



HASTINGS VALLEY VIKINGS

RUGBY UNION CLUB

INCORPORATED

REVISED CONSTITUTION

2026

(Draft – No 5.3)

Contents

Part 1 – Preliminary.....	4
1 Definitions.....	4
Part 2 – Establishment.....	5
2 Association Name.....	5
3 Club Colours.....	5
4 Club Financial Year.....	5
5 Purposes and Powers.....	5
6 Affiliation.....	5
Part 3 – Membership.....	5
7 Membership Categories.....	5
8 Cessation of Membership.....	6
9 Playing Membership.....	6
10 Membership – General.....	6
11 Membership Entitlements Not Transferable.....	7
12 Resignation of Membership.....	8
13 Register of Members.....	8
14 Fees and Subscriptions.....	8
15 Members Liabilities.....	8
16 Resolution of Disputes.....	8
17 Disciplining of Members.....	8
18 Right of Appeal of Disciplined Member.....	9
Part 4 - The Committee.....	9
19 Powers of the Committee.....	9
20 Composition and Membership of the Committee.....	9
21 Election of Members.....	10
22 Secretary.....	11
23 Treasurer.....	11
24 Casual Vacancies.....	11
25 Removal of a Member.....	12
26 Meetings and Quorum.....	12
27 Delegation of Committee to Sub-Committee.....	13
28 Voting and Decisions.....	13
Part 5 - General Meetings.....	13
29 Annual General Meetings – Holding of.....	13
30 Annual General Meetings – Calling of, and Business at.....	14
31 Special General Meetings – Calling of.....	14

32	Notice.....	15
33	Quorum for General Meetings.....	15
34	Presiding Member.....	16
35	Adjournment.....	16
36	Making of Decisions.....	16
37	Special Resolution.....	16
38	Voting.....	17
39	Proxy Voting.....	17

Part 6 - Miscellaneous.....17

40	Insurance.....	17
41	Funds – Management.....	17
42	Change of Name, Objects and Constitution.....	17
43	Custody of Books, etc.....	17
44	Records and Accounts.....	17
45	Inspection of Books, etc.....	18
46	Service of Notices.....	18
47	Financial Year.....	18
48	Club is Non-Profit.....	19
49	Distribution of Property on Winding Up of Club.....	19
50	Conflict of Interest.....	19
51	Alteration of Constitution.....	19
52	Indemnity.....	19
53	For Noting.....	20
54	Liquor and Gaming Licences.....	20
55	Who Can Hold A Licence.....	20
56	Club Licence.....	20
57	Limited Licence.....	20
58	Signatory of Club President.....	21

Hastings Valley Vikings Constitution – 2025

PART 1 – PRELIMINARY

1. Definitions

In this constitution:

Act means the Associations Incorporation Act 2009.

Association shall mean Hastings Valley Vikings Rugby Union Club Incorporated.

Code of Conduct shall mean bylaws and acceptable standards of behaviour of all members as determined by the Committee of the Club.

Financial Member means a member who has paid their current financial year subscription, registration, or annual fee.

Life Member means a member of the Club on whom Life Membership has been bestowed.

Patron shall mean person or persons as considered by the Committee to be entitled to this position.

Public Officer means the person so designated as required under the Associations Incorporations Act 2009, as amended from time to time.

Secretary means the person holding office under this constitution as Secretary of the Club, or if no such person holds that office, the Public Officer of the Club.

Special General Meeting means a General Meeting of the Club other than an Annual General Meeting.

Special Resolution means a special resolution defined in the Act.

Zone shall mean the administrative body of rugby union on the Mid North Coast.

(1) In these rules:

- (a) A reference to a function includes a reference to a power, authority and duty and
- (b) A reference to the exercise of a function includes, if a function is a duty, a reference to the performance of the duty.

(2) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

(3) Where the context permits, a reference herein to singular words includes the plural and vice versa and a reference to any gender includes all genders.

PART 2 – ESTABLISHMENT

2. Association Name

The name of the association shall be the “Hastings Valley Vikings Rugby Union Club Incorporated”.

