

OLD COLLEGIANS' RUGBY UNION
FOOTBALL CLUB Inc.

CONSTITUTION

Rules and Regulations

Amended 28 June 2016

OLD COLLEGIANS' RUGBY UNION FOOTBALL CLUB Inc.

RULES AND REGULATIONS

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RULES AND REGULATIONS

for the management and conduct of

OLD COLLEGIANS' RUGBY UNION FOOTBALL CLUB Inc.

Incorporated under the provisions of the *Associations Incorporation Act 1985(SA)*, as amended.

1. NAME OF THE CLUB

The name of the Club is:

OLD COLLEGIANS' RUGBY UNION FOOTBALL CLUB Inc.

2. AGREEMENT OF HONOUR

These rules are intended to be regarded as an agreement of honour by Club Members, interpreted according to the spirit as well as the letter of their provision.

3. INTERPRETATION OF THE RULES AND REGULATIONS

In these rules, unless there is something in the subject matter or context inconsistent, therewith:

"**Act**" means the *Associations Incorporation Act 1985 (SA)*, as amended.

"**ARU**" means Australian Rugby Union

"**Club**" means Old Collegians' Rugby Union Football Club Inc. (Registered with Consumer and Business Services SA, 29th January 1965), also known as Old Collegians' Rugby Football Club.

"**General Resolution**" means a resolution passed at a duly convened meeting of the Members if not less than seven days written notice specifying the intention to propose the resolution (which is not required pursuant to these *rules to be subject to a Special Resolution*) has been given to all Members and it is passed at such a meeting by not less than one half of such Members of the Club as in attendance at the meeting and, being entitled to do so, vote in person.

"**In writing**" "**written**" means, unless the contrary intention appears, all forms of visible printing, including messages sent by electronic mail.

"**Junior**" means Club teams, and their management, competing in the SARU junior competition.

"**Management Committee**" means the Committee of Management of the Club.

"**Meeting**" means a general meeting of members of the Club convened in accordance with these Rules.

"**Member**" means a Member of the Club who has paid any subscription due by him or her in that capacity and, in reference to sections 14, 16 and 17, is entitled to vote.

"**Objects**" means the Objects of the Club stated in rule 4. of these Rules.

"**Office-bearers**" means key persons holding a position of authority and responsibility within the provisions of this Constitution.

"Rule" means any of the Rules and Regulations of the Club.

"Senior" means Club teams, and their management, competing in the SARU senior competition.

"SARU" means South Australian Rugby Union.

"Special Resolution" means a resolution passed at a duly convened meeting of the Members if at least 14 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and it is passed at such a meeting by a majority of not less than three-quarters of such Members of the Club as in attendance at the meeting and, being entitled to do so, voting in person.

Words importing the singular include the plural and vice versa.

Words importing any gender include the other gender.

4. OBJECTS OF THE CLUB

4.1 To foster, promote and play the game of rugby union football as played under the rules of the Australian Rugby Union (ARU) for senior and junior players.

4.2 To provide facilities for the Members for playing rugby union football in senior and junior competitions.

4.3 To do all things which the Club or the Management Committee, thereof, may think desirable for promoting the recreation, accommodation and convenience of its Members, or such other amateur sport which would assist in fostering or encouraging rugby union football.

4.4 To rent, lease or otherwise negotiate for the use of land and buildings which may be required for the purpose and objects of the Club.

4.5 To affiliate with the South Australian Rugby Union Inc. (SARU) and to play matches as arranged by the said Union.

4.6 To do all things which are incidental or conducive to the attainment of the foregoing objects.

5. POWERS OF THE CLUB

The Club shall have all the financial, property and business powers conferred by section 25 of the Act, together with such other powers as may from time to time be conferred upon it pursuant to the terms of these Rules.

6. POLITICAL NEUTRALITY

The Club shall not identify itself in any way with any political party or take part in the activities of any such party. Club funds shall not be used for party-political purposes.

7. RULES OF THE CLUB

7.1 Altering the Rules

Any provisions of these Rules may be altered (including an alteration to name) or be rescinded and replaced by substituted Rules. A change of Rules can only be approved by a vote of Members by way of a Special Resolution at an Annual General Meeting or Extraordinary General Meeting of the Club. Such an alteration shall be registered with the appropriate government agency as required by the Act.

7.2 Complying with the SARU and the Laws of rugby

Any rule or by-law in the Rules of the Club, or Club policy shall conform with the Constitution of the SARU or Laws of the game of rugby, as from time to time adopted by the SARU, and any Club rule, by-law or policy which is in conflict shall be deemed to be inoperative.

7.3 Binding the Club and Members

These Rules bind the Club and every Member to the same extent as if they had, respectively, been signed and sealed by them and agreed to be bound by all of the provisions thereof.

