



# **RULES & CONSTITUTION**

## **MAROONDAH RUGBY CLUB INC**

# MAROONDAH RUGBY CLUB RULES AND CONSTITUTION

## Statement of Purpose

The purpose of the Maroondah Rugby Club (MRC) is to develop, administer and promote the sport of Rugby Union within the local area, including the Maroondah, Yarra Ranges and Knox councils and the state of Victoria.

The Maroondah Rugby Club shall affiliate with the Victorian Rugby Union to:

- Provide club rooms, playing fields and appropriate equipment for the use and enjoyment of its members and their guests as may be required and to obtain any necessary certificates of registration as a club and any licenses or permits for the sale and disposal of liquor within the meaning of the Licensing Acts of the State of Victoria.
- Provide social interaction for the members.
- Properly administer and account for the funds, assets and liabilities of the Maroondah Rugby Club as incorporated.
- Raise and borrow money on terms that the club deems fit and to repay such borrowings at such time and in such manner and on such terms and conditions as the Club may from time to time consider desirable.
- To construct, maintain and alter any building plant, equipment works or property and to sell, improve, manage, develop, exchange, lease, sublease, mortgage, dispose of or turn to account or otherwise deal with all or any real or personal property of the Club or any of its rights or privileges.
- To do all such other things as are conducive to or incidental to the attainment of the above.

## 1. Name

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The name of the incorporated association is Maroondah Rugby Club Incorporated - Registered number A003269Y, Australian Business Number 9169 009 5680.

## 2. Definitions

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In these Rules, unless the contrary intention appears:

**Affiliated Body** means any club competing in competitions conducted by MRC, any sub-union, such as junior or schools union or club, and the Victorian Rugby Referees' Association Inc.

**Annual General Meeting** means a meeting of Members convened and held according to Rule 9.

**ARU** means the Australian Rugby Union Ltd.

**Auditor** means the auditor selected and appointed by MRC.

**Code of Conduct** means the code of conduct sanctioned by the VRU or ARU that governs the Game of rugby, rugby players and rugby teams, and any variation adopted by MRC.

**Executive Committee** means the committee appointed pursuant to Rule 19 to manage the MRC.

**General Committee** means the committee appointed pursuant to Rule 19.

**Register of Members** means the MRC Junior and Senior Club Administration for members and held within the MyRugby database, provided by the ARU.

**Competition Rules** means the set of rules of the Game of rugby as adopted by the VRU via ARU to control and manage its local competition and other Games under its jurisdiction.

**Financial year** means the year ending on 30 September.

**Game** refers to any or all forms of rugby recognised by MRC, the VRU and/or the ARU, including seven-a-side, tens, women's completion and various junior games.

**Secretary** means the person appointed from time to time by the Committee to the position of Secretary.

**General Meeting** means any meeting of the Members convened and held in accordance with Rule 11.

**Life Member** means those individuals elected pursuant to Rule 4.

**Member** means the individuals and bodies listed in Rule 4.

**Officers** means the Officers of MRC listed in Rule 19.

**President** means the President of MRC.

**Rugby** refers to any or all forms of rugby union recognised by MRC and the VRU and/or ARU, including seven-a-side, tens and various junior games.

**Regulations** mean regulations under the Act.

**Rules** means the rules of this Constitution.

**VRU** means Victorian Rugby Union Inc.

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

### **3. Alteration of the rules**

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These Rules and the statement of purposes of MRC must not be altered except in accordance with the Act.

### **4. Membership, entry fees and subscription**

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1. A person who applies and is approved for membership as provided in these Rules is eligible to be a member of MRC on full payment of any entrance fee and/or annual subscription payable under these Rules.
2. A person who is not a member of MRC at the time of the incorporation of MRC (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless:
  - a. he or she applies for membership in accordance with subrule (3); and
  - b. the admission as a member is approved by the Executive Committee.
3. An application of a person for membership of MRC must:
  - a. be made by completing a MRC Member Application Form; and
  - b. be lodged with the Secretary or Club Registrar - Coordinator of MRC.
4. The Secretary or Club Registrar - Coordinator must, within 28 days after receipt of the fees, enter the applicant's name in the register of members.

5. An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
6. A right, privilege, or obligation of a person by reason of membership of MRC:
  - a. is not capable of being transferred or transmitted to another person; and
  - b. terminates upon the cessation of membership whether by death or resignation or otherwise.
7. The entrance fee is the relevant amount set by the Executive Committee of MRC.
8. The annual subscription is the relevant amount set by the Executive Committee of MRC prior to the commencement of each new season in each year and is payable in advance or before the first official match of the new season in each year.

