\_\_\_

being a Member of the above named Club, hereby appoint

\_\_\_\_\_ of \_\_\_\_\_

or failing him/her, the Chairman

\_\_\_\_\_ of \_\_\_\_\_

as my proxy to vote for me on my behalf at the next/every general meeting of the Club, and at any adjournment thereof.

Signed this

day of

[2xxx00-]

Signature”.

- (9) the instrument appointing a proxy shall be deposited with the General Manager~~Chief Executive Officer~~ prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (10) the General Manager~~Chief Executive Officer~~ shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Club Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial ~~m~~Member who previously applies to the General Manager~~Chief Executive Officer~~ for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Club Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Club Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

#### 24. BY-LAWS

The Club Committee may from time to time make, amend or repeal by—laws, not inconsistent with these Rules, for the internal management of the Club and any by—law may be set aside by a resolution passed at a meeting of its ~~m~~Members.

#### 25. ALTERATION AND AMENDMENTS TO CONSTITUTION AND RULES

Subject to the provisions of the ~~Club Incorporations Act 1981~~, these Rules may be amended, rescinded or added to from time to time by a special resolution carried out at any General Meeting of ~~Club m~~Members.

#### 26. STANDING ORDERS

The following shall be the Standing Orders for meetings of the Club Committee

- (1) The Chairman shall preside at all meetings of the Club Committee. In the absence of the Chairman the meeting shall elect a Chairman.
- (2) In the event of a quorum not being present twenty minutes after the time appointed for any meeting, the meeting shall lapse.
- (3) It shall be the duty of the General Manager~~Chief Executive Officer~~ to notify the members of the Club Committee of all meetings of the Club Committee.
- (4) The order of the business shall be as per the agenda or otherwise as decided by the Chairman.

- (5) Members of the Club Committee will be allowed to speak only one to a motion, but may “rise to point of order” or to correct a mis-statement, but no second speech shall be allowed except when speaking to an amendment. The proposer of the motion shall be allowed five minutes in opening; all other speakers, three minutes; the proposer of a motion shall be allowed an extra three minutes in reply. At any stage of the discussion of any subject, any member of the Club Committee may move “that the question be put without further discussion”, and on being seconded and carried, the Chairman shall immediately put the motion. An extension of time may be granted to any speaker by a majority of the members present.
- (6) Any decision or ruling of the Chairman may be dissented from and over—ruled by a simple majority vote of the members of the Club Committee present; but a motion to dissent from the Chairman’s ruling shall be put without discussion.
- (7) Voting at all meetings shall be by show of hands, which shall be conclusive on the declaration of the result by the Chairman.
- (8) The Chairman of the meeting shall have a primary and casting vote;
- (9) In the event of there being an equality of votes for and against any motion, such motion shall be deemed to be defeated.
- (10) Should members of ~~any the Club~~ Club Committee fail to exercise his or her vote on the call of the Chairman of the meeting, such omission shall be counted in the declaration of the result by the Chairman as a negative vote.
- (11) Any meeting may be adjourned to such time as a majority of ~~voters~~ members of the Club Committee may determine.
- (12) No motion to amend, repeal or add to a Standing Order shall be considered unless seven days’ notice shall be given in writing, giving the name of the mover and seconder, and no such motion shall be declared, or carried unless three—quarters of the Club Committee members vote in favour thereof.
- (13) The President or ~~General Manager~~Chief Executive Officer may at any time call a ~~General Mm~~meeting of the Club Committee by giving seven days’ notice to the members of the Club Committee.
- (14) These Standing Orders shall, subject to these rules, and so far as practicable, be adopted in conduct of all meetings of the Club Committee.
- (15) The proceedings of any Sub—Committee appointed by the Club Committee shall be guided by these Standing Orders as far as they are applicable.

## 27. COACHES

Unless delegated to the ~~General Manager~~Chief Executive Officer or the Director of Rugby, the Club Committee shall appoint all coaches of Club teams.

## 28. CAPTAINS AND VICE CAPTAINS



The Captain and Vice—Captain of each Club team shall be appointed by the respective coach. A coach may delay his recommendation for a reasonable period if, in his opinion, such a delay is warranted.

## 29. SELECTIONS

Unless delegated to the ~~General Manager~~~~Chief Executive Officer or Director of Rugby~~, the Club selection policy and any other policy will be formulated by the Club Committee at the start of each season.

## 30. TRAINING

Unless otherwise decided by the Club eCommittee, training will take place when and where the coaches decide.

## 31. APPAREL

It shall be the responsibility of each playing ~~m~~Member of the Club to be correctly attired for all fixture matches. Should any fine be incurred by the Club for incorrect attire of any individual he or she shall be required to reimburse the Club for the amount of the fine within 30 days of notification from the ~~General Manager~~~~Honorary Treasurer~~.