The Management Committee may take such action as it deems necessary to discipline Members offending the Club Rules, except that termination of membership shall only occur in accordance with rule 12.3.

8. BYLAWS AND POLICY STATEMENTS OF THE CLUB

8.1 Make, repeal and amend bylaws and policy statements

The Management Committee may from time to time make, repeal and amend Bylaws and Policy Statements (not inconsistent with these Rules) as it shall think expedient for the management and wellbeing of the Club, so long as the same are consistent with the Objects.

8.2 Binding Members

All such Bylaws and Policy Statements made by the Management Committee shall be binding upon the Members until repealed by the Management Committee or rescinded by a resolution of a meeting of the Club.

9. PATRONAGE OF THE CLUB

The Management Committee may appoint any suitable person to be Patron of the Club.

10. FINANCIAL MANAGEMENT

10.1 Financial year

The financial year of the Club shall end on the 31st day of October each year.

10.2 Use of funds

The income and property of the Club shall be applied solely towards the promotion and adoption of the Objects, and no portion thereof shall be paid or transferred directly or indirectly to Members of the Club. For the avoidance of doubt, no Member has any entitlement to the income or property of the Club or any portion of it.

10.3 Bank accounts and investments

The Club shall have such bank accounts and investments in the name of the Club in such banks or other investments as the Management Committee may from time to time resolve.

10.4 Signatories

Payments, withdrawals and transfers from Club operating and investment accounts shall be effected using any two signatories of Management Committee Members holding the positions of: President, Vice-President, Secretary or Treasurer, or effected through recognised, contemporary banking arrangements, such as internet banking, as agreed to by the Management Committee.

10.5 Auditor

An Auditor, not being a Management Committee Member, shall be appointed each year at the Annual General Meeting and shall hold office for one year but shall be eligible for re-election.

The Auditor need not be a Member of the Club and shall audit all books of account of the Club and report thereon annually or at such other more frequent intervals as the Management Committee may decide. Any vacancy occurring in the office of Auditor during the year shall be filled by the Management Committee.

11. MEMBERSHIP

11.1 Class of membership

There shall be six classes of membership:

- (a) Player (Full) Member — anyone eligible to play senior rugby under the rules of the Australian Rugby Union and eligible to represent the Club in competition matches, and who shall pay the prescribed Club subscription and be entitled to the full rights and privileges of the Club .
- (b) Player (Student/Concession) Member — anyone who is a full-time student and/or Government Concession holder, and is eligible as a Player (Full) Member.
- (c) Player (Casual) Member — anyone who plays less than or equal to the number of senior competition matches in a year, as prescribed by the SARU for this class of Player Membership, and who shall pay the prescribed Club subscription and be entitled to the full rights and privileges of the Club, except voting rights of the Club.
- (d) Player (Junior) Member — anyone who is eligible to play junior rugby under the rules of the Australian Rugby Union and who shall pay the prescribed Club subscription but is not entitled to voting rights of the Club.
- (e) Social Member — anyone who has demonstrated an interest in rugby and the Club, including supporters and past players, and who shall pay the prescribed Club subscription and be entitled to the full rights and privileges of the Club, except to play in competition matches.
- (f) Life Member — anyone elected to the position of Life Member in accordance with rule 11.5.

11.2 Application for membership

Application for membership shall be in such form as the Management Committee shall prescribe from time to time.

11.3 Acceptance of membership

Upon the acceptance of the application for membership by the Management Committee and upon payment of the first annual subscription, the applicant shall be a Member of the Club.

11.4 Rejection of membership

Any applicant for membership, who is dissatisfied with the Management Committee's failure to approve an application for membership, may appeal against such failure to the Members of the Club at a General Meeting of the Club convened for this purpose. Any decision of the Management Committee which is the subject of such an appeal can only be successfully appealed by the passage of a Special Resolution which will finally determine the matter of any such appeal.

11.5 Life Member

The Club shall have the power to elect Life Members at the Annual General Meeting, subject to the following:

- (a) Such Membership shall only be awarded to those who have rendered conspicuous service to the Club, as determined by the Management Committee, over a period of not less than ten years.

- (b) Life Members shall be recommended by the Management Committee and elected by a three fourths majority of those present and eligible to vote at an Annual General Meeting.
- (c) Life Membership of the Club shall entitle the holder to the full rights and privileges of the Club without payment of any Club subscription.
- (d) Life Members playing SARU competitive rugby for the Club are liable for any ARU/SARU fees required of players.

11.6 Register of Members

The Club shall keep and maintain a register in which shall be entered (as a minimum):

- (a) the full name, address (contact details) and date of entry of each Member as a Member of the Club;
- (b) where applicable, the date of termination of any Membership; and
- (c) other information that can assist the achievement of the Objects and which the Management Committee consider to be relevant to the same.

