

# Brothers Rugby Club Inc. Rules





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# Brothers Rugby Club Inc. Rules

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## 1 Interpretation

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In these rules:

<b>Term</b>	<b>Definition</b>
<b>Act</b>	means the <i>Associations Incorporation Act 1981</i> .
<b>Amalgamation</b>	means the amalgamation of the Brothers Rugby Club Incorporated and Brothers Junior Rugby Union Club Inc into the association.
<b>association</b>	has the meaning set out in subrule 2.
<b>candidate</b>	has the meaning set out in subrule 14.1.
<b>casual vacancy</b>	means a vacancy that happens when a member of the management committee resigns, dies or otherwise stops holding office.
<b>Chief Executive</b>	means the chief executive of the relevant government body which administers the <i>Associations Incorporation Act 1981</i> (Qld), from time to time.
<b>Foundation and Perpetual member</b>	means a member of the association under subrule 5.5.
<b>Life member</b>	means a member of the association under subrule 5.4.
<b>management committee</b>	means the management committee of the association.
<b>Member</b>	means a Playing member, Parent member, Supporter member, Life member or Foundation and Perpetual member.
<b>Minor</b>	means a natural person under eighteen years of age.
<b>Parent member</b>	means a member of the association under subrule 5.2.
<b>Playing Fees</b>	has the meaning set out in subrule 7.1.
<b>Playing member</b>	means a member of the association under subrule 5.1.
<b>Previous Brothers Rugby Club Associations</b>	means Brothers Rugby Club Inc. and Brothers Junior Rugby Union Club Inc. which merged to form the association
<b>present</b>	has the meaning set out in subrule 19.3 for management committee meetings and the meaning set out in subrule 31.2 for general meetings.
<b>proxy</b>	means a proxy validly appointed by a member in the form prescribed by the management committee.
<b>rehabilitation period</b>	has the meaning given in the <i>Criminal Law (Rehabilitation of Offenders) Act 1986</i> (Qld).



<b>special resolution</b>	means a resolution passed at a general meeting of the association by at least 75% of the members who are present in person or by proxy at that meeting and entitled to vote.
<b>Supporter Fees</b>	has the meaning set out in subrule 7.2.
<b>Supporter member</b>	means a member of the association under subrule 5.3.
<b>surplus assets</b>	has the meaning set out in section 92(3) of the Act.

A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2 Name

The name of the incorporated association is Brothers Rugby Club Inc. (**association**).

## 3 Objects

The objects of the association are:

- 3.1 To foster, promote and encourage the development of rugby football and all forms of sport for the benefit of males and females wishing to partake in the game in all its forms.

The development of Rugby and other sports is primarily to promote and support the personal development of all association Members on a fair and equitable basis be they Junior or Senior players, across all ages, and abilities, from beginners to elite.

- 3.2 To establish, support and aid in the formation of any Association, Club or Organisation calculated to benefit the members of the association and to make contribution to any insurance fund, for the benefit of members.
- 3.3 To promote, and to encourage players, parents, coaches, managers, referees and administrators to adopt and comply with the codes of behavioural conduct as promoted or published by or on behalf of the Association or any association with which the association is affiliated.
- 3.4 To conduct and promote inter-club, interstate and overseas rugby football matches and tours.
- 3.5 To cooperate as a free and independent entity with:
- Australian Rugby Union Limited;
  - Queensland Rugby Union Limited;
  - Queensland Junior Rugby Union Inc;
  - Brisbane Junior Rugby Union Inc; and
  - Qld Suburban Rugby Union Inc,

in advancing rugby union football in Brisbane, and to that end, affiliate itself to those entities and or other entities with similar objects to the association.

- 3.6 To promote the qualities of sportsmanship, leadership, consideration of others,



responsibility, cooperation, self-discipline, self-confidence, initiative, courage, loyalty, self-expression, positive attitudes, emotional control, social adjustment and development of character in association members.

- 3.7 To seek or receive donations, gifts and legacies (whether subject to any special trusts or not) to apply to these objects; and
- 3.8 To promote the objects of the association in any manner the management committee considers appropriate, and to do things incidental or conducive to the attainment of these objects.

