

Constitution of Australian Deaf Rugby Union Sports

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Australian Deaf Rugby Union Sports Constitution

Preliminary

1. Definitions

In this constitution:

Act means the *Associations Incorporation Act 2009* (NSW).

Affiliated Union has the meaning given to "Affiliated Union" (or the equivalent term if replaced) under the constitution of Rugby Australia as amended from time to time.

Association means Australian Deaf Rugby Union Sports.

Charitable Fundraising Act means the *Charitable Fundraising Act 1991* (NSW).

Charitable Fundraising Regulation means the *Charitable Fundraising Regulation 2021* (NSW).

Commissioner means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA.

Corporations Act means *Corporations Act 2001* (Cth).

Custodian has the meaning given to "Custodian" for the unincorporated body known as Australian Deaf Rugby Union Sports immediately before adoption of this constitution.

DGR has the meaning given in clause 22(a).

Honorary Member has the meaning given in clause 9(a) and **Honorary Membership** has a corresponding meaning.

ITAA means *Income Tax Assessment Act 1997* (Cth).

Life Member has the meaning given in clause 8(a) and **Life Membership** has a corresponding meaning.

Member Union means the following state and territory rugby bodies:

- Australian Capital Territory Rugby Union;
- New South Wales Rugby Union;
- Northern Territory Rugby Union;
- Queensland Rugby Union;
- South Australia Rugby Union;
- Tasmanian Rugby Union;
- Victorian Rugby Union; and
- Western Australia Rugby Union.

Officer has the meaning given in clause 24(c) but for the purpose of clauses 56 and 57 means any member of the committee.

Ordinary Committee Member means a member of the committee who is not an office-bearer of the Association.

Purpose has the meaning given in clause 4.

Regulation means the *Associations Incorporation Regulation 2016* (NSW).

Rugby Australia means Rugby Australia Limited ACN 002 898 544.

Secretary means:

- (a) the person holding office under this constitution as secretary of the Association; or
- (b) if no person holds that office, the public officer of the Association.

Special General Meeting means a general meeting of the Association other than an annual general meeting.

Special Resolution means a resolution passed at an annual general meeting or Special General Meeting of the Association by a majority comprising 75% of the votes cast.

2. Interpretation

- (a) Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in this constitution:
 - (i) a reference to a function includes a reference to a power, authority and duty; and
 - (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
 - (iii) a word importing the singular includes the plural (and vice versa);
 - (iv) a word indicating a gender includes every other gender;
 - (v) 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;
 - (vi) the word "includes" in any form is not a word of limitation;
 - (vii) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;
 - (viii) a notice or document required by this constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law; and
 - (ix) 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.
- (b) The provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

3. Association's name

The name of the Association is Australian Deaf Rugby Union Sports (**Deaf Rugby**).

4. Association's purpose

The Association is established for:

- (a) the principal purpose of providing direct relief of the distress of the deaf and hard of hearing by providing a means by which they can participate in sporting activities not generally available to them; and
- (b) the ancillary purposes, comprising the following:
 - (i) promoting the health, inclusion and advancement of people who are deaf or hard of hearing, by coordinating and facilitating rugby union and other related sporting activities for the same;
 - (ii) providing support for its members as they navigate life with a disability and engage with the Association's sporting activities;
 - (iii) fostering a culture of inclusion and non-discrimination for the deaf and hard of hearing, both in and outside the Association;
 - (iv) promoting social activities which build friendship between its members;
 - (v) co-operating with national and international bodies in the pursuit of its principal and ancillary purposes;
 - (vi) promoting education and awareness regarding distress and suffering experienced by people who are deaf and hard of hearing;
 - (vii) investigating funding opportunities, including from government bodies and private donors; and
 - (viii) taking any action as required to pursue the Association's principal and ancillary purposes.

(together, the **Purpose**).

5. Association's powers

Subject to clause 19(a), the Association has the following powers, which may only be used to carry out the Purpose:

- (a) the powers of an individual; and
- (b) all the powers of an incorporated associations established under the Act.

Membership

6. Membership generally

- (a) A person is eligible to be a member of the Association if:
 - (i) the person is a natural person; and

- (ii) the person has applied and been approved for membership of the Association in accordance with clause 7.
- (b) A person is taken to be a member of the Association if:
 - (i) the person is a natural person, and
 - (ii) the person was a member of the unincorporated body immediately before the registration of the Association.
- (c) A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6(1)(a) of the Act was made.

7. Application for membership

- (a) An application by a person for membership of the Association:
 - (i) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee; and
 - (ii) must be lodged (including by electronic means if the committee so determines) with the Secretary of the Association.
- (b) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (c) The committee may reject any application for membership of the Association in its absolute discretion. The committee is not required to give any reason for that rejection.
- (d) As soon as practicable after the committee makes that determination, the Secretary must:
 - (i) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable); and
 - (ii) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (e) The Secretary must, on payment by the applicant of the amounts referred to in clause 7(d)(ii) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

8. Life Membership

- (a) A member is a Life Member if they have accumulated at least:
 - (i) 7 years' membership with the Association; and
 - (ii) 7 years either as a member of the committee or assisting with the committees' activities

(or a shorter period if approved by a majority of the Life Members on a case-by-case basis) inclusive of any period of membership prior to adoption of this constitution.

- (b) Any Life Member may agree to be appointed by the committee to act as a liaison officer between the committee and the Association's players.
- (c) Life Members may remove any committee member, sub-committee member or Honorary Member at any given time, subject to the written agreement of three Life Members.

9. Honorary Membership

- (a) The members may, by Special Resolution at an annual general meeting, appoint any person other than a member as an honorary member, on any conditions specified in the Special Resolution (**Honorary Member**), provided that:
 - (i) such person has provided their consent in writing prior to the notice of annual general meeting; and
 - (ii) there will be no more than 10 Honorary Members following such appointment (unless a higher limit is approved by the committee).
- (b) Honorary Members:
 - (i) are not liable for any fees or subscription amounts under clause 14; and
 - (ii) are not entitled to:
 - A. receive notices of any general meetings of the Association;
 - B. vote at any general meeting of the Association;
 - C. be elected to the committee of the Association; or
 - D. any other rights conferred on members of the Association under this constitution.

10. Cessation of membership

A person ceases to be a member, Life Member or an Honorary Member of the Association if the person:

- (a) dies;
- (b) resigns from such role;
- (c) in the case of a Life Member, ceases to be a member;
- (d) in the case of an Honorary Member, becomes a member or is removed under clause 8(c);
- (e) in the case of a member or Life Member, is expelled from the Association; or
- (f) other than in respect of an Honorary Member, fails to pay the annual membership fee under clause 14(b) (if any) within 3 months after the fee is due.

11. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member, Life Member or Honorary Member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership (in the case of a member or Life Member) or Honorary Membership.

12. Resignation of membership, Life Membership or Honorary Membership

- (a) A member, Life Member or an Honorary Member of the Association may resign from such role by first giving to the Secretary written notice of at least 1 month (or any other period that the committee may determine) of their intention to resign and, on the expiration of the period of notice, that person ceases to be a member, Life Member or Honorary Member as applicable (and if the person resigns as member, such person also ceases to be a Life Member at the expiry of the period of notice).
- (b) If a person ceases to hold membership, Life Membership or Honorary Membership, the Secretary must make an appropriate entry in the register of members, Life Members and Honorary Members recording the date of cessation.

13. Register of members

- (a) The Secretary must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name, postal address and email address of each person who is a member (including whether they are a Life Member) together with the date on which the person became a member and (where applicable) Life Member.
- (b) The register must be kept in New South Wales:
 - (i) at the main premises of the Association, or
 - (ii) if the Association has no premises, at the Association's official address.
- (c) The register shall be open for inspection, free of charge, by any member of the Association at any reasonable time as agreed with the Secretary.
- (d) A member of the Association may obtain a copy of any part of the register (in the case of a hard copy, on payment of a fee of not more than \$1.00 for each page copied).
- (e) If a member requests that any information contained on the register about the member (other than the member's name and office(s) held with the Association) not be available for inspection, that information must not be made available for inspection.
- (f) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or

- (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (g) If the register of members is kept in electronic form:
 - (i) it must be convertible into hard copy; and
 - (ii) the requirements in subclauses (b) and (c) apply as if a reference to the register is a reference to a current hard copy of the register.

14. Fees and subscriptions

- (a) A member of the Association must, on admission to membership, pay to the Association a fee determined by the Committee (if any).
- (b) In addition to any amount payable by the member under clause 14(a), a member of the Association must pay to the Association an annual membership fee of an amount determined by the committee (if any):
 - (i) except as provided by clause 14(b)(ii), before the first day of the financial year of the Association in each calendar year; or
 - (ii) if the member becomes a member on or after the first day of the financial year of the Association in any calendar year, on becoming a member and before the first day of the financial year of the Association in each succeeding calendar year.

15. Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 14.

16. Resolution of disputes

- (a) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983* (NSW).
- (b) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (c) The *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration.

17. Disciplining of members

- (a) A complaint may be made to the committee by any person that a member of the Association:
 - (i) has refused or neglected to comply with a provision or provisions of this constitution; or
 - (ii) has wilfully acted in a manner prejudicial to the interests of the Association.

- (b) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the committee decides to deal with the complaint, the committee:
 - (i) must cause notice of the complaint to be served on the member concerned, and
 - (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
 - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (d) The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (e) If the committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 18.
- (f) The expulsion or suspension does not take effect:
 - (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (ii) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 18,

whichever is the later.

18. Right of appeal of disciplined member

- (a) A member may appeal to the Association in general meeting against a resolution of the committee under clause 17, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a member under clause 18(a), the Secretary must notify the committee, which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (d) At a general meeting of the Association convened under clause 18(c):
 - (i) no business other than the question of the appeal is to be transacted;
 - (ii) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (iii) the members present are to vote by secret ballot on whether the resolution should be confirmed or revoked.

- (e) The appeal is to be determined by a simple majority of votes cast by members of the Association.

Income and property

19. Income and property

- (a) The Association's income and property must be applied solely towards promoting the Association's Purpose and exercising its powers as set out in this constitution.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the members.
- (c) This rule does not prohibit the Association making a payment in good faith for:
- (i) out-of-pocket expenses incurred by a member;
 - (ii) a service rendered to the Association by a member in a professional or technical capacity where:
 - A. the provision of the service has the prior approval of the committee; and
 - B. the amount payable is not more than an amount which commercially would be reasonable payment for the service.
- (d) This rule does not prohibit the Association making a payment:
- (i) in good faith to any member for goods supplied in the ordinary and usual course of business;
 - (ii) of reasonable and proper interest on money borrowed from a member; or
 - (iii) of reasonable and proper rent for premises let by any member to the Association.

Audit

20. Appointment of auditor

- (a) If the Association holds an authority to conduct a fundraising appeal under the Charitable Fundraising Act, the committee must appoint a qualified auditor.
- (b) The committee may appoint a qualified auditor at any other time if it considers the appointment of an auditor to be appropriate.
- (c) The auditor must be:
- (i) a registered company auditor registered under section 1280 of the Corporations Act;
 - (ii) a firm of registered company auditors registered under section 1280 of the Corporations Act;
 - (iii) a member of CPA Australia or Chartered Accountants Australia & New Zealand; or

- (iv) any other person having qualifications or experience approved by the Minister for Fair Trading.
- (d) The committee may fix the remuneration of the auditor from time to time.

21. Role of auditor

- (a) The auditor must:
 - (i) examine the accounting records of the Association at least once in each financial year; and
 - (ii) meet with relevant committee members for this purpose at times arranged with the committee and relevant committee members.
- (b) The auditor must draw up the audit program. In preparing the program the auditor must have regard to:
 - (i) current practice;
 - (ii) the auditing standards issued from time to time by recognised Australian accounting bodies; and
 - (iii) any advisory notes for auditors which the committee issues from time to time.
- (c) The auditor must:
 - (i) make a report to the members at each annual general meeting on every statement of income and expenditure and balance sheet tabled before each annual general meeting during the auditor's term of office; and
 - (ii) state in the report whether in his or her opinion:
 - A. the statement of income and expenditure and balance sheet together with any statements, reports and notes that are attached to and intended to be read with the statement or balance sheet are properly drawn up so as to give a true and fair view of the financial position of the Association during and at the end of its last financial year (or other date appropriate to the period covered by that balance sheet and statement);
 - B. the accounting and other records examined by the auditor have been properly maintained in accordance with the Charitable Fundraising Act and Charitable Fundraising Regulation;
 - C. money received as a result of fundraising appeals conducted during the financial year has been properly accounted for and applied in accordance with the Charitable Fundraising Act and Charitable Fundraising Regulation; and
 - D. the Association is solvent.

Winding up and revocation of DGR status

22. Winding up and revocation of DGR status

- (a) Subject to any more restrictive requirements imposed by the Act or Regulation, if the Association is wound up or has its deductible gift recipient (**DGR**) endorsement (if any) revoked (whichever occurs first), any income or property which remains after satisfaction of all its debts and liabilities must not be paid or distributed among the Members but, must only be given or transferred to one or more bodies corporate, associations or institutions selected by the members by Special Resolution at or before the dissolution of the Association:
 - (i) that is charitable at law;
 - (ii) having objects similar to the objects of the Association;
 - (iii) whose constitution prohibits distributions or payments to its members and committee members to an extent at least as great as is outlined in clause 19; and
 - (iv) if the Association has obtained DGR endorsement, then gifts are allowable deduction pursuant to the *Income Tax Assessment Act 1997* (Cth).
- (b) If there are no bodies corporate, associations or institutions which meet the requirements of clause 22(a), the income or property must only be given or transferred to one or more DGR-endorsed bodies corporate, associations or institutions selected by the members by Special Resolution at or before dissolution of the Association, the objects of which are charitable and the gifts to which are allowable deductions pursuant to the *Income Tax Assessment Act 1997* (Cth).

Committee

23. Powers of the committee

Subject to the Act, the Regulation and this constitution, the committee:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association; and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

24. Composition and membership of committee

- (a) The committee is to consist of:
 - (i) the Officers of the Association; and
 - (ii) no less than 3 Ordinary Committee Members,
 each of whom is to be elected at the annual general meeting of the Association under clause 25.

- (b) The total number of committee members is to be 8.
- (c) The office-bearers (**Officers**) of the Association are as follows:
 - (i) the president;
 - (ii) the vice-president;
 - (iii) the treasurer;
 - (iv) the Secretary; and
 - (v) the deaf liaison officer.
- (d) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (e) There is no maximum number of consecutive terms for which a committee member may hold office.
- (f) Each member of the committee is, subject to this constitution, to hold office immediately after the annual general meeting at which they are appointed until the conclusion of the next annual general meeting following the date of the member's election, and is eligible for re-election.

25. Election of committee members

- (a) A person nominated as a candidate for election as an Officer or as an Ordinary Committee Member of the Association must be a member of the Association.
- (b) Nominations of candidates for election as Officers or as Ordinary Committee Members:
 - (i) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (ii) must be delivered to the Secretary of the Association at least 7 days before the notice of the annual general meeting is required to be given to the members under clause 45.
- (c) If insufficient nominations are received to fill all vacancies on the committee:
 - (i) the candidates nominated are taken to be elected;
 - (ii) a call for further nominations must be made at the meeting; and
 - (iii) any vacant positions then remaining on the committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

26. President

It is the president's duty to:

- (a) preside at committee meetings and general meetings in accordance with this constitution; and
- (b) in the absence of the treasurer, ensure that all monies due to the Association is collected and received and that all payments authorised by the Association are made.

27. Vice President

In the president's absence, the vice president shall assume responsibility for the president's duties in accordance with this constitution.

28. Secretary

- (a) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address and email address.
- (b) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - (i) all appointments of Officers and Ordinary Committee Members;
 - (ii) the names of members of the committee present at a committee meeting or a general meeting; and
 - (iii) the total number of members present at general meetings of the Association;
 - (iv) all resolutions and proceedings at committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting may be kept in written or electronic form and must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (d) The signature of the chairperson may be transmitted by electronic means for the purposes of clause 28(c).

29. Treasurer

It is the duty of the treasurer of the Association to:

- (a) ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made;
- (b) ensure that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association; and
- (c) present a short statement to the committee at least once every 6 months, showing the financial position of the Association.

30. Deaf liaison officer

It is the duty of the deaf liaison officer of the Association to assist with:

- (a) communications with persons who have hearing loss at committee meetings and general meetings; and
- (b) voting at committee meetings and general meetings by members who have hearing loss.

31. Casual vacancies

- (a) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (b) A casual vacancy in the office of a member of the committee occurs if the member:
 - (i) dies;
 - (ii) ceases to be a member of the Association;
 - (iii) is or becomes an insolvent under administration within the meaning of the Corporations Act;
 - (iv) resigns office by notice in writing given to the Secretary;
 - (v) is removed from office under clause 32;
 - (vi) becomes a mentally incapacitated person;
 - (vii) is absent without the consent of the committee from 3 consecutive meetings of the committee;
 - (viii) has been called upon to resign by a notice signed by all members of the committee other than the member requested to resign;
 - (ix) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - (x) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act.

32. Removal of committee members

- (a) In general meetings, the Association may by resolution remove any member of the committee from the office of committee member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) If a member of the committee to whom a proposed resolution referred to in clause 32(a) relates makes representations in writing to the Secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

33. Committee meetings and quorum

- (a) The committee must meet at least 2 times in each period of 12 months at the place and time that the committee may determine.
- (b) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (c) Oral or written notice of a meeting of the committee must be given by the Secretary to each member of the committee at least 48 hours before the time appointed for the holding of the meeting (or any other period that may be unanimously agreed on by the members of the committee).
- (d) Notice of a meeting given under clause 33(c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (e) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (f) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (h) At a meeting of the committee:
 - (i) the president or, in the president's absence, the vice-president is to preside; or
 - (ii) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

34. Appointment of Association members as committee members to constitute quorum

- (a) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the Association as committee members to enable the quorum to be constituted.
- (b) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (c) This clause applies in addition to the filling of a casual vacancy under clause 31.

35. Use of technology at committee meetings

- (a) A committee meeting may be held at 2 or more venues using any technology, which has received prior approval by the committee, and that gives each of the committee's members a reasonable opportunity to participate.

- (b) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36. Delegation by committee to sub-committee

- (a) The committee may, by instrument in writing, delegate to one or more sub-committees established by the committee (consisting of any persons that the committee thinks fit, provided at least one person is a committee member) the exercise of any of the functions of the committee that are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the committee by the Act or by any other law.
- (b) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (d) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (f) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (g) A sub-committee may meet and adjourn as it thinks proper.
- (h) Subject to any direction by the committee, clauses 33 - 35 shall apply to a sub-committee established by the committee except references to "committee" in those clauses shall be taken to be references to "sub-committee".

37. Voting and decisions

- (a) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (b) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to clause 33(e), the committee may act despite any vacancy on the committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

38. Written resolutions

- (a) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (b) If the committee transacts business by the circulation of papers, a written resolution, approved by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (c) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of the approval of a resolution under clause 38(b).
- (d) A resolution approved under clause 38(b) must be recorded in the minutes of the meetings of the committee.

Public Officer

39. The public officer

- (a) The committee must appoint at least one public officer who will hold the position subject to, and have the powers provided for under, the Act and who must carry out any additional duties decided by the committee from time to time.
- (b) The public officer can be any member of the Association, including a member of the committee.

Coaches, players and patrons

40. Coaches and players

- (a) There shall be no restriction as to the eligibility of nominees for the position of coach of the Association nor any limit on the number of coaches of the Association.
- (b) All persons who wish to be appointed as a coach of the Association, including current coaches, must apply to be appointed as a coach at each annual general meeting. If there is a vacancy during the year, the Secretary may announce such vacancy in writing to the members and any persons wishing to be appointed must apply in writing within 14 days of such announcement in accordance with such announcement.
- (c) The committee will appoint coaches after receipt of nominations in accordance with clause 40(b).
- (d) The coaches will only consider appointing players to represent the Association that:
 - (i) have an active membership with a club that is associated with a Member Union or Affiliated Union of Rugby Australia; and
 - (ii) have hearing loss of at least 26 decibels averaged across both ears.
- (e) The coaches are responsible for approving (through a majority vote):
 - (i) the selection and announcement of teams to represent the Association; and
 - (ii) in the case of a deadlock for any of the matters in sub-paragraphs (i) and (ii) above, the method for resolving the deadlock.

- (f) Coaches and players of the Association may resign by written notice to the Secretary.
- (g) Coaches of the Association may be dismissed at any time and for any reason by the committee.
- (h) Players of the Association may be dismissed at any time and for any reason by a coach or the committee.

41. Patrons

- (a) The committee may appoint (on any conditions) and remove any person(s) it may deem appropriate to be a patron of the Association to support the Purpose of the Association, subject to such person providing their prior written consent.
- (b) A patron of the Association may resign by written notice to the Secretary.

General meetings

42. Annual general meetings - holding of

- (a) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (b) The Association must hold its annual general meetings:
 - (i) within 6 months after the close of the Association's financial year; or
 - (ii) within any later time that may be allowed or prescribed under section 37(2)(b) of the Act.

43. Annual general meetings - calling of and business at

- (a) The annual general meeting of the Association is, subject to the Act and to clause 42, to be convened on the date and at the place and time that the committee thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (i) to confirm the minutes of the last preceding annual general meeting and of any Special General Meeting held since that meeting;
 - (ii) to receive from the committee reports on the activities of the Association during the last preceding financial year;
 - (iii) to elect Officers and Ordinary Committee Members; and
 - (iv) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (c) An annual general meeting must be specified as that type of meeting in the notice convening it.
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

44. Special general meetings - calling of

- (a) The committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (b) The Secretary must, on the requisition of at least 7 members, convene a Special General Meeting of the Association.
- (c) A requisition of members for a Special General Meeting:
 - (i) must be in writing;
 - (ii) must state the purpose or purposes of the meeting;
 - (iii) must be signed by the members making the requisition;
 - (iv) must be lodged with the Secretary; and
 - (v) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the Secretary fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (e) A Special General Meeting convened by a member or members as referred to in clause 44(d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (f) For the purposes of clause 44(c):
 - (i) a requisition may be in electronic form; and
 - (ii) a signature may be transmitted, and a requisition may be lodged, by electronic means.

45. Notice

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 45(a), the intention to propose the resolution as a Special Resolution.
- (c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 43(b).

46. Quorum for general meetings

- (a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (b) Five Life Members present (who are entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of members - is to be dissolved; and
 - (ii) in any other case - is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, at least 3 members who hold the office of a Life Member are to constitute a quorum.

47. Presiding member

- (a) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- (b) If the president and the vice-president are absent or unwilling to act, the Life Members present and eligible to vote must elect one of their number to preside as chairperson at the meeting.

48. Adjournment

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Life Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in clauses 48(a) and 48(b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

49. Making of decisions

- (a) A question arising at a general meeting of the Association is to be determined by:
 - (i) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine; or

- (ii) if on the motion of the chairperson or if 6 or more Life Members present at the meeting decide that the question should be determined by a written ballot - a written ballot.
- (b) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (c) Clause 49(b) applies to a method determined by the committee under clause 49(a)(i) in the same way as it applies to a show of hands.
- (d) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

50. Special Resolutions

- (a) A Special Resolution may only be passed by the Association in accordance with section 39 of the Act.
- (b) A Special Resolution must be passed by a general meeting to effect the following changes:
 - (i) appoint an Honorary Member under clause 9;
 - (ii) a change in the Association's name;
 - (iii) a change in the Association's constitution;
 - (iv) a change in the Purpose;
 - (v) an amalgamation with another incorporated association;
 - (vi) to voluntarily wind up the Association and distribute its assets; and
 - (vii) to apply for registration as a company or a co-operative.

51. Voting

- (a) Except as otherwise required by law, only Life Members (and not any other members of the Association) are eligible to vote at general meetings of the Association.
- (b) On any question arising at a general meeting of the Association, a Life Member has one vote only.
- (c) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A Life Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (e) A Life Member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

52. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

53. Postal or electronic ballots

- (a) The Association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 18).
 - (b) A postal or electronic ballot is to be conducted in accordance with Schedule 2 to the Regulation (*Conduct of postal or electronic ballots*).
 - (c) Except as otherwise required by law, only Life Members (and not any other members) are eligible to vote on any matter to be decided by a postal or electronic ballot of the Association.
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54. Use of technology at general meetings

- (a) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the Association's members a reasonable opportunity to participate.
 - (b) A member of an Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
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55. Service of notices

- (a) For the purpose of this constitution, a notice may be served on or given to a person:
 - (i) by delivering it to the person personally;
 - (ii) by sending it by pre-paid post to the address of the person; or
 - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (b) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

Miscellaneous

56. Indemnity

To the extent permitted by law, the Association may indemnify a person who is or has been an Officer of the Association against a liability incurred by that person in his or her capacity as an Officer of the Association:

- (a) to any other person; and
- (b) for costs and expenses in defending proceedings, whether civil or criminal, in which judgment is given in favour of that person or in which that person is acquitted or in connection with an application, in relation to those proceedings, in which the court grants relief to that person,

so far as the liability is not covered by a contract of insurance taken out by any person for the benefit of that Officer.