Members shall provide notice of any change and required details to the Club within one month of such change.

11.7 Use of register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the Objects in such manner as the Management Committee considers appropriate.

12. TERMINATION OF MEMBERSHIP

12.1 Resignation

Any Member may resign membership by delivering a written resignation to the Secretary. A Member resigning shall remain liable for the Club subscription fee for the current year (if unpaid). Such Member, at the discretion of the Management Committee, shall not be entitled to any refund, all or in part, of any Club subscription fee previously paid.

12.2 Subscription in arrears

The Management Committee may terminate, on written notice being provided to such Member, the membership of any Member whose subscription is more than six weeks in arrears and, thereupon, such person shall cease to be a Member of the Club. Provided the Management Committee thinks it right and proper to do so, it may reinstate such person as a Member of the Club on payment of all outstanding Club debts.

12.3 Termination of Membership — prejudicial conduct

The Management Committee may, if it considers that any Member has been guilty of conduct prejudicial to the Objects and Rules of the Club, and after such Member has been given reasonable opportunity of explaining his conduct, resolve that the membership of the Member be terminated. Thereupon, the Member shall cease to be a Member of the Club.

13. SUBSCRIPTIONS

13.1 Setting subscriptions

The Management Committee shall set the annual subscription, taking into account ARU, SARU and Club costs, by the 28th January each year for each Class of Membership, apart from Life Member, for the subscription year commencing on the 1st February.

13.2 Waiving subscriptions

The Management Committee may waive or reduce the Club component of the subscription for any Member or Class of membership if, by reason of hardship or other special circumstances, it considers it proper to do so.

13.3 Due time for payment of subscriptions

The subscription fee for all classes of membership, apart from Life Members, shall be payable upon registration with the Club each year. The Management Committee, at its discretion, may agree to payment by instalments for playing Members.

13.4 Un-financial Members

Any person who is not currently a financial Member of the Club shall not be eligible for election to any office of the Club, or to speak or vote at any meeting of the Club. Such a person can only play competitive rugby for the Club at the discretion of the Management Committee.

14. VOTING RIGHTS

14.1 Chairman and Members

The Chairman shall have a deliberative and casting vote and each Member present at a meeting shall be entitled to one vote, with the exception provided in rule 19.4.

14.2 Junior family

Each family with at least one registered Player (Junior) Member is entitled to one vote for each position of Director of Junior Rugby and Junior Registrar at a Club AGM, but is not entitled to vote on any other motion in the Club.

15. PROXY VOTES

Proxy votes are not applicable to these Rules.

16. ANNUAL GENERAL MEETING

16.1 Time of meeting

A meeting of the Club to be called the Annual General Meeting shall be held before the 10th December of each year.

16.2 Notice for meeting

A minimum of 14 days' written notice specifying the place, date and hour and business of the meeting shall be afforded Members, and such notice shall be provided to the address of the Member notified in the register pursuant to rule 11.6.

The non-receipt of such a notice by a Member shall not invalidate the proceedings of any Annual General Meeting.

16.3 Chairperson

The President of the Club shall preside or, in his absence, a Member of the Management Committee, if present and willing to act, shall preside as Chairperson at Annual General Meetings of the Club.

If, after five minutes of the time appointed for holding the meeting, no such Member of the Management

Committee is present or willing for this purpose of this sub-rule, the Members present may choose one of their number to preside.

16.4 Quorum

The quorum for an Annual General Meeting is 20 Members or 10% of Club membership, whichever is the lesser number.

If, within 30 minutes of the time appointed for the meeting, a quorum of Members is not present, the meeting shall lapse and shall stand adjourned to a date, time and place nominated by the Chairperson of the lapsed meeting not later than 42 days after the date on which the lapsed meeting has been held.

In the event of an Annual General Meeting lapsing in any year pursuant to this rule, and at the adjourned meeting a quorum is again not present, the Chairperson shall then conduct the business of the Annual General Meeting as if a quorum was attained.

16.5 Business

The business of an Annual General Meeting shall be:

- (a) Apologies.
- (b) Minutes of previous AGM.
- (c) Business arising from the minutes.
- (d) President's annual report.
- (e) Receive and consider other reports, eg. player registration, senior rugby, junior rugby.
- (f) Treasurer's annual report.
- (g) Election of Auditor
- (h) Election of Life Members
- (i) Election of Management Committee Members.
- (j) Election of Team Selectors
- (k) Transact any other business. The vote on any resolution arising from such business is advisory only and does not bind the Management Committee or the Club.

16.6 Voting

Except in the case where these Rules provide that a Special Resolution is required for the passage of a resolution, any other resolution will be regarded as being a General Resolution.