## 4 Powers

- 4.1 The association has the powers of an individual.
- 4.2 The association may, for example:
- a) enter into contracts;
  - b) borrow money, with or without security;
  - c) sell, mortgage, improve, let, manage or turn to account all or any of the property of the association;
  - d) invest the association's funds:
    - i. in any way authorised by laws, in the State of Queensland, regulating the investment of trust funds; or
    - ii. in any way expressly authorised by the management committee from time to time;
  - e) acquire, hold, deal with and dispose of property;
  - f) to enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the association;
  - g) employ persons as may be deemed necessary for or in connection with any constitutional purpose or object of the association;
  - h) make charges for services and facilities it supplies; and
  - i) do other things necessary or convenient to be done in carrying out its affairs.
- 4.3 The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## 5 Classes of Members

There shall be five classes of Member of the association as set out in subrules 5.1 to 5.5, each of which shall be unlimited in numbers.

### 5.1 Playing Member

- a) Any person who registers as a player with the association in any one year in the manner decided by the management committee and pays the Playing Fees shall



be a Playing member.

- b) Playing members may:
  - i. attend general meetings of the association; and
  - ii. with leave of the Chairperson of the general meeting, speak at any general meetings of the association.
- c) Playing members older than eighteen years of age may vote on any matter at any general meetings of the association.
- d) Playing members younger than eighteen years of age are not conferred a right to vote on any matter at any general meeting of the association.
- e) The Playing membership will remain in force from the date the membership is accepted by the management committee, in accordance with rule 8, until 31 January in the succeeding year, or an earlier date if membership terminated in accordance with rule 9.

## 5.2 Parent Member

- a) Any Playing member who is younger than eighteen years of age, must nominate one parent or guardian annually as the Parent member.
- b) A Parent member must be older than eighteen years.
- c) in the event two or more minor Playing members are siblings, they must nominate the same Parent member and that Parent member is only entitled to one vote on any matter at any general meeting of the association.
- d) Parent members may;
  - (i) attend general meetings of the association; and
  - (ii) with the leave of the Chairperson of the general meeting, speak at any general meeting of the association.
- e) A Parent member's membership will remain in force from the date the membership is accepted by the Management Committee, in accordance with Rule 8, until 31 January in the succeeding year, or an earlier date if membership is terminated in accordance with Rule 9.

## 5.3 Supporter Member

- a) Any person who registers as a supporter with the association in any one year in the manner decided by the management committee and pays the Supporter Fees shall be a Supporter member.
- b) Supporter members may:
  - i. attend general meetings of the association; and
  - ii. with leave of the Chairperson of the general meeting, speak at any general meetings of the association.
- c) Supporter members may, provided they are older than eighteen years of age, vote on any matter at any general meetings of the association.



- d) The Supporter Member's membership will remain in force from the date the membership is accepted by the management committee, in accordance with rule 8, until 31 January in the succeeding year, or an earlier date if membership terminated in accordance with rule 9.

#### 5.4 **Life Member**

- a) The management committee of the association, by majority vote of members attending a properly constituted meeting of the management committee, may nominate to the Annual General Meeting the name of any member of the association for recognition of services to the association by appointment as a Life member of the association. The Chairperson of the management committee may refer an intended nomination to a committee of appointed Life members of the association, selected by the management committee, for consideration and recommendation on whether the nomination should be approved and submitted by the management committee to the Annual General Meeting of the association.
- b) The management committee may approve two nominations for appointment as a Life member of the association, annually, to be presented to the Annual General Meeting of the association. Appointment will be by majority vote of Members on the motion received from the management committee at the Annual General Meeting of the association.
- c) The names of Life members appointed by the Members of the association shall be recorded in a register kept for this purpose by the Secretary of the association. Life members of the association shall not be required to pay annual subscriptions to remain a Member of the association.
- e) Life members may:
  - i. attend general meetings of the association; and
  - ii. with leave of the Chairperson of the general meeting, speak at any general meetings of the association.
- d)

