



CONSTITUTION OF THE **PALMYRA RUGBY UNION CLUB**

Pursuant to the Associations Act 2015

OCTOBER 2020

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1. NAME:

The name of the Club is Palmyra Rugby Union Club Inc. hereinafter referred to as the "Club".

2. OBJECTS:

The objects of the club are:

- 2.1. To promote and encourage the playing of rugby union and
- 2.2. To promote develop the necessary skills of the game and a sense of sportsmanship and fair play.
- 2.3. To provide the facilities and infrastructure which allows for continued participation in rugby union
- 2.4. To increase community based participation in rugby union and the Club.

3. ATTAINING OBJECTS

The Club shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the club.

4. PROPERTY OF THE CLUB

The club must apply all property and income of the club towards the promotion of the objects or purposes of the club and no part of that property or income to 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.

5. POWERS OF THE CLUB: (as conferred by Section 13 of the Act).

The powers of the club include:

- 5.1. To acquire, hold, deal with, and dispose of any real or personal property;
- 5.2. To open and operate bank accounts;
- 5.3. To invest its money –
 - a. in any security in which trust moneys may be invested; or
 - b. in any other manner authorised by the rules of the club;
- 5.4. To borrow money upon such terms and conditions as the club thinks fit;
- 5.5. To give such security for the discharge of liabilities incurred by the club as the club thinks fit;
- 5.6. To appoint agents and employees to transact any business of the club on its behalf for reward or otherwise;

- 5.7. To build construct erect maintain alter and repair any premises building or other structure of any kind and to furnish equip and improve the same for use by the club;
- 5.8. Accept donations and gifts in accordance with the objects of the Club;
- 5.9. Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the club;
- 5.10. Provide gifts and prizes in accordance with the objects of the club;
- 5.11. Organise social events for Members and the promotion of the club; and
- 5.12. To enter into any other contract the Club considers necessary or desirable.

6. MEMBERSHIP:

- 6.1. Membership shall be open to any person who wishes to further the interests of the club.
- 6.2. Any person seeking membership shall make application to the Management Committee, and the Management Committee shall determine whether the application is successful or not.
- 6.3. In addition to the provision made in 6.2 above, membership of the Club can be obtained by:
 - a. registering with the appropriate governing body (Rugby Australia, RugbyWA, etc) as a player or as coaching or management staff for the Club,
 - b. being recorded as a member or parent of a member of the Palmyra Junior Rugby Club,
 - c. being recorded as a life member of the Club, and
 - d. being recorded as a member of the Management Committee.
- 6.4. Membership of the Club shall be for a period of 12 months for memberships obtained in sections 6.2 and 6.3 (a), (b), and (d) from approval of application by the Management Committee
- 6.5. Membership of the Club for members approved under section 6.3 (c) above is on an ongoing basis, subject to division 8 below.
- 6.6. Each person admitted to membership shall be;
 - a. Bound by the Constitution and By-laws of the club.
 - b. liable for such fees and subscriptions as may be fixed by the club or other appropriate governing body (for example, registration fees with Rugby Australia etc).
 - c. Entitled to all advantages and privileges of membership.
- 6.7. Membership Categories:

- a. **ORDINARY MEMBER** Any person who is a financial member of the club is entitled to hold any office and enjoy the privileges of the Club including voting rights.
 - b. **SOCIAL MEMBER** Persons other than ordinary members who are interested in promoting the Club, who are financial members, but who do not wish to participate in the playing activities of the club, may become a Social Member.
 - c. **JUNIOR MEMBER** Any person under the age of 18 years may become a Junior Member. Junior Members shall have no voting rights nor be entitled to hold any office. Parents of Junior Members shall have no voting rights.
 - d. **LIFE MEMBERSHIP** The Management Committee as a Life Member may elect any member who has given outstanding service to the club. Any member may nominate a person for consideration for Life Membership.
- 6.8. The Management Committee shall appoint a member of the Management Committee to maintain an up to date register of members of the club and that register must contain a postal address, residential address or email address for each member.
- 6.9. A member may at any reasonable time inspect the records and documents of the club.
- 6.10. Provisions in relation to register of Members:

- a. **Copy of the Register**

A Member may make a request in writing for a copy of the Register.

The Committee may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Club.

The Club may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Committee from time to time.

- b. **When Using the Information in the Register is Prohibited**

A Member must not use or disclose the information on the Register:

(i) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);

(ii) to contact, send material to the Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee, or

(iii) for any other purpose unless the purpose:

(a) is directly connected with the affairs of the Club; or

(b) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

6.11. A right, privilege or obligation that a person has because he or she is a Member of the Club:

- a. is not capable of being transferred to any other person; and
- b. ends when the person's membership ceases.

6.12. Provisions in relation to Life Members

- a. Life Members are entitled to certain privileges as determined by the Committee from time to time.
- b. Any Member who has rendered distinguished service to the Club in any capacity, for not less than 10 consecutive years, may be elected to Life Membership of the Club.
- c. The following conditions shall be observed in the Election of Life Members:
 - i. Nominations signed by three (3) financial Members of the Club must be submitted to the Secretary, and the nomination needs to be discussed and approved by the Management Committee, and if approved, then at the next Annual General Meeting or General Meeting the nominee will be confirmed as a Life Member if there are votes in favour at the nomination at that meeting by three fourths (75%) of the Members present and voting at the which the nomination is discussed.
 - ii. If the Management Committee decides that a nomination is not appropriate to progress to voting at an Annual General Meeting or General Meeting, then reasons for that decision must be presented to the Annual General Meeting or General Meeting.
 - iii. A nomination which is not approved by the Management Committee does not prevent that nominee from being nominated again.
 - iv. Not more than two (2) persons may be approved or elected as life members in any one calendar year. If in the opinion of the Management Committee a back log of eligible and deserving persons worthy of life membership would be created, this number may be increased to four (4) persons in any one year. This shall be at the discretion of the Management Committee.

7. SUBSCRIPTIONS:

7.1. (to be paid by different classes as and when they are due).

8. TERMINATION OF MEMBERSHIP

8.1. Any person's membership may be terminated by the following events;

- a. Resignation
- b. Expulsion
- c. a Member's annual membership fee remains unpaid after 3 calendar months falling due;

8.2. The Management Committee shall have the power to suspend or expel any member of the club for:

- a. any of the events in Item 8.1
- b. False or inaccurate statements made in the member's application for membership of the club,
- c. breach of any rule, regulation or by-law of the club and
- d. by any act detrimental to the club.

After having undertaken due inquiry.

8.3. Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a meeting of the Management Committee or to a General Meeting called for such purpose (at the choice of the member) and the decision of the meeting shall be final.

9. MANAGEMENT COMMITTEE

9.1. Management of the Club shall be vested in the Management Committee elected by the members at the Annual General Meeting and consisting of;

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Registrar
- f. a representative to the Board of the TCPRA
- g. sponsorship coordinator
- h. not less than two (2) Committee Members
- i. the president or chairperson of any approved subcommittee.

9.2. No person shall hold more than 1 position on the Management Committee at any one time.

- 9.3. A person shall cease to be a member of the Management Committee at the conclusion of the Annual General Meeting which follows his/her election and s/he will be eligible for re-election.
- 9.4. A quorum of the Management Committee shall be half of its members plus one.
- 9.5. Management Committee meetings shall be held from time to time at the discretion of the President or Management Committee members.
- 9.6. A member or other person who is not a Management Committee member may attend a meeting if invited to do so by the Committee, but they:
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.
- 9.7. Minutes of the Management Committee meeting must be kept and may be inspected by a Member upon request to the President or Secretary.
- 9.8. If the President or Vice President is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.
- 9.9. The Management Committee may seek reports or updates as appropriate from any of the approved sub-committees or operating committees, and such report or update is to be given to the next meeting of the Management Committee.
- 9.11. A member of the Management Committee may lose his or her seat on the committee for either of the following:
 - a. Absence from three or more meetings without leave of absence.
 - b. Found inappropriately not to be a financial member.
- 9.12. As set out in the relevant legislation, a person is excluded from being on the Management Committee if:
 - a. are bankrupt or their affairs are under insolvency laws;
 - b. have been convicted of an indictable offence in relation to the formation or management of a body corporate in the last 5 years;
 - c. have been convicted of an offence involving fraud or dishonesty punishable by at least 3 months imprisonment in the last 5 years;
 - d. have been convicted of an offence under the Act, where a person has allowed an association to operate while insolvent in the last 5 years.

N.B

(1) Committee persons are sometimes referred to as Office Bearers.

(2) The main Office Bearers are often referred to as The Executive.

10. POWERS OF THE MANAGEMENT COMMITTEE

The Management Committee shall carry out the day-to-day running of the Club and shall have the power to:

- 10.1. Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
- 10.2. Fix the manner in which such banking accounts shall be operated upon, providing the Management Committee passes all payments;
- 10.3. Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
- 10.4. Adjudicate on all matters brought before it which in any way affect the club.
- 10.5. Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;
- 10.6. Make, amend and rescind rulings and By-laws;
- 10.7. Form and appoint any sub-committee/s as required for specific purposes;
- 10.8. Form and appoint any operating committee/s as required for specific purposes.
- 10.9. May at their discretion employ a person or persons to carry out certain duties required by the club, at salaries or remunerations for such period of time, as may be deemed necessary.
- 10.10. Should a vacancy occur on the Management Committee during the season, the Management Committee shall appoint a successor until the next Annual General Meeting, or the return of the initial office bearer if appropriate.
- 10.11. Appoint an officer/s or agent of the Management Committee to have custody of the club's records, documents and securities.

11. AUDITOR

- 11.1. The Annual General Meeting shall elect or appoint an Auditor or Auditors.
- 11.2. The Auditor/s shall examine and audit all the books and accounts of the Club annually, and have the power to call for all books, papers, accounts, receipts etc., of the club and report thereon to the Annual General Meeting.

12. GENERAL MEETINGS:

- 12.1. ANNUAL GENERAL MEETING

- a. The Annual General Meeting of the club must be held within four months of the end of the club's financial year.
- b. The Secretary or another agreed member of the Management Committee shall give at least fourteen (14) days' notice of the date of the Annual General Meeting, to members.
- c. Minutes of the Annual General Meeting must be kept and may be inspected by a Member.
- d. All financial members may attend the Annual General Meeting.
- e. The quorum at the Annual General Meeting, shall be a minimum of 20 members.

If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

- f. The agenda for an Annual General Meeting shall be;
 - Opening of Meeting
 - Apologies
 - Confirmation of Minutes of previous Annual General Meeting
 - Presentation of Annual Report
 - Adoption of Annual Report
 - Presentation of Treasurer's statement
 - Election of New Executive and appointment of Auditor
 - Vote of thanks to outgoing Executive
 - Determination of Annual Membership Fee
 - Notice/s of Motion
 - Urgent general business
 - Closure

12.2. GENERAL MEETINGS

- a. General Meetings may be called by:
 - i. the Management Committee or
 - ii. at the request of the President and Secretary or
 - iii. on the written request of 20 members of the club.
- b. The Secretary or another agreed member of the Management Committee shall give at least seven (7) days' notice, in writing, of the date of the General Meeting to the members.

- c. Notice of General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting until the agenda items have been completed.
- d. Minutes of the General Meeting must be kept and may be inspected by a Member.
- e. The quorum at the General Meeting shall be a minimum of 20 members.

13. VOTING

- 13.1. Voting powers at the Annual General Meeting and General Meetings:
 - a. The President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.
 - b. Each individual financial member present shall have one (1) vote, and each member of the Management Committee shall have one (1) vote.
- 13.2. Voting powers at Management Committee Meetings:
 - a. The President shall be entitled to a deliberate vote, and, in the event of a tied vote, the President shall exercise a casting vote.
 - b. Each individual committee member present shall have one (1) vote.
- 13.3. Members are allowed to vote at meetings by proxy, if written advice of the proxy is provided to the Secretary not less than two (2) business days before the meeting. The prescribed form for the appointment of a proxy is contained in Schedule 2.

14. FINANCE:

- 14.1. All funds of the club shall be deposited into the club's accounts at such bank or recognised financial institution as the Management Committee may determine.
- 14.2. All accounts due by the club shall be paid after having being passed for payment at the Management Committee Meeting or when approved by the President, and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next Management Committee Meeting or by the President as soon as practicable.
- 14.3. The Secretary shall not spend more than a set amount Petty Cash without the consent of the Management Committee, and shall keep a record of such expenditure in a Petty Cash Book.
- 14.4. A statement showing the financial position of the club shall be tabled at each Management Committee Meeting by the Treasurer, at the request

of a member of the Management Committee who gives 7 days' notice to the Treasurer of the request.

- 14.5. A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report, if available. If not available at the time of the Annual General Meeting, then to be available to members at their request as soon as possible afterward.
- 14.6. The financial year of the club shall commence on 1 July each year. The accounts, books and all financial records of the club shall be audited for each year.
- 14.7. The signatories to the club's account/s will be the Treasurer and any one (1) from the following;
 - President
 - Vice President
 - Secretary
- 14.8. All property and income of the club will apply solely to the promotion of the objects of the club and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.
- 14.9. Payment may be made to a member of the Management Committee in good faith for the promotion of the objects of the club or for appropriate reimbursement of expenses that were paid on behalf of the Club.

15. COMMON SEAL

(A rubber stamp on which is engraved the club's name)

The common seal of the club shall be kept in the care of the Secretary or other member of the Management Committee as approved.

The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Management Committee and in the presence of at least the President and two members of the Committee, both of whom shall subscribe their names as witnesses.

16. ALTERATIONS TO THE CONSTITUTION AND BY-LAWS:

- 16.1. No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to the relevant members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.

- 16.2. The Secretary or other nominated person shall forward such notices of motion to each relevant member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.
- 16.3. Alterations to the Constitution can be made only at Management Committee Meetings provided notice of the proposed alteration/s has been duly notified to Committee Members.
- 16.4. Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or Management Committee Meeting, as the case may be.
- 16.5. Within one month of the passing of a Special Resolution, the Secretary shall notify the relevant state department as required by legislation (ie: in reference to incorporation and liquor licensing).

17. DISSOLUTION

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

- a. another incorporated association having objects similar to those of the club; or
- b. for charitable or benevolent purposes, which incorporated club or purposes, as the case requires, shall be determined by resolution of the members.

18. DISPUTES AND MEDIATION

- 18.1. The grievance procedure set out in this Constitution applies to disputes between:
 - a. a Member and another Member; or
 - b. a Member and the Club; or
 - c. if the Club provides services to non-Members, those non-Members who receive services from the Club, and the Club.
- 18.2. 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.
- 18.3. 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.
- 18.4. The Mediator must be:
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement:

- i. in the case of a dispute between a Member and another Member, a person appointed by the Management Committee of the Club;
 - ii. in the case of a dispute between a Member or relevant non-Member (as defined by Section (1) (c)) and the Club, a person who is a Mediator appointed to, or employed with, a not for profit organization.
- 18.5. A Member of the Club can be a Mediator.
- 18.6. The Mediator cannot be a Member who is a party to the dispute.
- 18.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 18.8. The Mediator, in conducting the mediation, must:
 - a. give the parties to the mediation process every opportunity to be heard;
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 18.9. The Mediator must not determine the dispute.
- 18.10. The mediation must be confidential and without prejudice.
- 18.11. 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.

SCHEDULE 1 – APPROVED COMMITTEES

The current approved sub-committees for the purposes of division 9 above are:

1. The Palmyra Junior Rugby Club
2. The Pally Pigs

The current approved operating committees for the purposes of:

1. Social Committee
2. Singapore Sevens Committee
3. Player Selection Committee
4. Tompkins Park Liaison Committee

SCHEDULE 2 – APPROVED FORMS

See attached.

APPLICATION FOR MEMBERSHIP OF AN INCORPORATED ASSOCIATION

The Palmyra Rugby Club Inc

I,

(Insert APPLICANT'S name)

of

(insert APPLICANT'S residential or postal address - required under Section 27 of the Associations Incorporation Act (1987))

apply to become a Member of the above Association.