## **Members**

The Members of MRC shall be:

- Full members
- Junior Members
- Life Members
- Volunteer Member
- Officers
- Social Members

Note: All Playing Members must be Full Members.

**Full Members** shall be members who have paid the relevant annual subscription fee and who participate in the playing activities of MRC.

**Junior Members** shall be members of the MRC who have paid the relevant annual subscription fee, participates in the playing activities of MRC and is under the age of 18 years old. Junior members do not hold voting rights and are not entitled to hold any office of MRC. However, parents or legal guardians of Junior Members aged seven or over are entitled to vote on behalf of the Junior Members at General Meetings. Such a vote is called a "Junior Vote". In the case of parents or legal guardians being responsible for more than one Junior Member of MRC, all those Junior Members are considered as one "family membership" and entitles that parent or legal guardian to one Junior Vote per Junior Member subject to a maximum of three Junior votes per family membership.

**Life Members** shall be members who have held a position within the MRC or an Affiliated Body for a minimum of 7 years and who has rendered distinguished service to the MRC and who may be elected at any Annual General Meeting as a Life Member of the MRC.

Election of Life Members must be conducted in the following manner:

1. Notice of each nomination, signed by at least 2 Members, must be given to the Secretary of the MRC at least 60 days prior to the next Annual General Meeting.
2. The President will submit the nominations to the Executive Committee for consideration.
3. If the Executive Committee approves the nomination, the President will submit the nomination to Members at the next Annual General Meeting of the MRC.
4. Voting for election of Life Members must be by ballot.
5. A nominee will be elected a Life Member at the Annual General Meeting if the motion to elect is passed by two-thirds of those present and entitled to vote.
6. Life Members must be admitted without charge to any Game conducted by the MRC.

**Volunteer Members** are members who generally volunteer and provide services to MRC on and off the field for both Junior and Senior sections of MRC – Coaches, Team Managers, Physiotherapists, Canteen Volunteers, Touch Judges, Grounds Manager, etc. Volunteer Members may attend General Meeting but are not entitled to vote.

**Officers** are members who hold an office on the Committee of Management.

**Social Members** are members who are generally spouses of members or parents/guardians and/or the siblings of Junior players or families who have a social interest in the MRC. Social members may attend General meetings but are not entitled to vote.

## **5. Register of Members**

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1. The Secretary and/or the Club Registrar – Co-ordinator must keep and maintain a register of members containing:
  - a. the name and address of each member; and
  - b. the date on which each member's name was entered in the register.
2. The register is available for inspection free of charge by any member upon request in line with the Privacy Act.

## **6. Resignation of Membership**

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1. A member of MRC who has paid all moneys due and payable by a member to MRC may resign from MRC by giving one month's notice in writing to the Secretary of his or her intention to resign.
2. After the expiry of the period referred to in subrule (1):
  - a. the member ceases to be a member; and
  - b. the Secretary must record in the register of members the date on which the membership ceased.

## **7. Discipline, suspension and expulsion of members**

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1. Subject to these Rules, if the Executive Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of MRC, the Executive Committee may by resolution:
  - a. suspend that member from membership of MRC for a specified period; or
  - b. expel that member from MRC.
2. A resolution of the Executive Committee under subrule (1) does not take effect unless:
  - a. at a meeting held in accordance with subrule (3), the Executive Committee confirms the resolution; and
  - b. if the member exercises a right of appeal to MRC under this rule, MRC confirms the resolution in accordance with this rule.
3. A meeting of the Executive Committee to confirm or revoke a resolution passed under subrule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with subrule (4).

4. For the purposes of giving notice in accordance with subrule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:
  - a. setting out the resolution of the Executive Committee and the grounds on which it is based; and
  - b. stating that the member, or his or her representative, may address the Executive committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - c. stating the date, place and time of that meeting; and
  - d. informing the member that he or she may do one or both of the following:
    - i attend that meeting;
    - ii give to the Executive Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
  - e. informing the member that, if at that meeting, the Executive Committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to MRC in general meeting against the resolution.
5. At a meeting of the Executive Committee to confirm or revoke a resolution passed under subrule (1), the Executive committee must:
  - a. give the member, or his or her representative, an opportunity to be heard; and
  - b. give due consideration to any written statement submitted by the member; and
  - c. determines by resolution whether to confirm or to revoke the resolution.
6. If at the meeting of the Executive Committee, the Executive Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to MRC in general meeting against the resolution.
7. If the Secretary receives a notice under subrule (6), he or she must notify the Executive Committee and the Executive Committee must convene a general meeting of MRC to be held within 21 days after the date on which the Secretary received the notice.
8. At a general meeting of MRC convened under subrule (7):
  - a. no business other than the question of the appeal may be conducted; and
  - b. the Executive Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - c. the member, or his or her representative, must be given an opportunity to be heard; and
  - d. the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
9. A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **8. Disputes and mediation**