#### 5.5 **Foundation and Perpetual Member**

- a) Foundation and Perpetual members of the association shall be persons who applied to either of the Previous Brothers Rugby Club Associations for a special membership in response to an invitation to members and others from the Previous Brothers Rugby Club Associations to become Foundation and Perpetual members of the Previous Brothers Rugby Club Associations. Those Foundation and Perpetual members shall be Foundation and Perpetual members of the association and will not be required to pay annual subscriptions to remain a Member of the association.
- b) Foundation and Perpetual members may:
  - i. attend general meetings of the association; and
  - ii. with leave of the Chairperson of the general meeting, speak at any general meetings of the association.

## 6 **New Membership**



An application for membership of the association must be:

- 6.1 in writing; and
- 6.2 in the form decided by the management committee, including but not limited to a web based or online form.

## **7 Fees**

7.1 The Playing Fees for each Playing member:

- a) is the amount decided by the management committee from time to time; and
- b) is payable when, and in the way, the management committee decides.

7.2 The Supporter Fees for each Supporter member:

- a) is the amount decided by the management committee from time to time; and
- b) is payable when, and in the way, the management committee decides.

7.3 If, by 30 April in each calendar year any Playing member has not:

- a) paid their Playing Fees; or
- b) entered into an arrangement to pay their Playing Fees,

the management committee in their sole discretion, may rule that the Playing member may not participate in any scheduled game for the association (other than training) until such time as the Playing member has paid their Playing Fees or has entered into an arrangement to pay their Playing Fees.

7.4 Any Playing member or Supporter member who has not paid their Playing Fees or Supporter Fees (as appropriate) in accordance with this rule is not a Member of the association and is not entitled to vote at any meeting of the association, until that person has paid their Playing Fees or Supporter Fees (as appropriate).

## **8 Admission and Rejection of New Members**

8.1 The management committee must consider an application for membership at the next committee meeting held after it receives:

- a) the application for membership; and
- b) any appropriate fee for the application, as described in rule 7.

8.2 The management committee must decide at the meeting whether to accept or reject the application.

8.3 If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, subject to any other requirements of these rules the applicant must be accepted as a member for the class of membership applied for.



- 8.4 The Secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

## **9 When Membership Ends**

- 9.1 Any Member may resign from the association by giving a written notice of resignation to the Secretary.
- 9.2 The resignation takes effect at:
- a) the time the notice is received by the Secretary; or
  - b) if a later time is stated in the notice—that later time.
- 9.3 The management committee may terminate a membership if the Member:
- a) is convicted of an indictable offence; or
  - b) does not comply with any of the provisions of these rules; or
  - c) has membership fees in arrears for at least 30 days ; or
  - d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association; or
  - e) conducts himself or herself so as to seriously contravene the written, and published to the world at large, competition rules (as amended from time to time) of the entities listed in paragraph 3.5; or
  - f) conducts himself or herself so as to seriously contravene the association's code of conduct (as amended from time to time).
- 9.4 Before the management committee terminates a membership, the management committee must give the Member a full and fair opportunity to show why the membership should not be terminated.
- 9.5 If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

## **10 Special General Meeting to decide Appeal**

- 10.1 The special general meeting to decide an appeal must be held within one month after the secretary receives the notice of intention to appeal.
- 10.2 At the special general meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 10.3 Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.



- 10.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the special general meeting.
- 10.5 If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## **11 Register of Members**

- 11.1 The management committee must keep a register of Members of the association.
- 11.2 The register must include the following particulars for each Member:
- a) the full name of the Member;
  - b) the class of the Member;
  - c) the postal or residential address of the Member;
  - d) the email address of the Member;
  - e) the date of admission as a Member;
  - f) the date of death or time of resignation of the Member;
  - g) details about the termination or reinstatement of membership;
  - h) any other particulars the management committee or the Members at a general meeting decide.
- 11.3 The register must be open for inspection by Members at all reasonable times.
- 11.4 A Member must contact the secretary to arrange an inspection of the register.
- 11.5 However, the management committee may, on the application of a Member, withhold information about the Member where required by law or withhold information about the member (other than the Member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.