57. Insurance

- (a) The Association may take out and maintain insurance in respect of the Association, its members and/or other persons associated with the Association.
- (b) The Association may agree to pay, or reimburse another person who has paid, a premium in respect of a contract insuring a person who is, or has been, an Officer of the Association against a liability incurred by that person as an Officer of the Association, except in circumstances prohibited by law.
- (c) All players of the Association must register with Rugby Australia to receive any insurance coverage that may be available to players registered with Rugby Australia.
- (d) The Association reserves the right to not provide any insurance for its members or players, including but not limited to travel insurance for members who are traveling for Association-related purposes.

58. Funds - source, deposits and receipts

- (a) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, gifts, sponsorships, donations, government grants, fundraising activities and, subject to any resolution passed by the Association in general meeting, any other sources that the committee determines.
- (b) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (c) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

59. Funds - management

- (a) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the Purpose of the Association in the manner that the committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 1 of, the following:

- (i) president;
- (ii) Secretary; and/or
- (iii) treasurer.

60. Association is non-profit

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

61. Change of name, objects and constitution

An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

62. Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:

- (a) at the main premises of the Association, in the custody of the public officer or a member of the Association (as the committee determines); or
- (b) if the Association has no premises, at the Association's official address, in the custody of the public officer.

63. Inspection of books etc

- (a) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (i) records, books and other financial documents of the Association;
 - (ii) this constitution; and
 - (iii) minutes of all committee meetings and general meetings of the Association.
- (b) A member of the Association may obtain a copy of any of the documents referred to in clause 63(a) on payment of a fee of not more than \$1 for each page copied.
- (c) Despite clauses 63(a) and 63(b), the committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

64. Common seal

- (a) The common seal of the Association must be kept in the custody of the committee or its delegate for this purpose.
- (b) The common seal may only be affixed to a document if:

- (i) the committee authorises it, which it may do before or after the common seal is used; and
- (ii) the document to which the common seal is affixed is signed by any 2 members of the committee.

65. Alteration of constitution

- (a) This constitution may only be altered in accordance with the Act.
- (b) The Association must not pass a Special Resolution altering this constitution if, as a result, the Association will cease to be a charity.
- (c) In addition to any notification required under the Act, the Association must notify the Commissioner in writing if:
 - (i) a Special Resolution is passed making a material alteration to, or materially affecting, clause 19, 22 or 65; or
 - (ii) the Association is no longer eligible to be endorsed as a charity or as a deductible gift recipient under Subdivision 30-BA of ITAA, as a result of a change in its constitution or activities or otherwise.
- (d) A Special Resolution making a material alteration to, or materially affecting, clause 22 has no effect until the Minister responsible for the Act consents to the alteration.

66. Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June; and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

67. Transitional provisions

This constitution must be read and construed so that:

- (a) any committee member, Officer, Honorary Member, patron or coach in office immediately before the adoption of this constitution will be considered to have been appointed under, and to hold such office in accordance with this constitution;
- (b) any member or person acknowledged by the committee to be a member immediately before the adoption of this constitution will be considered to have obtained and to retain, membership in accordance with this constitution;
- (c) any Life Member or Custodian in office immediately before the adoption of this constitution will be considered to have been appointed under, and to hold office as a Life Member in accordance with this constitution;
- (d) any register maintained by the Association immediately before the adoption of this constitution will be considered to be a register maintained under this constitution;
- (e) any seal adopted by the Association before the adoption of this constitution as the common seal of the Association will be considered to be the common seal which the Association has adopted under this constitution;

- (f) all sub-committees established by the committee and maintained immediately before the adoption of this constitution will be considered to be sub-committees established under clause 36, and will be regulated as if under clause 36; and
- (g) unless the contrary intention appears in this constitution, all persons, things and circumstances appointed or created by or under the constituent documentation of the Association in force before the adoption of this constitution will continue to have the same status, operation and effect after the adoption of this constitution.