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1. The grievance procedure set out in this rule applies to disputes under these Rules between:
  - a. a member and another member; or
  - b. a member and MRC.
2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

4. The mediator must be:
  - a. a person chosen by agreement between the parties; or
  - b. in the absence of agreement:
    - i. in the case of a dispute between a member and another member, a person appointed by the Executive Committee of MRC; or
    - ii. in the case of a dispute between a member and MRC, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
5. A member of MRC can be a mediator.
6. The mediator cannot be a member who is a party to the dispute.
7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
8. The mediator, in conducting the mediation, must:
  - a. give the parties to the mediation process every opportunity to be heard; and
  - b. allow due consideration by all parties of any written statement submitted by any party; and
  - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
9. The mediator must not determine the dispute.
10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **9. Annual General Meetings**

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1. The Executive Committee may determine the date, time and place of the annual general meeting of MRC. The end of the Club year is September to September.
2. The Secretary of MRC shall at least 30 days prior to the date of the annual general meeting, cause to be sent to each member of MRC a preliminary notice, stating the place, date and time of the meeting.
3. The preliminary notice shall include nomination forms, for nomination of members for positions on the Executive Committee, the General Committee and Volunteer positions.
4. The preliminary notice shall also call for any motions to be included in the annual general meeting.
5. All duly completed nomination forms and motions should be returned to the Secretary 7 days prior to the scheduled annual general meeting.
6. The Secretary of MRC shall at least 21 days prior to the date fixed for holding the annual general meeting, cause to be sent to each member of the MRC a final notice confirming the place, date, time and nature of the business to be transacted at the meeting (agenda).
7. No business other than that set out in the final notice convening the annual general meeting shall be transacted at the annual general meeting.
8. The ordinary business of the annual general meeting shall be:
  - a. to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - b. to receive from the Executive Committee reports upon the transactions of MRC during the last preceding financial year; and
  - c. to elect officers of MRC and volunteer positions; and
  - d. to receive and consider the statement submitted by MRC in accordance with section 30(3) of the Act.

## **10. Special general meetings**

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1. In addition to the annual general meeting, any other general meetings may be held in the same year.
2. All general meetings other than the annual general meeting are special general meetings.
3. The Executive Committee may, whenever it thinks fit, convene a special general meeting of MRC.
4. If, but for this subrule, more than 15 months would elapse between annual general meetings, the Executive committee must convene a special general meeting before the expiration of that period.
5. The Executive Committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of MRC.
6. The request for a special general meeting must:
  - a. state the objects of the meeting; and
  - b. be signed by the members requesting the meeting; and
  - c. be sent to the address of the Secretary.
7. If the Executive Committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
8. If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Executive Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by MRC to the persons incurring the expenses.

## **11. Notice of general meetings**

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1. The Secretary of MRC, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of MRC, must cause to be sent to each member of MRC, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
2. Notice may be sent:
  - a. by email to the address appearing in the register of members; or
  - b. if the member requests, by prepaid post.
3. No business other than that set out in the notice convening the meeting may be conducted at the meeting.
4. A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, to the Secretary of that business, who must include that business in the notice calling the next general meeting.

## **12. Quorum at general meetings**

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1. No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
2. Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.



3. If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
  - a. in the case of a meeting convened upon the request of members—the meeting must be dissolved; and
  - b. in any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or 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 the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

### **13. Chairperson at general meetings**

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1. The President, or in the President's absence, the Presidents delegate, shall preside as Chairperson at each general meeting of MRC.
2. The Presidents delegate must be selected by the remaining, members present.

### **14. Adjournment of meetings**

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1. The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
4. Except as provided in subrule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **15. Voting at general meetings**

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1. Upon any question arising at a general meeting of MRC, a member has one vote only except as otherwise provided for in a Junior Vote under Rule 6.
2. All votes must be given personally or by proxy.
3. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
4. A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to MRC have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

### **16. Poll at general meetings**

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1. If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

2. A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

#### **17. Manner of determining whether resolution carried**

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If a question arising at a general meeting of MRC is determined on a show of hands:

- a. a declaration by the Chairperson that a resolution has been:
  - i carried; or
  - ii carried unanimously; or
  - iii carried by a particular majority; or
  - iv lost; and
- b. an entry to that effect in the minute book of MRC: is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

#### **18. Proxies**

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1. Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
2. The notice appointing the proxy must be:
  - a. for a meeting of MRC convened under rule 9 and/or 10; or
  - b. in any other case, in the form set out in Appendix 1.

#### **19. Committee of Management**

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1. The affairs of MRC shall be controlled and managed by a committee of management incorporating an Executive Committee and a General Committee constituted as provided by these rules.
2. The officers of MRC shall hold office until the annual general meeting next after the date of his or her election and is eligible for re-election.
3. In the event of a casual vacancy in any office, the Executive Committee may appoint one of its members to the vacant office and the member appointed may continue in the office up to and including the conclusion of the annual general meeting next following the date of the appointment.

**Executive Committee** (7 positions) shall comprise the President, Vice President, Secretary, Treasurer and Junior Co-ordinator, Seniors Delegate and Masters Delegate, and:

- a. Shall control and manage the business affairs of MRC;
- b. May subject to these rules, the regulations and the Act, exercise all such powers and functions that are required by these rules to be exercised by general meetings of the members of MRC; and
- c. Subject to these rules, the regulations and the Act, has power to perform all such acts and matters as appear to the Executive Committee to be essential for the proper management of the business affairs of MRC.

Any action taken by the Executive Committee will be reported to the General Committee at the next meeting.

**General Committee** (11 positions) shall comprise the President, Vice President, Secretary, Treasurer, Junior Co-ordinator, Seniors Delegate, Masters Delegate, 4 x General Committee Members

- a. The General Committee shall comment and recommend actions to the Executive Committee on matters relevant to the officers stated duties and responsibilities.

**Officers** of MRC shall be:

- President
- Vice President
- Secretary
- Treasurer
- Junior Co-ordinator
- Senior Delegate
- Masters Delegate
- 4 x General Committee Members

## **20. Election of officers**

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1. Nominations of candidates for election as officers of MRC must be:
  - a. made in writing, signed by two members of MRC and accompanied by the written consent of the candidate (electronic forms of nomination are permitted including email stating the purpose) which may be endorsed on the form of nomination); and
  - b. delivered to the Secretary of MRC not less than 7 days before the date fixed for the holding of the annual general meeting.
2. A candidate may only be nominated for one office, prior to the annual general meeting.
3. If insufficient nominations are received to fill all vacancies on the Executive Committee and/or General Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
5. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
6. The ballot for the election of Executive Committee and/or General Committee must be conducted at the annual general meeting in such manner as the Executive Committee may direct.

## **21. Vacancies**

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The office of an officer of MRC becomes vacant if the officer or member:

- a. ceases to be a member of MRC; or
- b. becomes an insolvent under administration within the meaning of the Corporations Act; or
- c. resigns from office by notice in writing given to the Secretary.

## **22. Meetings of Committee of Management**

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1. The Executive Committee shall meet monthly and at such time and place as the Executive Committee shall determine.
2. The General Committee must meet at least 4 times in each year at such time and place as the President may determine.
3. Special meetings of the General Committee may be convened by the President or by any 2 members of the General Committee at such time and place as the President may determine.
4. Written notice of either an Executive Committee or General Committee meeting must be given to each officer at least 2 business days before the date of the meeting.

5. Written notice must be given to officers of the General Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

### **23. Quorum for Committee of Management Meetings**

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1. A majority of the Executive Committee or the General Committee constitute a quorum for the conduct of the business of a meeting.
2. No business may be conducted unless a quorum is present.
3. If within half an hour of the time appointed for the meeting a quorum is not present:
  - a. in the case of a special meeting—the meeting lapses;
  - b. in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
4. The Executive Committee and General Committee may act notwithstanding any vacancy on either.

### **24. Presiding at Committee of Management meetings**

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At meetings of the committee:

1. The President, or in the President's absence, the Presidents delegate, shall preside as Chairperson at each general meeting of MRC.
2. The Presidents delegate must be selected by the remaining, members present.

### **25. Sub-Committees**

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1. The Executive Committee may at any time appoint such sub-committees as it may deem necessary and may co-opt additional members to such committees.
2. Where the sub-committee does not appoint a Chairperson the members of such a committee may appoint one of their own members as Chair.
3. Sub-committees formed pursuant to subrule 1 of this clause shall not incur any expense without the express authority of the Executive Committee.
4. The President will be an ex-officio member of all sub-committees.

### **26. Voting at Committee of Management meetings**

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1. Questions arising at a Committee of Management meeting, or at a meeting of any subcommittee appointed by the Executive Committee, shall be determined on a show of hands or, if an officer or member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
2. Each officer or member present at a meeting of the Committee of Management, or at a meeting of any subcommittee appointed by the Executive Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **27. Removal of an Officer**

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- 1 MRC in general meeting may, by resolution, remove any officer of the Executive Committee or General Committee before the expiration of the officer's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
2. An officer or member who is the subject of a proposed resolution referred to in subrule 1 may make representations in writing to the Secretary or President of MRC (not exceeding a reasonable length) and may request that the representations be provided to the members of MRC.
3. The Secretary or the President may give a copy of the representations to each officer and/or member of MRC or, if they are not so given, the officer and/or member may require that they be read out at the meeting.

## **28. Minutes of meetings**

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The Secretary of MRC must keep minutes of the resolutions and proceedings of each Executive Committee and each General Committee meeting, together with a record of the names of persons present and apologies.

## **29. Members Grievances and Suggestions**

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1. The President and/or Vice-President will be available for members to discuss any problems with him/her concerning MRC.
2. The President and/or Vice-President will be responsible for bringing any urgent matters to the attention of the Executive Committee for any action by the Committee.

## **30. Funds and assets**

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- 1 The Treasurer of MRC must:
  - a. collect and receive all moneys due to MRC and make all payments authorised by MRC; and
  - b. keep correct accounts and books showing the financial affairs of MRC with full details of all receipts and expenditure connected with the activities of MRC.
- 2 All cheques, promissory notes and other negotiable instruments must be authorised under Rule 33 (2).
- 3 The funds of MRC shall be derived from registration and member fees, donations and such other sources as the Executive Committee determines.

## **31. Real property and investments**

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1. All property of the MRC will be held in the name of the MRC.
2. All funds and property of the MRC may only be used to further the objectives of the MRC.

## **32. Funds**

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1. Funds of the MRC must be administered, expended, invested, banked, or otherwise dealt with by the Executive Committee.

2. Any two of the following persons may sign and endorse cheques, operate MRC bank accounts, and carry out financial business on behalf of the MRC:
  - President;
  - Secretary;
  - Treasurer; or
  - a person nominated by the Executive Committee for the purpose.

No Member may be appointed to a salaried position in the MRC, and no Member may receive any remuneration or other benefit in money or money's worth except for the reimbursement of out-of-pocket expenses upon proof of expense, interest on money lent to the MRC at an appropriate commercial rate, or reasonable and proper rent for premises used by the MRC.

### **33. Seal**

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1. The common seal of MRC must be kept in the custody of the Secretary.
2. The common seal must not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal must be attested by the signatures either of two officers of the Executive Committee or one officer of the General committee and of the public officer of MRC.

### **34. Notice to members**

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Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of MRC, under these Rules may be given by:

- a. delivering the notice to the member personally; or
- b. electronic transmission, if the member has requested that the notice be given to him or her in this manner; or
- c. sending it by prepaid post addressed to the member at that member's address shown in the register of members.

### **35. Winding up**

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In the event of the winding up or the cancellation of the incorporation of MRC, the assets of MRC shall be transferred to the VRU or other appropriate body for further use in the development and promotion of Rugby Union in Victoria.

### **36. Custody and inspection of books and records**

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1. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of MRC.
2. All accounts, books, securities and any other relevant documents of MRC must be available for inspection free of charge by any member upon request.
3. A member may make a copy of any accounts, books, securities and any other relevant documents of MRC.

### **37. Auditor**

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At least once in every year the books of MRC shall be examined and audited by an auditor elected at the annual general meeting. The auditor shall retire at the next succeeding annual general meeting and shall examine all accounts, vouchers, receipts and all prescribed books of accounts and furnish a report thereof at the annual general meeting.

# APPENDIX 1

## FORM OF APPOINTMENT OF PROXY

I, .....  
(name)

of .....  
(address)

being a member of

**Maroondah Rugby Club Incorporated**

Appoint .....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a member of that **Maroondah Rugby Club Incorporated**, as my proxy to vote on my behalf at the annual / special general meeting of MRC to be held on:

.....  
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of / against the following resolution:

.....  
.....  
.....  
.....

Signed: .....

Printed Name: .....

Date: .....