If my application is accepted, I agree to be bound by the Sections of the Association.

Signature: .

Date: .

Section 5 (2) "A person who wishes to become a Member must be proposed by one **Member** and seconded by another **Member**."

PROPOSED:

SECONDED:

Name:

Name:

Signature:

Signature: ..

Date:

Date:

----- Applicants to detach and keep -----

INFORMATION for APPLICANTS

- If your application is accepted, your name and address, as provided above, **must** be recorded in a register of Memberships and be made available to other Members, upon request, under Section 27 of the *Associations Incorporation Act*.
- If the obligations under the *Associations Incorporation Act* are not complied with the Association can be wound up.
- You can contact the Association at Tompkins Park, Alfred Cove WA 6154.
- You can access or correct personal information (your name and address) by contacting the Association as indicated above.

OTHER INFORMATION

- If your application is accepted you are entitled to inspect and make a copy of the register of Memberships under Section 27 of the *Associations Incorporation Act*.
- If your application is accepted you are entitled to inspect and make a copy of the Sections (constitution) of the association under Section 28 of the *Associations Incorporation Act*.

If your application for Membership is rejected by the Committee: You may give notice of your intention to appeal within 14 days of being advised of the rejection (Section 5(4)). The Association in a general meeting, no later than the next annual general meeting, must confirm or set aside the decision of the Committee rejecting your application, after giving you a reasonable opportunity to be heard or to make written representations to the general meeting (Section 5(5)).

**APPOINTMENT OF CORPORATE MEMBERSHIP
REPRESENTATIVE – model Section 19**

(Insert name of CORPORATE MEMBERSHIP of incorporated association)

advises that, on _____, it **RESOLVED** that

(Insert date of meeting)

(Insert name of REPRESENTATIVE of the above corporate Membership)

represent it at:

*(Tick only **ONE** of the following)*

the general meeting/s on _____
(Insert relevant date/s)

OR

all general meetings

of

(Insert name of INCORPORATED ASSOCIATION)

WITNESSED/AUTHORISED BY:

(if required under the CORPORATE MEMBERSHIP'S Sections)

SIGNATURE:

NAME:

POSITION:

DATE:

SIGNATURE:

NAME:

POSITION:

DATE:



(Insert CORPORATE MEMBERSHIP'S common seal)

The corporate Member acknowledges that according to Section 19(4) of the Association a person appointed to represent a Member which is a body corporate is deemed for all purposes to be a Member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

APPOINTMENT OF PROXY
Model Section 20

I,
MEMBER'S name)

(Insert

of
MEMBER'S address)

Insert

being a Member of

(Insert name of INCORPORATED ASSOCIATION)

APPOINT

(Insert PROXY'S name)

who also is a Member of the Association, as my proxy.

My proxy is authorised to vote on my behalf: *(Tick only **ONE** of the following)*

at the general meeting/s (and any adjournments of the meeting/s) on

(Insert relevant date/s)

OR

in relation to the following resolutions and/or nominations

In favour:

Against:

(Insert resolution Nos, brief description or nominees' name/s)

(Insert resolution Nos. brief description or nominees' name/s)

Signature:
(of Member appointing Proxy)

Date:

NOTICE OF GENERAL MEETING TO ALTER THE SECTIONS (CONSTITUTION) –

(Insert name of INCORPORATED ASSOCIATION) is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the Sections of the association.

The meeting will be held at _____ a.m./p.m. on _____
the _____ 200 ____.

The meeting will take place at _____

SPECIAL RESOLUTION/S:

Currently Section _____ states:

It is proposed to alter this Section so that it states as follows:

..

Currently Section _____ states:

It is proposed to alter this Section so that it states as follows:

..

OR

A list of alterations to the Sections which will be proposed as special resolutions at the meeting is attached.

INFORMATION for MEMBERSHIPS

- Section 20 allows for proxy votes. A proxy form is enclosed for you to nominate another Member to vote on your behalf if you cannot attend the meeting.
- Alterations to the Sections can only be made if supported by 75% of Members voting at the meeting or by proxy.
- Alterations to the Sections only take effect when lodged with the Department of Consumer & Employment Protection.