

Constitution of Armidale Junior Rugby Union Club Incorporated (AJRU)

Adopted by the members of Armidale Junior Rugby Union Club Incorporated (AJRU). This Constitution displaces the model rules to the extent permitted by the Associations Incorporation Act 2009 (NSW).

Adopted at the Annual General Meeting 7th December 2025

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2. Name of Club

The name of the Club is Armidale Junior Rugby Union Club Incorporated (the Club).

3. Definitions and Interpretation

2.1 Definitions

In this Constitution unless the contrary intention appears:

Act means Associations Incorporation Act 2009 (NSW).

Committee means the body managing the Club and consisting of the directors.

Constitution means this Constitution of the Club.

Director means a member of the Committee, including any person acting in that capacity from time to time in accordance with this Constitution.

Financial Year means the twelve-month period ending on 30 September each year.

General Meeting means the annual or any general meetings of the Club.

Individual Member means a registered, financial member of the Club who is at least 18 years of age (typically a parent or guardian of a Junior Member).

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos, or films) or service marks relating to the Club or any activity conducted, promoted or administered by the Club.

Junior Member means a registered player of the Club who is younger than 18 years of age.

Life Member means an Individual appointed as a Life Member of the Club under clause 5.2.

Local Area means the geographical area for which the Club is responsible as recognised by the regional and/or state Rugby bodies of which the Club is a member.

Member means a member of the Club under clause five.

NSO means the National Sporting Organisation being Rugby Australia (or Australian Junior Rugby Union, as applicable).

Objects means the objects of the Club in clause three.

Public Officer means the person appointed to be the public officer of the association in accordance with the Act (commonly the Secretary).

Register means the register of members kept and maintained in accordance with clause seven.

Regulations means any regulations (by-laws) made by the Committee from time to time under clause thirty-six.

RSO means the relevant Regional Sporting Organisation for junior rugby union that recognises the Club in the Local Area.

Seal means the common seal of the Club (if any).

Secretary means the Director nominated by the Committee to assume the functions of the Secretary under this Constitution.

Special Resolution means a special resolution as defined in the Act.

SSO means the State Sporting Organisation for junior rugby union in New South Wales (NSWRU).

2.2 Interpretation

A reference to a function includes a reference to a power, authority, or duty.

2.3 Severance

If any provision of this Constitution is invalid or unenforceable, it is to be read down to the extent possible and otherwise severed without affecting the remaining provisions.

2.4 The Act

Except where the contrary intention appears, expressions dealing with matters under the Act have the same meaning as in the Act. The model rules are displaced by this Constitution.

4. Objects of the Club

The Club is [a not-for-profit organisation] established solely for the Objects. The Objects of the Club are to:

- conduct, encourage, promote, advance, and administer junior rugby union in the Local Area.
- act always on behalf of and in the interests of the Members and junior rugby union.

- affiliate and consult with relevant RSO, SSO and/or NSO bodies and adopt their rule and policy frameworks.
- abide by and enforce the rules of rugby union as determined from time to time by the NSO.
- enter teams into competitions as determined by the Committee.
- advance the operations and activities of the Club throughout the Local Area.
- have regard to the public interest in its operations; and
- undertake all things necessary, incidental, or conducive to the advancement of these Objects.

5. Powers of the Club

Solely for furthering the Objects, the Club has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act 2001 (Cth).

6. Members

6.1 Members

The Members of the Club shall consist of:

- (a) Junior Members – players registered and selected to play for the Club who have paid (or had waived) their membership subscription for the year. Junior Members have no right to receive notice of, be present or debate or vote at General Meetings;
- (b) Individual Members – the parents or guardians of Junior Members. Individual Members have the right to receive notice of General Meetings and to be present, debate and vote; and
- (c) Life Members – who, subject to this Constitution, have the right to receive notice of General Meetings and to be present, debate and vote.