## **12 Prohibition on use of Information on Register of Members**

A Member must not:

- 12.1 use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- 12.2 disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purpose.



Subrule 12.1 does not apply if the use or disclosure of the information is approved by the management committee.

## **13 Membership of Management Committee**

13.1 The management committee of the association consists of a:

- a) President;
- b) Vice President;
- c) Secretary;
- d) Treasurer; and
- e) a minimum of four members of the association,

which must be elected by the Members in accordance with this rule 13.

13.2 The management committee may determine the maximum number of members of the management committee which may not be more than twelve unless the Members resolve otherwise in general meeting.

13.3 The President, Vice President, Secretary and Treasurer of the association will comprise the executive committee of the association and be appointed to these positions by the Management Committee.

13.4 All members of the management committee must be a Member and may not be an employee of the association.

## **14 Electing the Management Committee**

14.1 At each annual general meeting of the association one-third of the management committee members or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the management committee members must retire from office.

14.2 If one-third of the management committee members do not elect to retire at any annual general meeting, the management committee members to retire by rotation at that annual general meeting are those management committee members who have been longest in office since their last election or appointment and management committee members elected or appointed on the same day may agree among themselves or determine by lot which of them must retire .

14.3 A management committee member must retire from office at the conclusion of the third annual general meeting after the management committee member was last elected, even if his or her retirement results in more than one-third of all management committee members retiring from office.

14.4 A retiring management committee member will be eligible for re-election.

14.5 A management committee member's retirement under this rule takes effect at the end of the relevant annual general meeting unless the management committee member is re-elected at that meeting.

14.6 A Member of the association may be appointed to a casual vacancy on the



management committee under rule 16 but will hold office only until the next annual general meeting of the association and then must retire but is eligible on nomination for re-election.

14.7 Subject to the appointment of casual vacancies, a member of the management committee may only be elected as follows:

- a) any two members eligible to vote, may nominate another Playing member, Parent member, Supporter member, Life member, Foundation or Perpetual member (**candidate**) to serve as a member of the management committee;
- b) the nomination must be:
  - i. in writing; and
  - ii. signed by the candidate and the members who nominated the candidate;
  - iii. given to the secretary by 31 October in any given year.
- c) each member of the association present in person or by proxy and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the management committee.;

14.8 A person may be a candidate only if the person:

- a) is not a Minor;
- b) is a Playing member, Parent member, Supporter member, Life member or Foundation and Perpetual member;
- c) is not ineligible to be elected as a member under section 61A or other section of the Act;
- d) is a fit and proper person capable of assisting with the strategic objectives of the Association.
- e) is not a person who cannot manage the association because of mental incapacity nor a person whose estate or property has had a personal representative or trustee appointed to administer it.

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

## **15 Resignation, Removal or Vacation of Office of Management Committee Member**

### **15.1 Resignation**

- a) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- b) The resignation takes effect at:



- i. the time the notice is received by the secretary; or
- ii. if a later time is stated in the notice—that later time.

### **15.2 Removal**

- a) A member may be removed from the management committee at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- b) Before a vote of members is taken about removing the member from the management committee, the member must be given a full and fair opportunity to show cause why he or she should not be removed from the management committee.
- c) A member has no right of appeal against the members removal from the management committee under this rule.

### **15.3 Vacation**

The office of a member of the management committee shall be vacated if the person holding that office:

- a) dies; or
- b) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or
- c) is:
  - i. convicted of an offence under the *Associations Incorporation Act 1981* (Qld); or
  - ii. convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or
- d) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired; or
- e) without leave, fails to attend four consecutive management committee meetings.

## **16 Vacancies on Management Committee**

16.1 If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.

16.2 The continuing members of the management committee may act despite a casual vacancy on the management committee.

16.3 However, if the number of committee members is less than the number fixed under subrule 19.1 as a quorum of the management committee, the continuing members may act only to:

- a) increase the number of management committee members to the number required for a quorum; or



- b) call a general meeting of the association.

## 17 Functions of Management Committee

- 16.1 Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- 16.2 The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to any Interpretative Note in these rules, the Act and any regulation made under the Act.
- 16.3 The management committee may exercise the powers of the association:
- a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
  - b) to secure the amounts mentioned in subrule 17.3(a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
  - c) to purchase, redeem or pay off any securities issued; and
  - d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - e) to mortgage or charge the whole or part of its property; and
  - f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
  - g) to provide and pay off any securities issued; and
  - h) to invest in a way the members of the association may from time to time decide.
- 16.4 The management committee must ensure that the association has appropriate public liability insurance.

## 18 Meetings of Management Committee

- 18.1 Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 18.2 The management committee must meet at least once every three months.
- 18.3 The management committee must decide how a meeting is to be called.
- 18.4 Notice of a meeting is to be given in the way decided by the management committee. To avoid any doubt, a notice of meeting of the management committee may be given electronically.
- 18.5 A management committee member who hears and takes part in discussions is taken to be present at the management committee meeting.



- 18.6 A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 18.7 The chairperson of the management committee will be the President, or if the President does not accept the chair, the management committee will elect a chairperson (who is a member of the management committee) at the first meeting of the newly elected management committee.
- 18.8 If there is no president or elected chairperson or if the president or elected chairperson is not present within ten minutes after the time fixed for a management committee meeting, the members of the management committee may choose one of their number to preside as chairperson at the meeting.

## **19 Quorum and Adjournment of Management Committee Meeting**

- 19.1 At a management committee meeting, a quorum is formed by more than 50% of the members elected to the management committee as at the close of the last general meeting of the members of the association.
- 19.2 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the management committee, the meeting lapses.
- 19.3 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the management committee:
- a) the meeting is to be adjourned for at least one day; and
  - b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 19.4 If, at an adjourned meeting mentioned in subrule 19.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **20 Special Meeting of Management Committee**

- 20.1 If the Secretary receives a written request signed by at least 50% of the members of the management committee, the secretary must call a special meeting of the management committee by giving each member of the management committee notice of the meeting within 14 days after the secretary receives the request.
- 20.2 If the Secretary is unable or unwilling to call the special meeting, under subrule 20.1 the president must call the meeting.
- 20.3 A request for a special meeting must state:
- a) why the special meeting is called; and
  - b) the business to be conducted at the meeting.
- 20.4 A notice of a special meeting must state:



- a) the day, time and place of the meeting; and
- b) the business to be conducted at the meeting.

20.5 To avoid any doubt, a notice of special meeting may be given electronically.

20.6 A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

## **21 Minutes of Management Committee Meetings**

21.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.

21.2 To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

## **22 Appointment or Election of Secretary**

22.1 The Secretary must be an individual residing in Queensland who is:

- a) a Playing member, Parent member, Supporter member, Life member, Foundation or Perpetual member of the association elected by the association as secretary; or
- b) a Playing member, Parent member, Supporter member, Life member, Foundation or Perpetual member of the association, appointed by the management committee as secretary.

22.2 If a vacancy happens in the office of Secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within one month after the vacancy happens.

22.3 If the management committee appoints a playing member, supporter member or life member as Secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

## **23 Functions of Secretary**

23.1 The Secretary's functions include, but are not limited to:

- a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- b) keeping minutes of each meeting; and
- c) keeping copies of all correspondence and other documents relating to the association; and
- d) maintaining the register of members of the association.



## **24 Appointment of Subcommittees**

- 24.1 The management committee may appoint a subcommittee consisting of members of the association or other persons considered appropriate by the committee to help with the conduct of the association's operations.
- 24.2 A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 24.3 A subcommittee may elect a chairperson of its meetings.
- 24.4 If a chairperson is not elected, or if the chairperson is not present within ten minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 24.5 A subcommittee may meet and adjourn as it considers appropriate.
- 24.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 24.7 The management committee has the power to terminate a subcommittee as and when it, in its sole discretion, considers appropriate.
- 24.8 The management committee has the power to terminate a person's appointment to a subcommittee as and when it, in its sole discretion, considers appropriate.

## **25 Acts not affected by Defects or Disqualifications**

- 25.1 An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- 25.2 Rule 25.1 applies even if the act was performed when:
  - a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
  - b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

## **26 Resolutions of Management Committee without Meeting**

- 26.1 A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 26.2 A resolution mentioned in subrule 26.1 may consist of several emails in like form, each sent by one or more members of the committee.

## **27 Not used**



## 28 Annual General Meetings

An annual general meeting must be held:

28.1 at least once each year; and

28.2 within three months after the end date of the association's reportable financial year.

## 29 Business to be conducted at Annual General Meeting

29.1 The business to be transacted at every annual general meeting shall be:

- a) to conduct the voting for the election of management committee members. If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- b) the receiving of the management committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
- c) the receiving of either:
  - i. an auditor's report upon the books and accounts for the preceding financial year; or
  - ii. a signed statement of the accountant, authorised person or President regarding the bookkeeping processes of the association and financial statement for the preceding financial year,

whichever is required for the association in accordance with *Associations Incorporation Act 1981*(Qld);

- d) the declaration of the results of the election of members of the management committee; and
- e) the appointment of either:
  - i. an auditor; or
  - ii. an accountant; or
  - iii. an Australian legal practitioner; or
  - iv. an approved person,

whichever is required for the association to operate in accordance with the *Associations Incorporation Act 1981*(Qld).

29.2 In this rule 29:

- a) audit report, auditor, accountant and approved person have the meaning given to those terms in Part 6 Division 2 of the *Associations Incorporation Act 1981* (Qld); and
- b) Australian legal practitioner has the meaning given to that term in Part 1.2



Division 2 of the *Legal Profession Act 2007*(Qld).

## **30 Notice of General Meeting**

- 30.1 The Secretary may call a general meeting of the association.
- 30.2 The Secretary must give not less than 21 days written notice of the meeting to each Member of the association.
- 30.3 If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 30.4 Notice of the following meetings must be given in writing:
- a) a meeting called to hear and decide the appeal of a person against the management committee's decision:
    - i. to reject a person's application for membership of the association; or
    - ii. to terminate a person's membership of the association;
  - b) a meeting called to hear and decide a proposed special resolution of the association.
- 30.5 A notice of a general meeting must state the business to be conducted at the meeting.
- 30.6 A notice of general meeting may prescribe the manner in which a proxy may be validly appointed.

## **31 Quorum and Adjournment of General Meeting**

- 31.1 The quorum for a general meeting is double the number of Members elected or appointed to the management committee at the close of the association's last general meeting plus one present in person or by proxy at the general meeting.
- 31.2 No business may be conducted at a general meeting unless there is a quorum of Members present in person or by proxy when the meeting proceeds to business.
- 31.3 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- 31.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association:
- a) the meeting is to be adjourned for at least seven days; and
  - b) the management committee is to decide the day, time and place of the adjourned meeting.
- 31.5 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 31.6 If a meeting is adjourned under subrule 31.5, only the business left unfinished at the



meeting from which the adjournment took place may be conducted at the adjourned meeting.

- 31.7 The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 31.8 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **32 Procedure at General Meeting**

- 32.1 A Member may take part and vote in a general meeting in person or by proxy.
- 32.2 A Member who hears and takes part in discussions in a general meeting is taken to be present at the general meeting.
- 32.3 At each general meeting:
- a) the President is to preside as chairperson; and
  - b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be chairperson of the meeting; and
  - c) the chairperson must conduct the meeting in a proper and orderly way.

## **33 Voting at General Meeting**

- 33.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present in person or by proxy and eligible to vote.
- 33.2 Each member present in person or by proxy and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 33.3 The method of voting is to be decided by the management committee.
- 33.4 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 33.5 If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 33.6 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

## **34 Special General Meeting**

- 34.1 The Secretary must call a special general meeting by giving each Member of the association notice of the meeting not less than 21 days after:
- a) being directed to call the meeting by the management committee; or



- b) being given a written request signed by:
    - i. at least 50% of the number of members of the management committee when the request is signed; or
    - ii. fifteen Members of the association who are eligible to vote.
  - c) being given a written notice of an intention to appeal against the decision of the management committee:
    - i. to reject an application for membership; or
    - ii. to terminate a person's membership.
- 34.2 A request mentioned in subrule 34.1(b) must state:
- a) why the special general meeting is being called; and
  - b) the business to be conducted at the meeting.
- 34.3 A special general meeting must be held within one month after the secretary:
- a) is directed to call the meeting by the management committee; or
  - b) is given the written request mentioned in subrule 34.1(b); or
  - c) is given the written notice of an intention to appeal mentioned in subrule 34.1(c).
- 34.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

## **35 Minutes of General Meetings**

- 35.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 35.2 To ensure the accuracy of the minutes:
- a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- 35.3 If asked by a Member of the association, the Secretary must, within 28 days after the request is made:
- a) make the minute book for a particular general meeting available for inspection by the Member at a mutually agreed time and place; and
  - b) give the Member copies of the minutes of the meeting.
- 35.4 The association may require the Member to pay the reasonable costs of providing copies of the minutes.



## **36 By-laws**

- 36.1 The management committee may, in writing, make, amend or repeal by-laws, including a code of conduct not inconsistent with these rules, for the internal management of the association.
- 36.2 To be effective and valid, the making, amendment or repeal of any by-law, including a code of conduct, must be notified to members of the association.
- 36.3 A by-law may be set aside by a vote of Members at a general meeting of the association.

## **37 Alteration of Rules**

- 37.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

## **38 Common Seal**

- 38.1 The management committee must ensure the association has a common seal.
- 38.2 The common seal must be:
- a) kept securely by the management committee; and
  - b) used only under the authority of the management committee.
- 38.3 Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
- a) the Secretary; or
  - b) another member of the management committee; or
  - c) someone authorised by the management committee.

## **39 Funds and Accounts**

- 39.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- 39.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 39.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 39.4 A payment by the association must be made by cheque or electronic funds transfer in accordance with the delegation schedule determined by the management committee.



- 39.5 If a payment is made by cheque or electronic transfer, the cheque or electronic transfer must be signed or electronically released by any two of the following:
- a) the President;
  - b) the Vice President;
  - c) the Secretary;
  - d) the Treasurer;
  - e) any other person who has been authorised by the management committee to sign cheques issued by the association in accordance with an Authorisation and Delegation Policy developed by the management committee.
- 39.6 However, one of the persons who signs the cheque must be the president, the secretary or the treasurer or in accordance with an Authorisation and Delegation Policy developed by the Management Committee.
- 39.7 All expenditure must be approved or ratified by the management committee.

## 40 General Financial Matters

- 40.1 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a financial statement containing particulars of:
- a) the income and expenditure for the financial year just ended; and
  - b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 40.2 All such financial statements shall be examined in accordance with the provisions of the *Associations Incorporation Act 1981* (Qld) and be presented to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such examination was made.
- 40.3 In accordance with the provisions of the *Associations Incorporation Act 1981* (Qld) the party examining the financial statements under sub rule (10) must prepare a signed audit report or statement, whichever is applicable.
- 40.4 If required by the *Associations Incorporation Act 1981* (Qld), within one month after the financial statement and signed statement or audit report are received by a general meeting in accordance with rule 30, the following must be lodged with the Chief Executive:
- a) a copy of the financial statement for the reportable financial year:
    - i. as adopted at the annual general meeting of the association, signed and dated by the President or Treasurer; or
    - ii. as presented to the annual general meeting of the association, if it is not adopted at the meeting, signed and dated by the President or Treasurer; and
  - b) a copy of the signed audit report or statement, whichever is required in accordance with the *Associations Incorporation Act 1981* (Qld); and



- c) a return in the approved form; and
- d) any fees prescribed under a regulation.

40.5 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

## **41 Documents**

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

## **42 Notices**

42.1 Any notice required to be given under these rules may be given by any one of the following means:

- a) by posting the written notice concerned on the association's notice board, located at the associations premises;
- b) by sending the written notice to the email address of the member as indicated on the register of members;
- c) by sending the written notice to the postal address of the member as indicated on the register of members; or
- d) by posting the written notice concerned on the website of the association.

## **43 Financial Year**

The end date of the association's financial year is 31 October in each year.

## **44 Indemnity for Management Committee**

44.1 Every member of the management committee, office bearer, auditor or other officer or servant of the association shall be indemnified out of the funds of the association. It is the duty of the association to pay all costs, losses and expenses which any such person shall incur or become liable to by reason of any contract entered into or act or thing done by him or her as a member of the management committee, an office bearer, an auditor, an officer or servant or in any way in the discharge of his or her duties as such.

44.2 Every member of the management committee, officer bearer, auditor or other officer or servant of the association shall be indemnified out of the funds of the association against all liability incurred by him or her as such in defending any proceedings in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is under the relevant law granted to him or her by the Court.

## **45 Distribution of surplus Assets to another Entity**

45.1 This rule applies if the association:

- a) is wound-up under part 10 of the Act; and



b) has surplus assets.

45.2 The surplus assets must not be distributed among the members of the association.

45.3 The surplus assets must be given to another entity:

- a) having objects similar to the association's objects; and
- b) the rules of which prohibit the distribution of the entity's income and assets to its members.

45.4 In this rule 'surplus assets' has the meaning in section 92(3) of the Act.

## 46 Amalgamation

46.1 To avoid any doubt:

- a) A person who, on the day the association is incorporated, was a Life member of a Previous Brothers Rugby Association, upon amalgamation automatically becomes a Life member of the Association;
- b) A person who, on the day the association is incorporated, was a Foundation and Perpetual member of a Previous Brothers Rugby Association, upon amalgamation automatically becomes a Foundation and Perpetual member of the Association;
- c) A trophy or award which, on the day the association is incorporated, was a trophy or award of a Previous Brothers Rugby Club Association, upon amalgamation, the trophy or award automatically becomes a trophy or award in the association;
- d) A person who, on the day the association is incorporated, was a recipient of a trophy or award of a Previous Brothers Rugby Club Association, upon amalgamation, automatically becomes a recipient of a trophy or award in the association to the equivalent class of the trophy or award that the person held in the Previous Brothers Rugby Club Association.

## 47 Major Asset

47.1 The association will not sell, assign, transfer or otherwise dispose of a major asset without the consent of a majority of members present and eligible to vote at a special general meeting. For the purposes of this subrule, major asset means any lease, sub lease, licence, sub licence or fixtures running with the land in which the club has a legal or equitable interest.

47.2 The association will not mortgage, provide as security, or allow a charge over a major asset without the consent of a majority of members present and eligible to vote at a special general meeting. For the purposes of this subrule, major asset means any lease, sub lease, licence, sub licence or fixtures running with the land in which the club has a legal or equitable interest.

## 48 Club Colours



- 48.1 (**Standard Colours**) Subject to subrule 48.2, The Club colours shall predominantly feature navy blue and white incorporated in the playing Jersey in the form of navy blue [PMS 289C, RGB 13 35 64] and white [PMS no code, RGB 245 244 240] horizontal broken stripes or irregular hoops, a design commonly referred to as “butchers stripes”.
- 48.2 From time to time, the management committee may decide (in their sole discretion) that playing jerseys and shorts shall be, for a temporary period, an alternate colour to the Standard Colours in order to fulfil a charitable or commercial purpose of the association.

## 49 Club Crest

Permission was granted by the Christian Brothers of St. Joseph’s College Gregory Terrace to the members of the Christian Brothers Old Boys Association (whose members included old boys of St Joseph’s College Gregory Terrace, St Joseph’s College Nudgee and St James College Fortitude Valley) as founders of Brothers Rugby Club (2<sup>nd</sup> March 1905) to adopt and use a defaced form of the Congregational Crest (Badge) used by the Christian Brothers Colleges throughout Queensland.

The only official Club Crest (badge) to be used to distinguish the identity of the Club on apparel and other formal productions and publications shall be the design affixed below.