## 32. COMMON SEAL

The Club Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Club Committee and every instrument to which the seal is affixed shall be signed by a member of the Club Committee and shall be countersigned by the ~~General Manager~~~~Chief Executive Officer~~ or by a second member of the Club Committee or by some other person appointed by the Club Committee for the purpose.

## 33. FUNDS AND ACCOUNTS

### ~~34. Deleted~~

~~35.~~The Club Committee shall have the power to control the finances of the Club and to collect any fees and levies (~~as determined by the Club Committee~~~~passed by members in General Meeting~~) which may be necessary to facilitate the operation of the Club.

- (1) The funds of the Club shall be banked in the name of the Club in such bank as the Club Committee may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Club and the particulars usually shown in books of a like nature.
- (3) All moneys shall be banked as soon as practicable after receipt thereof.
- (4) All cheques shall be signed by ~~by~~ such person or persons s as from time to time specified by the Club Committee.
- (5) Cheques shall be crossed "not negotiable" except those in payment of petty cash recoupments which may be open.

- (6) The Club Committee shall determine the amount of petty cash which shall be kept on the impress system.
- (7) All expenditure shall be approved or ratified at a Club Committee meeting.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:—
  - i. the income and expenditure for the financial year just ended; and
  - ii. the assets and liabilities and of all mortgages, charges and securities affecting the property of the Club at the close of that year.
- (9) All such statements shall be examined by the auditor who shall present his report upon such audit to the ~~General Manager~~~~Chief Executive Officer~~ prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- (10) The income and property of the Club whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the ~~m~~Members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to any such ~~m~~Member in respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration to any officers or servants of the Club or to any ~~m~~Member of the Club or other person in return for any services actually rendered to the Club provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any ~~m~~Member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Club or reasonable and proper rent for premises demised or let to the Club.

### 346. DOCUMENTS

The Club Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Club.

### 357. FINANCIAL YEAR

The financial year of the Club shall close on 30th September in each year.

### 368. DISTRIBUTION OF SURPLUS ASSETS

If the Club shall be wound up in accordance with the provisions of the ~~Clubs Incorporation Act 1981~~, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the ~~m~~Members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club and that had been approved by the Commissioner of Taxation for the purpose of any of the sub—paragraphs of Section 78(1) (a) of the Income Tax Assessment Act and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Rule ~~28-33~~(10), such institution or institutions to be determined by the ~~m~~Members

of the Club PROVIDED THAT where any such assets have been funded by UQ SPORT ownership of such assets falls upon UQ SPORT.

### 37. ENFORCEMENT

- (1) Each Member, each member of the Club Committee and the Secretary submits to the non-exclusive jurisdiction of the courts of Queensland, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to these Rules.
- (2) If at any time any provision of these Rules is or becomes illegal, invalid or unenforceable in any respect pursuant to the law of any jurisdiction, then that does not affect or impair:
  - (i) the legality, validity or enforceability in that jurisdiction of any other provision of these Rules; or
  - (ii) the legality, validity or enforceability pursuant to the law of any other jurisdiction of that or any other provision of these Rules.

## SCHEDULE

### DEFINITIONS

In these Rules:

**Act** means Associations Incorporation Act 1981 (Qld) and its regulations.

**Attending Member** means, in relation to a general meeting of Members, the Member present at the place of the meeting, in person or by proxy, by attorney or, where the Member is a body corporate, by Corporate Representative.

**Business Day** means a day except a Saturday, Sunday or public holiday in the State of Queensland.

**Club** has the meaning given in Rule 1.

**Club Committee** means the members of the management committee of the Club elected by members of the Club pursuant to Rules 11 and 12 from time to time.

**Corporations Act** means the Corporations Act 2001 (Commonwealth) and its regulations.

**Fee** means a fee or levy referred to in Rule 6(1).

**General Manager** means an individual appointed by the Club Committee from time to time as the general manager of the Club (or such similar designated position within the Club).

**Member** means a person whose name is entered in the Register of Members as a Member of the Club.

**Notice** means a notice given pursuant to, or for the purposes of, these Rules or the Act.

**Personal Representative** means the legal personal representative, executor or administrator of the estate of a deceased person.

**Register of Members** means the register of Members described in Rule 10.

**Regulatory Authority** means any government, quasi-government or local authority and any department, minister or agency of any government; and any other authority, agency, commission or similar entity having powers or jurisdiction under any law or regulation.

**Secretary** means a person appointed as, or to perform the duties of, secretary of the Club for the time being.

## **INTERPRETATION**

Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in these Rules:

- (a) a word importing the singular includes the plural (and vice versa);
- (b) a word indicating a gender includes every other gender;
- (c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (d) the word "includes" in any form is not a word of limitation;
- (e) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;
- (f) a word or phrase defined in the Act has the same meaning in these Rules unless the context requires otherwise;
- (f) a notice or document required by these Rules to be signed may be authenticated by any other manner permitted by the Act, the Corporations Act or any other law; and
- (g) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements.