

# Queensland Rugby Referees Association (Brisbane) Inc.

## Constitution (Rules)

### 1. Interpretation

1.1 The rules of the QRRRA include the Constitution as defined in the *Associations Incorporation Act 1981*.

1.2 In these rules—

**Act** means the *Associations Incorporation Act 1981*.

**present** means—

1.2.1 At a Management Committee meeting, see rule 22.6; or

1.2.2 At a general meeting, see rule 35.2.

**special resolution** means a resolution put to the QRRRA members that requires 75% of the members at a general or special meeting to vote for the resolution in order for it to pass.

1.3 A word or expression that is undefined in these rules, but defined in the Act has, if the context permits, the meaning given by the Act.

1.4 Family means a mother and/or father (or another in a parenting role) with a child/ren under 18 years of age.

### 2. Name

2.1 The name of the incorporated association is Queensland Rugby Referees Association (Brisbane) Inc. (***the association or QRRRA***).

### 3. Objects

3.1 To recruit eligible persons from all ages, cultures and abilities as referees, assistant referees and referee coaches and to assist those persons in gaining the necessary accreditation as duly qualified referees, assistant referees and referee coaches for all forms of rugby as approved by Rugby Australia and World Rugby.

3.2 To provide material support to disadvantaged persons in becoming accredited and the further development of their career as a match official.

- 3.3 To ensure and maintain the theoretical and practical standards for refereeing and quality administration of the referees of rugby union in Brisbane and surrounding areas. Such standards to be in accordance with Rugby Australia and World Rugby.
- 3.4 To provide equal opportunity for all members of the association to attain and maintain the highest and most satisfying accreditation of which the member is capable, based on merit and equity.
- 3.5 To appoint referees, assistant referees and referee coaches to rugby matches played in Brisbane and surrounding areas or as invited by any Rugby Union Club or other body affiliated with Rugby Australia.

#### 4. Powers

4.1 QRRA has the powers of an individual.

4.2 QRRA may, for example —

- 4.2.1 Enter into contracts; and
- 4.2.2 Acquire, hold, deal with and dispose of property; and
- 4.2.3 Make charges for services and facilities it supplies; and
- 4.2.4 Do other things necessary or convenient to be done in carrying out its affairs.

#### 5. Classes of members

5.1 The membership of the association consists of ordinary members, in any of the following classes of members—

	<b>Membership Category</b>	<b>Definition</b>	<b>Voting Rights at General Meetings</b>
1	Senior Member	A person 18 years of age and over, and registered to referee rugby or coach referees.	Yes
2	Junior Member	A person under 18 years of age registered to referee rugby	No
3	Parent / Carer Member	A nominated person from each family with Junior Members.	No
4	Junior Affiliate Member	Any person under 18 who volunteers for the QRRA but is not eligible for another category of membership.	No
5	Senior Affiliate Member	Any person over 18 who volunteers for the organisation but is not eligible for another category of membership.	Yes
6	Active Life Member	A Life Member who has been accepted at a QRRA annual general meeting, and has volunteered and/or attended a general meeting of the QRRA in the past two years,	Yes

7	Non Active Life Member	A Life Member who has been accepted at a QRRA annual general meeting under the conditions of the current By-Laws, and has NOT volunteered and/or attended a general meeting of the QRRA in the past two years,	No
8	Honorary Member	A person or organisation invited to membership by the management committee in the interest of refereeing rugby for such a period as deemed appropriate and appointed according to the current By- Laws.	No

5.2 The number of ordinary members is unlimited.

## 6. New membership

6.1 An applicant for membership of the QRRA must submit an application for membership to the QRRA.

6.2 An application for membership must be—

6.2.1 in writing (this can be online); and

6.2.2 signed by the applicant (this can be the process of filling out the form online); and

6.2.3 in the form decided by the Management Committee.

## 7. Membership fees

7.1 The membership fee for each ordinary membership and for each other class of membership (if any)—

7.1.1 is the amount decided by the Management Committee from time to time at a meeting; and

7.1.2 is payable when, and in the way, the Management Committee decides.

7.1.3 A member of the QRRA who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

## **8. Admission and rejection of new members**

- 8.1 The Management Committee must consider an application for membership at the next committee meeting held after it receives—
  - 8.1.1 The application for membership; and
  - 8.1.2 The appropriate membership fee for the application.
- 8.2 The Management Committee must ensure that, as soon as possible after the person applies to become a member of the QRRR, and before the Management Committee considers the persons application, they advise the person—
  - 8.2.1 Whether or not the QRRR has public liability insurance; and
  - 8.2.2 If the QRRR has public liability insurance—the amount of the insurance.
- 8.3 The Management Committee must decide at the meeting whether to accept or reject the application.
- 8.4 If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant becomes a member for the class of membership for which they applied.
- 8.5 The secretary or nominee of the QRRR must, as soon as practicable after the Management Committee decides to reject an application, give the applicant a written notice of the decision.

## **9. When membership ends**

- 9.1 A member may resign from the QRRR by giving a written notice of resignation to the secretary.
- 9.2 The resignation takes effect at—
  - 9.2.1 The time the notice is received by the secretary; or
  - 9.2.2 If a later time is stated in the notice—the later time.
- 9.3 The Management Committee may terminate a member's membership if the member—
  - 9.3.1 Is convicted of an indictable offence; or
  - 9.3.2 Does not comply with any of the provisions of these rules; or
  - 9.3.3 Has membership fees in arrears and who has been notified of the arrears and has not paid the fees within 14 days of the date of the notice; or
  - 9.3.4 conducts himself or herself in a way considered injurious or prejudicial to the character or interests of the QRRR.

- 9.4 Before the Management Committee terminates a member's membership, the member shall have a full and fair opportunity to show why the membership should not be terminated.
- 9.5 If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the secretary must give the member a written notice of the decision.

## **10 Appeal against rejection or termination of membership**

- 10.1 A person whose membership application is rejected, or whose membership is terminated, may give the secretary written notice of the person's intention to appeal the decision.
- 10.2 The person must give the secretary a notice of intention to appeal within 1 month after the person receives written notice of the decision.
- 10.3 Within one month of receiving a notice of intention to appeal, the secretary must call a general meeting to decide the appeal.

## **11. General meeting to decide appeal**

- 11.1 The general meeting to decide an appeal must occur within 3 months after the secretary receives the notice of intention to appeal.
- 11.2 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 11.3 The Management Committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 11.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 11.5 If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## **12. Register of members**

- 12.1 The management committee must keep a register of members of the QRRRA.
- 12.2 The register must include the following particulars for each member—
- 12.2.1 The full name of the member;
- 12.2.2 The postal or residential address of the member;
- 12.2.3 the date of admission as a member;

- 12.2.4 The date of death or time of resignation of the member;
  - 12.2.5 Details about the termination or reinstatement of membership; and
  - 12.2.6 Any other particulars the management committee or the members at a general meeting decide.
- 12.3 The register must be open for inspection by members of the QRRRA at all reasonable times.
  - 12.4 A member must contact the secretary to arrange an inspection of the register.
  - 12.5 However, the Management Committee may, on the application of a member of the QRRRA, withhold information about the member (other than the members full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

### **13 Prohibition on use of information on register of members**

- 13.1 A member of the QRRRA must not—
  - 13.1.1 Use information obtained from the register of members of the QRRRA to contact, or send material to, another member of the QRRRA for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - 13.1.2 Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the QRRRA for advertising for political, religious, charitable or commercial purposes.
- 13.2 Sub-rule 13.1 does not apply if the use or disclosure of the information is approved by the QRRRA.

### **14 Appointment or election of secretary**

- 14.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
  - 14.1.1 A member of the QRRRA elected by the QRRRA as secretary; or
  - 14.1.2 Any of the following persons appointed by the Management Committee as secretary—
    - 14.1.2.1 A member of the QRRRA Management Committee;
    - 14.1.2.2 Another member of the QRRRA;
    - 14.1.2.3 Another person.

- 14.2 If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed or elected for the QRRRA within 1 month after the vacancy happens.
- 14.3 If the Management Committee appoints a person mentioned in sub-rule 14.1.2.2 as secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.
- 14.4 However, if the Management Committee appoints a person mentioned in sub-rule 14.1.2.2 as secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- 14.5 If the Management Committee appoints a person mentioned in sub-rule 14.1.2.3 as secretary, the person does not become a member of the Management Committee.
- 14.6 In this rule— ***casual vacancy***, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

## **15 Removal of secretary**

- 15.1 The Management Committee of the QRRRA may at any time remove a person appointed by the committee as the secretary.
- 15.2 If the Management Committee removes a secretary who is a person mentioned in rule 14.1.2.1, the person remains a member of the Management Committee.
- 15.3 A secretary removed by the Management Committee, who is a person mentioned in rule 14.1.2.2 who has been appointed to a casual vacancy on the Management Committee under rule 15.5, remains a member of the Management Committee.

## **16 Functions of secretary**

- 16.1 The secretary's functions include, but are not limited to—
  - 16.1.1 Calling meetings of the QRRRA, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the QRRRA; and
  - 16.1.2 Keeping minutes of each meeting; and
  - 16.1.3 Keeping copies of all correspondence and other documents relating to

the QRRRA; and

16.1.4 Maintaining the register of members of the QRRRA.

## 17 Membership of Management Committee

- 17.1 The Management Committee of the QRRRA shall consist of a President, Vice President, Secretary, Treasurer, and not less than three (3) and not more than five (5) other general members the QRRRA members elected at a general meeting.
- 17.2 The Management Committee shall, in accordance with clause 17.1, determine the number of General Members to be elected at a general meeting at the time nominations for the Management Committee are due to be called.
- 17.3 A member of the Management Committee, other than a Secretary appointed by the Management Committee under rule 14.1.2.3, must be a member of the QRRRA.
- 17.4 At each annual general meeting of the QRRRA, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- 17.5 A member of the QRRRA may be appointed to a casual vacancy on the Management Committee under rule 20.
- 17.6 A maximum of two members of the same family may serve on the Management Committee at one time.
- 17.7 A Management Committee member, who is not the President and holds office for a period of eight (8) consecutive 1-year terms (the **maximum period**), is not eligible for election until the Annual General Meeting which follows the Annual General Meeting at which the maximum period was completed.
- 17.8 If the President has completed the maximum period, their term can be extended a further two (2) years by ordinary resolution at an Annual General Meeting when the maximum period was completed.
- 17.9 A person may act as both the secretary and treasurer.

## 18 Electing the Management Committee

- 18.1 A member of the Management Committee is elected as follows—
- 18.1.1 Any two members of the QRRRA may nominate another member (the **candidate**) to serve as a member of the Management Committee.

- 18.1.2 The nomination must be—
  - 18.1.2.1 In writing, email or text; and
  - 18.1.2.2 Signed by the candidate and the members who nominated him or her; and
  - 18.1.2.3 Given to the secretary at least 14 days before the annual general meeting at which the election is held.
- 18.1.3 Each member of the QRRRA present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the Management Committee.
- 18.1.4 If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

**18.2** A person may be a candidate only if the person—

- 18.2.1 Is an adult; and
- 18.2.2 is eligible for elected as a member under section 61A of the Act.

**18.3** A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the QRRRA for at least 7 days immediately preceding the annual general meeting.

**18.4** If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

**18.5** The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised—

- 18.5.1 Whether or not the QRRRA has public liability insurance; and
- 18.5.2 If the QRRRA has public liability insurance—the amount of the insurance.

**19 Resignation, removal or vacation of office of a Management Committee member**

**19.1** A member of the Management Committee may resign from the committee by giving written notice of resignation to the secretary.

**19.2** The resignation takes effect at—

- 19.2.1 The time the notice is received by the secretary; or
- 19.2.2 If a later time is stated in the notice—the later time.

- 19.3** A member may be removed from office at a general meeting of the QRRRA if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 19.4** Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 19.5** A member has no right of appeal against the member's removal from office under this rule.
- 19.6** A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **20 Vacancies on the Management Committee**

- 20.1** If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the QRRRA to fill the vacancy until the next annual general meeting.
- 20.2** The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 20.3** However, if the number of committee members is less than the number fixed under rule 24.1 as a quorum of the Management Committee, the continuing members may act only to—

20.3.1 Increase the number of management committee members to the number required for a quorum; or

20.3.2 Call a general meeting of the QRRRA.

## **21 Functions of the Management Committee**

- 21.1** Subject to these rules or a resolution of the members of the QRRRA carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the QRRRA.
- 21.2** The Management Committee has authority to interpret the meaning of these rules and any matter relating to the QRRRA on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

*Note*— The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

**21.3** The Management Committee may exercise the powers of the QRRAs—

21.3.1 To borrow, raise or secure the payment of amounts in a way the members of the QRRAs decide; and

21.3.2 To secure the amounts mentioned in sub-rule 21.3.1 or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the QRRAs in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the QRRAs property, both present and future; and

21.3.3 To invest in a way the members of the QRRAs may from time to time decide.

## **22 Meetings of the Management Committee**

**22.1** Subject to this rule, the Management Committee may meet and conduct its proceedings, as it considers appropriate.

**22.2** The Management Committee must meet at least once every 4 months to exercise its functions.

**22.3** The Management Committee must decide how to call a meeting.

**22.4** The Management Committee shall decide how to give a notice of a meeting.

**22.5** The Management Committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

**22.6** A committee member who participates in the meeting as mentioned in sub-rule 22.5 must be present at the meeting.

**22.7** A question arising at a committee meeting is decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is defeated.

**22.8** A member of the Management Committee must not vote on a question about a contract or proposed contract with the QRRAs if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote shall not count.

**22.9** The president is to preside as chairperson at a Management Committee meeting.

**22.10** If there is no president or if the president is not present within 10 minutes

after the time fixed for a Management Committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

**23 Quorum for, and adjournment of a Management Committee meeting**

**23.1** At a Management Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

**23.2** If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.

**23.3** If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—

23.3.1 The meeting is to be adjourned for at least 1 day; and

23.3.2 The members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

**23.4** If, at an adjourned meeting mentioned in sub-rule 24.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

**24 Special meeting of the Management Committee**

**24.1** If the secretary receives a written request signed by at least 33% of the members of the Management Committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.

**24.2** If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

**24.3** A request for a special meeting must state—

24.3.1 Why the special meeting is called; and

24.3.2 The business to be conducted at the meeting.

**24.4** A notice of a special meeting must state—

24.4.1 The day, time and place of the meeting; and

24.4.2 The business to be conducted at the meeting.

**24.5** A special meeting of the Management Committee must occur within 14 days after notice of the meeting is given to the members of the Management Committee.

**25 Minutes of Management Committee meetings**

**25.1** The secretary must ensure that a minute book contains full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting.

**25.2** To ensure the accuracy of the minutes, the chairperson for the meeting, or the chairperson of the next Management Committee meeting, must sign the minutes of each Management Committee meeting, verifying their accuracy.

**26 Appointment of subcommittees**

**26.1** The Management Committee may appoint subcommittees consisting of members of the QRRRA considered appropriate by the committee to help with the conduct of the QRRRA's operations.

**26.2** Any subcommittee must act in accordance with any delegation made to it by the Management Committee or as set out in the By-Laws.

**26.3** A member of a subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.

**26.4** A subcommittee may elect a chairperson of its meetings.

**26.5** If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.

**26.6** A subcommittee may meet and adjourn, as it considers appropriate.

**26.7** A majority vote of the members present at the meeting must decide on a question arising at a subcommittee meeting and, if the votes are equal, the question is defeated.

**27 Acts not affected by defects or disqualifications**

**27.1** A validly performed act occurs if performed by the management committee, a subcommittee or a person acting as a member of the management committee. Sub-rule 28.1 applies to acts performed when—

27.1.1 there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or

27.1.2 a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

**28 Resolutions of the Management Committee without meeting**

**28.1** A written resolution signed by each member of the Management Committee is as valid and effectual as if passed at a properly called and held committee meeting.

**28.2** A resolution mentioned in sub-rule 28.1 may consist of several documents in like form, each signed by 1 or more members of the committee.

**29 Annual general meetings**

**29.1** After the first annual general meeting, the QRRRA must hold each subsequent annual general meeting—

29.1.1 At least once each year; and

29.1.2 Within 6 months of the end of the QRRRA's reportable financial year.

**30 Management committee members to be elected at annual general meeting**

The QRRRA must elect the members of the Management Committee at each annual general meeting of the association.

**31 Other business to be conducted at annual general meeting of large incorporated associations and particular medium and small incorporated associations**

**31.1** This rule applies only if the association is—

30.1.1 a large incorporated association to which sections 59A and 59AA of the Act apply; or

30.1.2 a medium incorporated association to which sections 59A and 59AA of the Act apply; or

30.1.3 a small incorporated association to which sections 59A and 59AA of the Act apply

- 31.2** The following business must be conducted at each annual general meeting of the association—
- 30.2.1 receiving the association's financial statement, and audit report, for the last reportable financial year;
  - 30.2.2 Presenting the financial statement and audit report to the meeting for adoption;
  - 30.2.4 for a large incorporated association—appointing an auditor or an accountant for the present financial year;
  - 30.2.5 For a medium or small incorporated association, —appointing an auditor, an accountant or an approved person for the present financial year.

**32. Other business for annual general meeting of other medium incorporated associations**

- 32.1 This rule applies only if the association is a medium incorporated association to which sections 59A and 59AB of the Act apply.
- 32.2 The following business must be conducted at each annual general meeting of the association—
- 32.2.1 Receiving the association's financial statement, and verification statement, for the last reportable financial year;
  - 32.2.2 Presenting the financial statement, and verification statement to the meeting for adoption;
  - 32.2.4 Appointing an auditor, an accountant or an approved person for the present financial year.

**33. Other business to be conducted at an annual general meeting of other small incorporated associations**

- 33.1** This rule applies only if the association is a small incorporated association to which sections 59A and 59AB of the Act apply.
- 33.2** The following business must be conducted at each annual general meeting of the association—
- 33.2.1 Receiving the association's financial statement, and verification statement, for the last reportable financial year;
  - 33.2.2 Presenting the financial statement and verification statement to the meeting for adoption;

## **34. Notice of a general meeting**

- 34.1** The secretary may call a general meeting of the QRRRA.
- 34.2** The secretary must give at least 14 days notice of the meeting to each member of the QRRRA.
- 34.3** If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 34.4** The Management Committee may decide the way in which the notice must be given.
- 34.5** However, written notice must be given of the following meetings—
  - 34.5.1** A meeting called to hear and decide the appeal of a person against the Management Committee's decision—
    - 33.5.1.1** To reject the person's application for membership of the QRRRA; or
    - 33.5.1.2** To terminate the person's membership of the QRRRA;
  - 34.5.2** A meeting called to hear and decide a proposed special resolution of the QRRRA.
  - 34.5.3** A general meeting notice must state the business being conducted at the meeting.

## **35. Quorum for, and adjournment of, a general meeting**

- 35.1** The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the QRRRA's last general meeting plus one.
- 35.2** However, if all members of the QRRRA are members of the management committee, the quorum is the total number of members less one.
- 35.3** No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 35.4** If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the QRRRA, the meeting lapses.
- 35.5** If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management

committee or the QRR—

34.5.1 The meeting is to be adjourned for at least 7 days; and

34.5.2 The management committee is to decide the day, time and place of the adjourned meeting.

35.6 The chairperson may, with the consent of any meeting with a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

35.7 If a meeting is adjourned under sub-rule 36.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

35.8 The secretary is not required to give the members notice of an adjournment or of the business being conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

35.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **36. Procedure at a general meeting**

36.1 A member may take part and vote in a general meeting in person, by proxy, by attorney, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

36.2 A member who participates in a meeting as mentioned in sub-rule 35.1 is taken to be present at the meeting.

36.3 At each general meeting—

36.3.1 The president is to preside as chairperson; and

36.3.2 If there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and

36.3.3 The chairperson must conduct the meeting in a proper and orderly way.

### **37. Voting at a general meeting**

37.1 At a general meeting, a majority of votes of the members present must decide each question, matter or resolution, other than a special resolution.

- 37.2** Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 37.3** A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 37.4** The Management Committee shall decide the voting method.
- 37.5** However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 37.6** If holding a secret ballot, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 37.7** The result of a secret ballot declared by the chairperson constitutes a resolution of the meeting holding the ballot.

**38. Special general meeting**

- 38.1** The secretary must call a special general meeting by giving each member of the QRRRA notice of the meeting within 14 days after—
  - 38.1.1 Being directed to call the meeting by the management committee; or
  - 38.1.2 Being given a written request signed by—
    - 38.1.2.1 At least 33% of the number of members of the Management Committee when the request is signed; or
    - 38.1.2.2 At least the number of ordinary members of the QRRRA equal to double the number of members of the QRRRA on the Management Committee when the request is signed plus 1; or
  - 38.1.3 Being given a written notice of an intention to appeal against the decision of the Management Committee—
    - 38.1.3.1 To reject an application for membership; or
    - 38.1.3.2 To terminate a person's membership.
- 38.2** A request mentioned in sub-rule 37.1.2 must state—
  - 37.2.1 Why the special general meeting is being called; and
  - 37.2.2 The business to be conducted at the meeting.
- 38.3** A special general meeting must occur within 3 months after the secretary—
  - 38.3.1 Is directed to call the meeting by the Management Committee; or
  - 38.3.2 Is given the written request mentioned in sub-rule 37.1.2; or

38.3.3 Is given the written notice of an intention to appeal mentioned in sub-rule 37.1.3.

**38.4** If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

**39. Proxies**

**39.1** An instrument appointing a proxy must be in writing and be in the following or similar form—

**QRRRA**

I, (name).....of ...(address).....

being a member of the QRRRA, appoint.....(name of proxy).....

as my proxy to vote for me on my behalf at the (annual) general meeting of the QRRRA, to be held on the .....day of .....20\_\_; and at any adjournment of the meeting.

signed this day .....(date)..

(signature)

**39.2** The instrument appointing a proxy must—

**39.2.1** If the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or

**39.2.2** If the appointor is a corporation—

38.2.2.1 Be under seal; or

38.2.2.1 Be signed by a properly authorised officer or attorney of the corporation.

**39.3** A proxy may be a member of the QRRRA or another person.

**39.4** The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

**39.5** Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

**39.6** Unless otherwise instructed by the appointor, the proxy may vote, as the proxy considers appropriate.

**39.7** If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

## QRRRA

I, (name).....of ...(address).....

being a member of the QRRRA, appoint.....(name of proxy).....

as my proxy to vote for me on my behalf at the (annual) general meeting of the QRRRA, to be held on the .....day of .....20\_\_; and at any adjournment of the meeting.

signed this day .....(date)..

(signature)

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions— [*List relevant resolutions*]

### 40. Minutes of general meetings

**40.1** The secretary must ensure a minute book contains full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting.

**40.2** To ensure the accuracy of the minutes—

40.2.1 The minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

40.2.2 The minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the QRRRA that is a general meeting or annual general meeting, verifying their accuracy.

**40.3** If asked by a member of the QRRRA, the secretary must, within 28 days after the request is made—

39.3.1 Make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

39.3.2 Give the member copies of the minutes of the meeting.

**40.4** The QRRRA may require the member to pay the reasonable costs of providing copies of the minutes.

### 41. By-laws

- 41.1** The Management Committee may make, amend or repeal by-laws, consistent with these rules, for the internal management of the QRRRA.
- 41.2** A vote of members at a general meeting of the QRRRA may set aside a by-law.

**42. Alteration of rules**

- 42.1** Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 42.2** However an amendment, repeal or addition is valid only if the chief executive registers it.

**43. Funds and accounts**

- 43.1** The funds of the QRRRA must be kept in an account or accounts in the name of the QRRRA in a financial institution decided by the Management Committee.
- 43.2** Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the QRRRA.
- 43.3** All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 43.4** A payment by the QRRRA of \$100 or more must occur by cheque or electronic funds transfer.
- 43.5** If a payment of \$100 or more is made by cheque, the cheque must be signed by any two of the following—
  - 43.5.1 The President;
  - 43.5.2 The Secretary;
  - 43.5.3 The Treasurer;
  - 43.5.4 Any one of three other members of the QRRRA who have been authorised by the Management Committee to sign cheques issued by the QRRRA.
- 43.6** When two members of one family serve (see definitions) on the Management Committee at one time, only one shall be an authorised signatory to the account.
- 43.7** However, one of the persons who signs the cheque must be the president, the secretary or the treasurer.
- 43.8** Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

**43.9** A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.

**43.10** All expenditure must be approved or ratified at a Management Committee meeting.

**44. General financial matters**

**44.1** On behalf of the Management Committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

**44.2** The assets and income of the QRRA shall be applied solely to further its objects and exercise its powers, and no portion shall be distributed directly or indirectly to the members except as genuine compensation for services rendered or expenses incurred on behalf of the QRRA.

**45. Documents**

**45.1** The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the QRRA.

**46. Financial year**

**46.1** The end date of the QRRA's financial year is 30th September in each year.

**47. Distribution of surplus assets to another entity**

**47.1** This rule applies if the QRRA—

47.1.1 Is wound-up under part 10 of the Act; and

47.1.2 Has surplus assets.

**47.2** The surplus assets must not be distributed among the members of the QRRA.

**47.3** The surplus assets must be given to another entity—

47.3.1 which is charitable at law,

47.3.2 which has objects similar to the QRRA's objects; and

47.3.3 the rules of which prohibit the distribution of the entity's income members, and

47.3.4 to which income tax deductible gifts can be made.

In this rule— the meaning of **surplus assets** is as stated in section 92(3) of the Act.

## **48 Notices**

**48.1** Notices, documents and other communication to members may be delivered or provided by electronic communications (including email and internet websites) pursuant to procedures approved by the management committee.

**48.2** Notices, documents and other communications required to be in writing by these Rules are accepted as being in writing where they are in a letter, facsimile, email or other electronic communication which is in English.

**48.3** The sender or maker of notices, documents and other communications sign it inserting an electronic signature or by typing their name in plain text at the end of the notice, document and other communication.

**48.4** The QRRR and members agree to accept notices or other communications by electronic communications.

## **49 Grievance Procedure**

**49.1** This procedure deals with any dispute under the rules between-

a) a member and another member; or

b) a member and the Management Committee; or

c) a member and the QRRR.

**49.2** To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated if the rules provide for an appeal process against termination.

**49.3** A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:

a) to the other party; and

b) if the other party is not the Management Committee, to the Management Committee.

**49.4** If 2 or more members initiate a grievance procedure in relation to the same subject matter, the Management Committee may deal with the disputes in a single process and the members must choose 1 of the members (also the aggrieved party) to represent the members in the grievance procedure.

- 49.5** Subject to rule 50, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- 49.6** If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.
- 49.7.** Subject to rule 50, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule 49.6, the management committee must refer the dispute within 14 days after the request.

## **50 Grievance procedure not continued in particular circumstances.**

**50.1** This rule applies if—

- a) a member initiates a grievance procedure in relation to a dispute and the association or association's Management Committee is the other party to the dispute; or
- b) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 49.6.

**50.2.** The Management Committee does not have to act under rule 49.5 or 49.7 if—

- a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the management committee grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
- b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
- c) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or
- d) the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

## **51 Appointment of mediator**

**51.1** If a dispute under rule 49 is referred to mediation-

- a) the parties to the dispute must choose a mediator to conduct the mediation; or
- b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be-
  - i) for a dispute between a member and another member-a person appointed by the management committee; or
  - ii) for a dispute between a member and the management committee or the association-an accredited mediator or a mediator appointed by the director of the dispute resolution centre.

51.2 An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.

51.3 If subrule 51.2 applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **52 Conduct of mediation**

52.1 If a mediator is appointed under rule 49, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.

52.2 Subrule 52.1 does not apply if the mediator is the director of a dispute resolution centre.

52.3 The mediator—

- a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and

- b) must comply with natural justice; and

- c) must not act as an adjudicator or arbitrator; and

- d) during the mediation, may see the parties, with or without their representatives, together or separately.

52.4 The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subrule 52.1

52.5 The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.

52.6 If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **53 Representation for grievance procedure**

- 53.1 A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.
- 53.2 If a party appoints a person under subrule 53.1 to be the party's representative, the party must give written notice of the appointment to each of the following entities—
- a) the other party to the dispute;
  - b) the Management Committee;
  - c) if a mediator has been appointed before the party appoints the representative—the mediator.
- 53.3 A representative who acts for a party at a mediation must—
- a) have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
  - b) be authorised to negotiate an agreement for the party.

#### **54 Electronic communication for grievance procedure**

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees.

#### **55 Rugby AU Code of Conduct**

All Relevant Organisations (which includes the QRRRA) and Relevant Persons in the Game (which includes all QRRRA members) agree by virtue of their membership, employment or participation in rugby to be bound by all World Rugby Regulations, Bye-Laws and Laws of the Game etc. and to all Rugby AU's codes, policies and guidance and that they shall have any sanctions imposed on them under this Code recognised and applied at all levels of the game, domestically and internationally.

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