3. Club Colours

- (a) The Club’s colours shall be grass green, yellow, and black and the playing uniform shall embrace these colours. The Committee shall be responsible for the design of the uniform, and any changes so desired from time to time.
- (b) No change to the Club’s uniform will be undertaken without the express consent of the Committee.

4. Club Financial Year

- (a) The financial year of the Club will end on the 31st October in each year or such other date as the Committee shall determine from time to time.
- (b) The Club’s finances shall be audited each financial year.

5. Purposes and Powers

- (a) To promote, foster and encourage participation in the sport of rugby union within the Hastings/Port Macquarie area.
- (b) To provide facilities, amenities and equipment for the benefit of members.
- (c) To assist with the implementation of the objects of the Zone, as appropriate.

6. Affiliation

The Club may affiliate with those rugby union organisations in NSW or Australia as is necessary to:

- (a) Enable the Juniors, Seniors, and Golden Oldies to participate in organised rugby union competitions and,
- (b) Obtain for members negligence and medical insurance and legal indemnity.

PART 3 - MEMBERSHIP

7. Membership Categories

Membership is open to all persons who accept the Objects, Rules, Bylaws, Code of Conduct and Regulations of the Club.

(1) Membership of the Club shall consist of members of the following classes:

- (a) Playing Membership
- (b) Social Membership
- (c) Sponsor Membership
- (d) Life Membership
- (e) Patron

(2) Only financial members and Life Members of the Club shall be able to vote at any Annual, General, or Special General Meeting of the Club.

(3) No member of the Club shall be allowed to vote at any General Meeting of the Club until one month after paying the applicable membership, subscription or registration

(4) All financial members shall have the same voting rights and privileges, and each financial member shall have one vote at an Annual General Meeting, provided they attend in person.

8. Cessation of Membership

A person ceases to be a member of the Club if the person;

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Club, or
- (d) fails to pay the annual membership fee, or
- (e) is deemed by the Committee to be refused membership.

9. Playing Membership

Fully financial members who play for Club rugby union teams shall be divided into two classes:

- (i) Junior playing members shall be those members who have not attained the age of 18 Years on the 1st January in the year of membership. Junior playing members do not have voting or nominating rights. Under 18's and lower age group games do not count towards cumulative Senior Club game tallies.
Junior Members – Who subject to this constitution, shall have NO right to receive notice of Special and Annual Meetings, nominating rights, or vote at Special and Annual General Meetings of the Club.
- (ii) Senior Playing Members shall be those members who have attained the age of 18 Years on the 1st January in the year of membership. These members who subject to this constitution, shall have the right to receive notice of Annual and Special Meetings nominating rights and entitled to vote at Special and Annual General Meetings of the Club.

10. Membership - General

- (1) **Social Membership** shall be those members who have paid a yearly membership fee to the Club. Social Members – Who subject to this constitution, shall have the right to receive notice of Annual and Special Meetings and to be present, to debate, nominate and to vote, at Annual and Special General Meetings. This category shall include Hastings Valley Vikings Old Boys and Hastings Valley Wrinkled Horns Golden Oldies Rugby.
- (2) **Sponsorship Member** is a sponsor who makes a financial contribution to the Club equivalent or greater to the amount paid by a Senior Playing Member. Up to TWO memberships per sponsorship can be awarded, as determined by the Committee on application.
- (3) **Life Membership of the Club** is the highest award available to recognise the exceptional contribution of individuals to the Hastings Valley Vikings Rugby Union Club, and it is therefore only awarded in exceptional circumstances. Life Membership of the Club may be awarded to persons, male or female, who have contributed outstanding and meritorious service to the Club, and have made a significant and long term contribution well above the norm, on or off the field. Life Members – who subject to this constitution, shall have the right to receive notice of General Meetings and be present, to debate, and to vote, at General Meetings.

Any person considered for nomination for Life Membership of the Club must have met the following criteria:

- (a) Had a minimum of ten years financial Club Membership and service.
- (b) In considering the award of Life Membership, an individual will have demonstrated significant, sustained and high quality service to the Club, having demonstrated integrity and goodwill in all aspects of their involvement with the Club, thereby enhancing its reputation and future, and leaving a noteworthy legacy.
- (c) For a nomination for Life Membership, three months notice must be given in writing to the Secretary, and seconded by a minimum of five financial members of the Club. The nomination must include information detailing how the nominee meets the criteria of Life Membership.
- (d) The awarding of Life Membership to a Club member shall be decided by a Life Membership Panel. Panel members will elect a chair.
 - i. All living Life Members are eligible to join the panel, and a minimum of five Life Members are required to form the panel.
 - ii. Up to a maximum of two Committee Members can join the panel; however, in the case that current Life Members are also Committee Members, then this shall satisfy Committee representation on the panel.
 - iii. If there is no Life Member on the sitting Club Committee that current Committee shall nominate up to two representatives to join the panel.
 - iv. If there are fewer than five living Life Members at the time of a nomination, all current Life Members will sit on the panel with the remaining panel members made up of current Committee Members, so the panel has five members.
 - v. No member may sit on the panel if they are a nominator or seconder of any nomination currently before the panel for review or have been nominated to the panel.
- (e) No more than two Life Members shall be elected in any one calendar year.
- (f) Life Members are exempt from the payment of any annual Club fees.
- (g) Each Life member shall receive from the Club a Life Membership Jacket, and have their name, along with the year the honour was bestowed, placed on an honour board designed for this purpose.

(4) Patrons shall be such person or persons who at the discretion of the Committee should have such category conferred upon them. Length of patronage is one calendar year and are elected annually by the committee. Patrons – who subject to this constitution, shall have the right to receive notice of General Meetings and to be present, to debate, and to vote, at General Meetings. Patrons are exempt from the payment of any annual Club fees.

11. Membership Entitlements Not Transferable.

The right, privilege or obligation which a person has by reason of being a member of the Club:

- (a) Is not capable of being transferred or transmitted to another person, and

- (b) Terminates on cessation of the persons membership.

12. Resignation of Membership

- (a) A member of the Club may resign from membership of the Club by first giving to the Secretary of the Club written notice of at least one month (or such other period as the Committee may determine) of the members intention to resign and on the expiration of the period of notice, the member ceases to be a member.
- (b) If a member of the Club ceases to be a member the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

13. Register of Members

- (a) The Secretary must establish and maintain a register of members of the Club (whether in written or electronic form), specifying the name and address or email address of each person who is a member of the Club.
- (b) The Register of Members must be kept at the principal place of administration of the Club, and must be open for inspection, free of charge, by any member of the Club, at any reasonable hour.

14. Fees and Subscriptions

- (a) A member of the Club must, on admission of membership, pay to the Club an annual membership fee (for one of the categories at 9 or 10) which is to be determined by the Committee at the same time that the annual player and social registration fees are determined.

15. Members Liabilities

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

16. Resolution of Disputes

- (a) The Committee may at its discretion, appoint a Code of Conduct Committee to consider dispute between individual members, or between members and the Club. The Code of Conduct Committee shall consist of a 3 person panel selected by the Club Committee. All complaints must be in writing, and the Code of Conduct Committee will review, and pass on recommendations back to the Committee.

17. Disciplining of Members

- (1) A complaint may be made to the Committee by any person that a member of the Club:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Club.
- (2) On receiving such a complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Code of Conduct Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The Committee may, by resolution, expel the member from the Club or suspend the

member from membership of the Club 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.

(4) 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.

(5) The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution, whichever is the later.

18. Right of Appeal of Disciplined Member

(1) A member may appeal to the Club in General Meeting against a resolution of the Committee, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

(2) 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.

(3) On receipt of a notice from a member under clause (1), the Secretary must notify the Committee which is to convene a General Meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.

(4) At a General Meeting of the Club convened under clause (3):

(a) no business other than the question of the appeal is to be transacted, and

(b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) The appeal is to be determined by a simple majority of votes cast by members of the Club.

PART 4 - THE COMMITTEE

19. Powers of the Committee

Subject to the Act, the Regulation, and this constitution, and to any resolution passed by the Club in General Meeting, the Committee:

(a) is to control and manage the affairs of the Club, and,

(b) may exercise all such function as may be exercised by the Club, other than those functions that are required by these rules to be exercised by a General Meeting of members of the Club, and

(c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club, and

(d) will consist entirely of honorary positions.

20. Composition and Membership of the Committee

(1) The Committee shall consist of:

(a) The Executive of the Club, and

(b) At least 4 ordinary members, or more as determined from time to time, each of whom is to be elected at the Annual General Meeting.

(2) The Executive of the Club are to be:

- (a) the President
- (b) the Vice President
- (c) the Treasurer, and
- (d) the Secretary

- (2) Each member of the Committee is, subject to this constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Club to fill the vacancy, and the member so appointed is to hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

21. Election of Members

- (1) Nominations of candidates for election as Executive of the Club or as ordinary members of the Committee shall be called 21 days prior to the Annual General Meeting. When calling for nominations, details of any necessary qualifications, and position descriptions for the positions, and nomination process shall also be provided.
 - (a) must be made in writing, signed by 2 members of the Club, and accompanied by the written consent of the candidate, including a short summary of their suitability and vision for the club (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the Club no less than 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated may be declared to be elected, only if approved by a majority of members present entitled to vote.
- (3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected, and further nominations are to be received at the Annual General Meeting.
- (4) If insufficient nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of Executive and ordinary members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (7) A person nominated as a candidate for election as an Executive or as an ordinary Committee Member of the Club must be a current financial member of the Club.
- (8) Any current financial member of the Club not on the current Committee can attend any monthly Committee Meeting in a non-voting capacity.

22. Secretary

- (1) The Secretary of the Club must, as soon as practicable after being appointed as Secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) All appointments of Executive and members of the Committee,
 - (b) The names of members of the Committee present at a Committee Meeting or a General Meeting, and
 - (c) All proceeds of Committee Meetings or General Meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The Secretary of the Club will also be the Public Officer of the Club.
- (5) The Secretary of the Club shall regularly report to the committee on the activities, correspondence received and any issues relating to the Club.

23. Treasurer

It is the duty of the Treasurer of the Club to ensure:

- (1) that all money due to the Club is collected and received, and that all payments authorised by the Club are made, and
- (2) that correct books and accounts are kept showing the financial affairs of the Club, including full details, receipts and expenditure connected with the activities of the Club.
- (3) a Financial Audit will be prepared annually by suitably qualified people. This will be made available, where the accounts of the club shall be examined, and the correctness of the profit and loss accounts and balance sheets ascertained at the conclusion of the financial year.
- (4) That there are copies of the accounts available at general meetings for members to review as needed.

24. Casual Vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:

- (1) dies, or
- (2) ceases to be a member of the Club, or
- (3) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (4) resign office by notice in writing given to the Secretary, or
- (5) is removed from office (see Removal of Member section of constitution), or
- (6) becomes a mentally incapacitated person, or
- (7) is absent without the consent of the Committee for 3 consecutive meetings, or
- (8) 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
- (9) is prohibited from being a director of a company under Part 2d.6 (Disqualification from Managing Corporations) of the Corporations Act 2001 of the Commonwealth.

25. Removal of a Member

- (1) The Club in General Meeting may by resolution remove any member of the Committee from the office of 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.
- (2) If a member of the Committee to whom a proposed resolution referred to in sub-clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club or, if the representation 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.

26. Meetings and Quorum

- (1) The Committee must meet at least 5 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by request of any member of the Committee.
- (3) 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 (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-clause (3) 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 unanimously agree to treat as urgent business.
- (5) Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee. A quorum must remain present throughout the meeting.
- (6) 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.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the appointed time of the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
 - (a) the President or, in the President's absence the Vice President, is to preside, or
 - (b) if the President and Vice President are absent or unwilling to act, one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside,

27. Delegation by Committee to Sub-Committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Club as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) the power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act, or by any other law.
- (2) 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.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

28. Voting and Decisions

- (1) 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 the members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or 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.
- (3) Subject to clause 26 (5), the Committee may act despite any vacancy on the Committee.
- (4) 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.

PART 5 – GENERAL MEETINGS

29. Annual General Meetings – Holding of

- (1) The Club must hold its first Annual General Meeting within 18 months after its registration under the Act.
- (2) The Club must hold its Annual General Meetings:

- (a) Within 6 months after the close of the Club's financial year, or,
- (b) Within any later time as may be allowed or prescribed by the regulation.

30. Annual General Meetings – Calling of and Business at

- (1) The Annual General Meeting of the Club is, subject to the Act and to clause 29, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
 - (b) to receive from the Committee reports on the activities of the Club during the last preceding financial year and those reports to be physically available to members at the meeting,
 - (c) to elect the Executive of the Club and ordinary Committee Members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An Annual General Meeting must be specified as such in the notice convening it. Notice must be given to all financial members of the Club at least 3 weeks in advance that the Annual General Meeting of the Club has been called. This may be done by letter or electronic means.
- (4) Financial members are to be contacted individually, and this notice shall specify the place, day and hour of the meeting and shall state the business to be transacted at that meeting.

31. Special General Meetings – Calling of

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- (2) The Committee must, on the requisition in writing of at least 10% of financial members of the Club, convene a Special General Meeting of the Club.
- (3) A requisition of members for a Special General Meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting and,
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the Secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a Special General Meeting to be held within one month after that 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.
- (5) A Special General Meeting convened by a member or members as referred to in sub-clause (4) must be convened as nearly as practicable in the same manner as General Meetings are convened by the Committee, and any member who subsequently incurs expenses is entitled to be reimbursed by the Club for any expense so incurred.

32. Notice

- (1) Notice of every General Meeting shall be given to every eligible member. Notices shall be emailed to the addresses appearing in the Club's register. The Auditor and Committee Members shall also be entitled to receive notice of every General Meeting. No other person shall be entitled, *as of right*, to receive notices of General Meetings.
- (2) Except if the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Club, 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, including the agenda. Only notice of motions received from members entitled to vote.
- (3) If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Club, 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 sub-clause (1), the intention to propose the resolution as a Special Resolution.
Note: A special resolution must be passed in accordance with section 39 of the Act.
- (4) 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 30.
- (5) 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.

33. Quorum for General Meetings

- (1) 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.
- (2) Five members present (being members entitled under this constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting. A quorum must remain present throughout the meeting
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - (a) If convened on the requisition of members, is to be dissolved, and
 - (b) 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.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

34. Presiding Member

- (1) The presiding member or, in the President's absence, the Vice-President, is to preside as chairperson at each General Meeting of the Club.
- (2) If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

35. Adjournment

- (1) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of 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.
- (2) 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 Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-clauses 1 and 2, 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.

36. Making of Decisions

- (1) A question arising at a General Meeting of the Club is to be determined by either:
 - (a) a show of hands, or
 - (b) if, on the motion of the chairperson, or if 5 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (2) 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 Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) 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.

37. Special Resolution

A special resolution may only be passed by the club in accordance with section 39 of the Act.

38. Voting

- (1) On any question arising at a General Meeting of the Club a member has one vote only.
- (2) 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.
- (3) A member is not entitled to vote at an Annual General or Special General Meeting of the Club unless all money due and payable by the member to the Club has been paid.
- (4) A member is not entitled to vote at any General Meeting of the Club if the member is under 18 years of age.

39. Proxy Voting

Proxy voting must not be undertaken at or in respect of a General Meeting.

Note: Schedule 1 of the Act provides that an association's constitution is to address whether member of the association are entitled to vote by proxy at general meetings.

PART 6 - MISCELLANEOUS

40. Insurance

The Club may effect and maintain insurance.

41. Funds – Management

- (1) Subject to any resolution passed by the Club in General Meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such a manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange promissory notes and other negotiable instruments must be signed by any two members of the Committee of the Club being members authorised to do so by the Committee.

42. Change of Name, Objects and Constitution

An application for registration of a change in the Club'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.

43. Custody of Books, etc

Except as otherwise provided by this constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

44. Records and Accounts

- (1) The Club shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings, and dealings (including those of the Club and the Committee).
- (2) The Club shall submit the Club's Statements of Accounts at the Annual General Meeting in accordance with this Constitution and the Act.
- (3) The Secretary shall ensure all persons entitled to receive notice of Annual General Meetings under this Constitution have access to a copy of the Statements of Accounts, the Committee's Reports, the Auditor's Report, and every other document required under the Act.

45. Inspection of Books, etc

- (1) The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:
 - (a) records, books and other financial documents of the Club,
 - (b) this constitution,
 - (c) minutes of all Committee Meetings and General Meetings of the Club.
- (2) A member of the Club may obtain a copy of any of the documents referred to in sub-clause (1) on payment of a fee of not more than \$2 for each page copied.
- (3) Despite sub-clauses (1) and (2), the Committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relates to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

46. Service of Notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by prepaid post to the address of the person, or
 - (c) by sending it by email, or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date which is received by the addressee, and
 - (b) in the case of a notice sent by prepaid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by email or some other form of electronic transmission, on the date it was sent.

47. Financial Year

The financial year of the Club is:

- (a) The period of time commencing on the date of incorporation of the Club and ending on the following 31st October, and
- (b) Each period of 12 months after the expiration of the previous financial year of the Club, commencing on 1st November and ending on the following 31st October.

Note: Schedule 1 of the Act, provides that an association's constitution is to address the association's financial year.

48. Club is Non-Profit

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

Note: Section 5 of the Act defines pecuniary gain for the purpose of this clause.

49. Distribution of Property on Winding Up of Club

- (1) Subject to the Act and the Regulations, in a winding up of the Club, any surplus property of the Club is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of the Club is a reference to that property of the Club remaining after satisfaction of the debts and liabilities
- (3) of the Club and the costs, charges and expenses of the winding up of the Club. *Note: Section 65 of the Act provides for distribution of surplus property on the winding up of an association.*

50. Conflict of Interest

A Committee Member shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. They shall absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters.

51. Alteration of Constitution

This Constitution shall not be altered except by Special Resolution.

52. Indemnity

- (a) Every Director and employee of the Club will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Director or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Club shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - (i) in the case of a Director, performed or made while acting on behalf of and with the authority, express or implied, of the Club; or
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Club.

53. FOR NOTING

LIQUOR AND GAMING LICENSES

Who Can Hold A Licence

Two types of liquor licences are available to sporting organisations in New South Wales.

A 'club licence' can only be held by a 'registered club' under the *Registered Clubs Act 1976*.

A 'limited licence' can generally only be held by not-for profit sporting clubs that are considered non-proprietary associations under the *Liquor Act 2007*.

Club Licence

In relation to preparing a Constitution that satisfies the required criteria, the applicant must show that the rules of the Club meet the requirements specified in section 10(1) of the *Registered Clubs Act 1976*, and otherwise comply with the requirements of that Act, including, but not limited to:

- the club must be a company within the meaning of the Corporations Act 2001;
- the club must be conducted in good faith as a club;
- the club shall be established for social, sporting or athletic purposes, and for the purpose of providing accommodation for its members and guests;
- club membership numbers shall be in accordance with statutorily defined minimum and maximum standards; and
- members of the club cannot derive any profit, benefit or advantage that is not offered equally to all full members;

Limited Licence

In relation to preparing a Constitution that satisfies the required criteria, the applicant must show that its rules allow it to be considered a non-proprietary association under the *Liquor Act 2007*, and provide for:

- the organisation to be an incorporated or unincorporated body or association of people;
- the organisation to apply any profits (if any) or other income to the promotion of its objectives; and
- the organisation to be prohibited from paying dividends, or distributing profits or income to its shareholders, members, local council or public authorities.

There are other factors that may be required to be met, for example:

- the granting of the licence must not result in the frequent undue disturbance of the quiet and good order of the neighbourhood of the licensed premises; and
- if licensing authority is of the opinion that the sale or supply of liquor under a limited licence would more appropriately be provided under another kind of licence, a limited licence will be refused

This copy of the revised constitution of the Hastings Valley Vikings Rugby Union Club Incorporated is signed by the President as a true and correct copy of the document approved at the Special General Meeting of the Club held on the.....12/4/26.....

.....

Brent Horan

President

Hastings Valley Vikings Rugby Union Club Incorporated

Dated: 12/4/26.....