6.2 Life Members

- (a) The Committee may recommend to the annual general meeting that any person who has rendered distinguished service to the Club be appointed as a Life Member.
- (b) A resolution of the annual general meeting to confer life membership on the recommendation of the Committee must be a Special Resolution.
- (c) A person must accept or reject the Club's resolution in writing. Upon acceptance, the person's details shall be entered on the Register and the person becomes a Life Member.

7. Membership Application

7.1 Application for Membership

An application for membership must be: (a) made in writing on the form prescribed by the Committee (if any) and lodged with the Club; and (b) accompanied by the appropriate fee (if any).

7.2 Discretion to Accept or Reject Application

The Club may accept or reject an application whether the applicant has complied with clause 6.1 or not and is not required to provide reasons. On acceptance, membership commences, and the Register must be updated as soon as practicable. If rejected, any fees are to be refunded.

7.3 Renewal

Members (other than Life Members) must renew their membership annually in accordance with procedures set by the Club.

7.4 Deemed Membership

Persons who were Members immediately prior to approval of this Constitution are deemed Members from the time of approval. Others may execute equivalent functions to their previous functions as provided by this Constitution.

8. Register of Members

8.1 Club to Keep Register

The Club shall keep and maintain a Register, including at least: (a) the full name, address, and date of entry of each Member; and (b) where applicable, the date of termination.

Members must notify the Club of changes to required details within one month.

8.2 Inspection of Register

Subject to the Act, confidentiality and privacy laws, an extract of the Register (excluding direct contact details) shall be available for inspection by Individual Members upon reasonable request.

8.3 Use of Register

Subject to the Act, confidentiality and privacy laws, the Register may be used to further the Objects as the Committee considers appropriate.

9. Effect of Membership

Members acknowledge and agree that this Constitution forms a contract between each Member and the Club and that they are bound by this Constitution and any Regulations, determinations

or policies made under it; that they submit to the jurisdiction of the Club, RSO, SSO and NSO; and that the Constitution and Regulations are necessary and reasonable to promote the Objects.

10. Discontinuance of Membership

10.1 Notice of Resignation

A Member who has paid all arrears may resign by giving one month's written notice. The Register must record the cessation date.

10.2 Discontinuance for Breach

Membership may be discontinued by the Committee for breach of this Constitution, Regulations or Club determinations (including non-payment of monies), after the Member has been given an opportunity to explain and/or remedy the breach and any submissions have been considered.

10.3 Member to Re-Apply.

A discontinued Member must apply for renewal in accordance with this Constitution and may be re-admitted at the Committee's discretion.

10.4 Forfeiture of Rights

A former Member forfeits all rights in the Club and must return all Club property and not use Club Intellectual Property.

10.5 Membership may be Reinstated.

Membership discontinued under clause 9 may be reinstated at the Committee's discretion, subject to conditions.

10.6 Refund of Membership Fees

Fees paid by a discontinued Member may be refunded on a pro-rata basis.

11. Discipline

A complaint may be made to the Committee that a member has:

- (i) breached this Constitution, Regulations, or determinations.
- (ii) acted in a manner unbecoming or prejudicial to the Club or junior rugby union; or
- (iii) brought the Club or junior rugby union into disrepute. The Committee may refuse trivial/vexatious complaints; otherwise, it must notify the Member, allow at least 14 days for submissions, consider submissions, and may resolve to expel or suspend the Member. If expulsion/suspension is imposed, written notice including reasons and appeal rights must be given within 7 days. The action does not take effect until the

appeal period expires or, if an appeal is lodged, unless and until confirmed under clause eleven.

12. Right of Appeal of Disciplined Member

A Member may appeal to the Club in a General Meeting within 7 days after notice of the resolution by lodging a notice of appeal. The Committee must convene a General Meeting within 28 days. No business other than the appeal may be transacted. Both the Committee and the Member may present their cases. Members present shall vote by secret ballot on whether to confirm or revoke the resolution. The appeal is determined by simple majority.

13. Subscriptions and Fees

The annual membership subscription (if any) and any fees or levies and the time and manner of payment shall be determined by the Committee.

14. Existing Directors (Transitional)

Members of the governing body in office immediately prior to approval of this Constitution continue in those positions until the next annual general meeting; thereafter directors are dealt with in accordance with this Constitution.

15. Powers of the Committee

Subject to the Act and this Constitution, the business of the Club is managed and its powers exercised by the Committee for the benefit of the community Members in the Local Area in line with the committee's objects.

16. Composition of the Committee

16.1 Composition

The Committee shall comprise:

- a minimum of five (5) elected Directors who must be Individual Members.

16.2 Election and Appointment of Directors

Elected Directors are elected under clause sixteen. Appointed Directors may be appointed under clause eighteen. The Committee may allocate portfolios to Directors.

17. Elected Directors

17.1 Nomination for Committee

Nominations for elected Director positions shall be called for fourteen (14) days prior to the annual general meeting. Nominees must declare positions held in any NSO, SSO or RSO.

17.2 Form of Nomination

Nominations must be:

- a. in writing (who must be a member).
- b. on the prescribed form (if any); and
- c. sent to the Secretary not less than seven (7) days before the AGM.

17.3 Elections

If nominations equal the vacancies (or are fewer), those nominated shall be declared elected only if approved by a majority of Members entitled to vote. If insufficient nominations are received (or a nominee is not approved), the positions become casual vacancies under clause seventeen. If nominations exceed vacancies, voting papers listing candidates alphabetically shall be used and voting conducted as determined by the Committee.

17.4 Term of Office for Elected Directors

Elected Directors serve for one year, from conclusion of the AGM at which elected until conclusion of the next AGM. There is no maximum number of consecutive terms.

18. Appointed Directors

18.1 Appointment

The elected Directors may appoint up to two (2) Appointed Directors.

18.2 Qualifications

Appointed Directors may have specific skills (e.g., commerce, finance, marketing, law, or other skills complementing Committee composition). They need not be Members.

18.3 Term of Appointment

Appointed Directors may be appointed for a term of two (2) years, commencing from the first Committee meeting after the AGM until after the conclusion of the second AGM that follows.

19. Vacancies on the Committee

19.1 Casual Vacancies

Any casual vacancy may be filled, chosen by the remaining Directors, from among appropriately qualified persons for the remainder of the term.

19.2 Grounds for Termination

In addition to the Act, the office of a Director becomes vacant if the Director: (a) dies; (b) becomes bankrupt; (c) becomes of unsound mind; (d) resigns in writing; (e) is absent without consent from Committee meetings over 6 months; (f) holds office of employment with the Club without Committee approval; (g) fails to declare an interest; (h) acts unbecomingly or brings the Club into disrepute; (i) is removed by Special Resolution; or (j) is prohibited from being a company director under the Corporations Act 2001 (Cth).

19.3 Committee May Act

The remaining Directors may act despite vacancies. If their number is insufficient for a quorum, they may act only to increase the number to a quorum.

20. Committee Meetings

20.1 Committee to Meet

The Committee shall meet as often as necessary (and at least as required under the Act). It may adjourn and regulate its meetings as it thinks fit. Any Director may convene a meeting within a reasonable time.

20.2 Decisions of Committee

Resolutions are decided by majority vote; each Director has one vote.

20.3 Resolutions Not in Meeting / Electronic Meetings

A written or electronic resolution agreed to by all Directors is as valid as if passed at a meeting. Meetings may be held using technology that allows effective, simultaneous communication.

20.4 Quorum

A quorum of the Committee is three (3) Directors.

20.5 Notice of Committee Meetings

Unless all Directors agree to shorter notice, not less than two (2) days' written notice (with agenda) must be given to each Director.

20.6 Chairperson

The Committee shall appoint a chairperson from among its number to preside at Committee and General Meetings when present.

20.7 Conflicts and Disclosures

Directors must declare interests and, unless the Committee determines otherwise, must not be present or vote on conflicted matters. Disclosures must be recorded in the minutes and reported to each AGM in accordance with the Act.

21. Delegations

The Committee may create committees, officers and consultants and delegate specified functions (other than this power of delegation or any function imposed by law, this Constitution or resolution of the Club in General Meeting). Delegated entities must act in accordance with the terms of delegation, this Constitution and the Objects, and report promptly to the Committee. Delegations may be conditional and may be revoked.

22. Annual General Meeting

The annual general meeting shall be held in accordance with the Act and this Constitution on a date and at a venue determined by the Committee.

23. General Meetings

23.1 The Committee may, whenever it thinks fit, convene a General Meeting.

23.2 Request for General Meetings by Members

The Secretary will convene a General Meeting when at least five per cent (5%) of Members submit a written requisition stating the objects of the meeting. If the Committee does not convene the meeting within one month, the requisitioning Members may convene a meeting within three months.

23.3 At least fourteen (14) days' notice must be given to Life Members and Individual Members entitled to receive notice (and to the auditor and Directors). The notice must specify the place, day and hour and the business to be transacted and be accompanied by the agenda, any notices of motion, and proxy forms (if applicable). Notices are given as per clause thirty-seven.

24. Business

At the annual general meeting the accounts and reports of the Committee and auditors are to be considered, directors elected, and the auditor appointed (if required). No business other than that stated on the notice shall be transacted.

25. Notices of Motion

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting at least twenty-one (21) days prior to the meeting.

26. Quorum & Chairperson at General Meetings

26.1 Quorum

No business may be transacted unless a quorum is present when the meeting proceeds to business. A quorum is six (6) Members present in person.

26.2 Chairperson to Preside

The Committee chairperson presides, except in relation to any election for which the chairperson is a nominee or where a conflict exists; otherwise, the Members present may appoint another Director to chair.

27. Proceedings at General Meetings

27.1 Adjournment

If within 30 minutes a quorum is not present, the meeting is adjourned to the same time and place the next week (or as directed by the chair). If at the adjourned meeting there is still no quorum after 30 minutes, the meeting lapses.

27.2 Voting Procedure

Resolutions are decided on a show of hands unless a poll is demanded by the chair or a simple majority of Members.

27.3 Recording the determination of a resolution or motion.

Unless a poll is demanded, the chair's declaration is conclusive evidence of the result; the result must be recorded in the proceedings book.

27.4 Where Poll Demanded

If a poll is demanded it shall be taken as directed by the chair and the result is the resolution of the meeting.

28. Voting at General Meetings

28.1 Members Entitled to Vote

Each eligible voting Member is entitled to one vote at General Meetings.

28.2 Proxy Voting

Proxy voting must not be undertaken at, or in respect of, any General Meeting of the Club.

28.3 Postal or Electronic Voting

No motion shall be determined by postal or electronic ballot unless determined by the Committee. If so determined, the ballot shall be conducted under procedures set by the Committee.

29. Internal Disputes

This procedure applies to disputes under these rules between a Member and another Member or the Club. The parties must meet and discuss the matter within fourteen (14) days to seek resolution. If unresolved (or a party fails to attend), within ten (10) days the dispute must be referred to a Community Justice Centre for mediation under the Community Justice Centre's Act 1983. If not resolved within three (3) months of referral, the dispute is to be referred to arbitration. The Commercial Arbitration Act 2010 applies. The Committee may prescribe additional procedures consistent with this clause.

30. Records and Accounts

30.1 Records

The Club must establish and maintain proper records and minutes of all transactions, business, meetings and dealings of the Club and the Committee.

30.2 Records Kept in Accordance with the Act: Open for Inspection

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Secretary and be open for inspection by any Member at any reasonable hour.

30.3 Committee to Submit Accounts

The Committee shall submit statements of account to Members at the AGM for each Financial Year.

30.4 Accounts Conclusive

Statements of account approved at an AGM are conclusive except where errors are discovered within three months.

30.5 Accounts to be Sent to Members

The Secretary must send to persons entitled to receive AGM notices copies of the statements of account, Committee report, auditor's report and any other documents required under the Act.

30.6 Negotiable Instruments

All negotiable instruments and receipts for money paid to the Club must be executed by any two duly authorised Directors or as otherwise determined by the Committee.

31. Auditor

If required under the Act or determined by the Committee, a properly qualified auditor shall be appointed by the Club in General Meeting. The auditor's duties are regulated by the Act, or if not applicable, by the Corporations Act 2001 (Cth) and accepted principles. The auditor may be removed by the Club in General Meeting. Accounts shall be examined at the conclusion of each Financial Year.

32. Income

32.1 Income and property of the Club shall be derived from such sources as the Committee determines from time to time.

32.2 Income and property shall be applied solely towards the promotion of the Objects.

32.3 Except as prescribed in this Constitution or the Act: (a) no portion of the income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member; (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.

32.4 Payment in good faith may be made to any Member for services rendered; goods supplied; interest on money borrowed; rent for premises; or out-of-pocket expenses.

33. Winding Up

Subject to this Constitution, the Club may be wound up in accordance with the Act. The liability of Members is limited. Each Member undertakes to contribute up to one dollar (\$1.00) towards the debts and liabilities of the Club contracted before ceasing to be a Member and towards the costs and expenses of winding up, if the Club is wound up while a Member or within one year after ceasing to be a Member.

34. Distribution of Property on Winding Up

If upon winding up or dissolution there remains, after satisfaction of all debts and liabilities, any assets or property (surplus property), they shall not be paid to or distributed among Members. Instead, they must be given or transferred to one or more organisations having objects like the

Club and with rules prohibiting distribution of income and property to members, and otherwise in accordance with Part 6, Division 3, Section 65 of the Act. The organisation(s) shall be determined by the Members in General Meeting or otherwise by a court of competent jurisdiction. For the avoidance of doubt, surplus property includes any cash on hand, bank balances and other financial instruments remaining after payment of all debts, liabilities, and costs of winding up.

35. Alteration of Constitution

This Constitution shall not be altered except by Special Resolution.

36. Regulations (By-laws)

The Committee may formulate, issue, adopt, interpret, and amend Regulations (by-laws) for the proper advancement, management and administration of the Club and junior rugby union in the Local Area. Regulations must be consistent with this Constitution and any Committee policy, are binding on the Club and Members, and may be notified to Members by bulletins or similar communications.

37. Status and Compliance of Club

The Club is a member of the relevant regional and/or state bodies for junior rugby union and is recognised as responsible for delivery of junior rugby union in the Local Area, subject to compliance with this Constitution.

This Constitution will reflect the objects of the regional and state bodies for junior rugby union and will conform to those constitutions, subject always to the Act.

The Club may not resign, disaffiliate, or withdraw from its regional or state body without approval by Special Resolution.

38. Notice

Notices must be given by electronic mail to the Member's registered contact details.

39. Indemnity

Every Director and employee of the Club is indemnified out of the property and assets of the Club against any liability incurred in their capacity as Director or employee in defending proceedings in which judgement is given in their favor or in which they are acquitted, or in connection with any application in relation to such proceedings in which relief is granted by a court. The Club indemnifies Directors and employees against all damages and losses (including legal costs) for which they may be liable to any third party in consequence of any act or

omission, except willful misconduct, performed while acting on behalf of and with the authority (express or implied) of the Club (for Directors) or in the course of their employment (for employees).

40. Insurance

The Club may affect and maintain insurance.

41. Appendix A – Club-person of the Year

To recognise an individual (member or non-member) who has made an outstanding, voluntary, and sustained contribution to the club's administration, culture, future, or community engagement during the current year.

Nomination Process

Nominations must be submitted in writing (or via a designated digital form) to the Club Secretary by a specified date. Submissions must detail the nominee's contributions against the award criteria.

Selection

The Committee will vote to determine the winner of Club-person of the year whose name will be engraved on the Shield.