At any meeting, a resolution put to the vote shall be decided upon by a show of hands, or by a secret ballot if moved by a Member and agreed to by Members present. The Chairperson of the meeting shall declare that a resolution has been carried or lost with such declaration being binding.

Notice of motion to reconsider any such decision shall not be received during the annual term of the Club's Management Committee at the time.

17. EXTRAORDINARY GENERAL MEETING

17.1 Time of meeting

Any Extraordinary General Meeting will be convened by the Secretary within 30 days upon formal request from the President or the Management Committee, or receipt of a written requisition signed by at least 15 Members of the Club stating the purpose required for the meeting.

17.2 Notice of meeting

A minimum of 14 days' notice of any Extraordinary General Meeting specifying the place, date and hour and business of the meeting shall be provided to Members. The non-receipt of such a notice by any Member will not invalidate the proceedings of the Extraordinary General Meeting.

17.3 Chairperson

The President of the Club will Chair Extraordinary General Meetings or in his absence a member of the Management Committee, if present and willing to act, shall preside as Chairperson at the Extraordinary General Meeting.

If, after five minutes of the time appointed for holding the meeting, no such Member of the Management Committee is present or willing to act for the purpose of this sub-rule, the Members present may choose one of their number to preside.

17.4 Quorum

The quorum for an Extraordinary General Meeting is 20 Members or 10% of the Club membership, whichever is the lesser number.

If, within 30 minutes of the time appointed for the meeting, a quorum of Members is not present, the meeting shall lapse and shall stand adjourned to a date, time and place nominated by the Chairperson of the lapsed meeting.

In the event of an Extraordinary General Meeting lapsing once through rule 17.4 and a quorum not being reached at the second called meeting, the Chairperson shall then conduct the business of the Extraordinary General Meeting as if a quorum was attained.

17.5 Business

The business of any Extraordinary General Meeting shall be confined to that as stated in the notice to be provided under rule 17.2 of these Rules. .

17.6 Voting

Any resolution put to an Extraordinary General Meeting will be considered a General Resolution except where these Rules provide otherwise.

At any meeting, a resolution put to the vote shall be decided upon by a show of hands, or by a secret ballot if moved by a Member, and agreed to by Members present. The Chairperson of the meeting shall declare that a resolution has been carried or lost.

Notice of motion to reconsider any such decision shall not be received during the annual term of the Club's Management Committee at the time.

17.7 Power of an Extraordinary General Meeting

Such a meeting has power to over-rule any decision given by the Management Committee and shall be binding and conclusive upon all Members provided that any such resolution, except to the extent that it proposes an amendment to these Rules, is not inconsistent with the provisions of these Rules.

18. GENERAL MEETINGS AND ACTIVITIES

The Management Committee, at its discretion, will convene general meetings and activities for Members to further the Objects. The form and business of the meetings or activities will be decided by the Management Committee.

19. ELECTION OF MANAGEMENT COMMITTEE AND SELECTION COMMITTEE

19.1 Timing of elections

Elections of Members to the Management Committee and the Selection Committee, respectively, shall take place each year at the Annual General Meeting.

19.2 Nominations

Nominations, which shall be proposed and seconded in writing, for all Management Committee and Selection Committee positions shall be addressed to the Secretary and are to be received by that officer not later than seven days prior to the meeting date.

19.3 Voting and scrutineers

If there are more nominations received than the number of vacancies, a vote by Members present shall be held and the Chairperson shall appoint two Members as scrutineers for the purpose of counting the votes cast, who shall inform the Chairperson of the result. The Chairperson shall thereupon announce the same to the meeting and declare the successful candidates truly elected with such declaration to be final and binding.

19.4 Equality of votes

In the event of equality of votes, a new vote shall be taken.

19.5 Nominations not exceeding vacancies

If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Management Committee or the Selection Committee, then those nominated shall be declared elected by the Chairman without the need for any vote of the Members.

19.6 Casual vacancies

If there are insufficient nominations received to fill all vacancies on the Management Committee or Selection Committee, or if a person is not approved by the majority of Members, the positions will be declared casual vacancies and may be filled subsequently by the Management Committee.

20. MANAGEMENT OF THE CLUB

20.1 Management Committee

The affairs of the Club, including all aspects of rugby, shall be managed and controlled by a Management Committee, supported by sub-committees and delegations, which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such acts as are written within the scope of the Objects and are not by the Act or these Rules required to be done by the Club in General Meeting.

20.2 Composition of Management Committee

The Management Committee shall comprise of the President, Vice-President, Treasurer, and Secretary plus Senior

Registrar, Junior Registrar, Director of Rugby, and Director of Junior Rugby.

In-so-far as possible, the Management Committee shall comprise Members with a variety of relevant skills and experience with the same being applied in the best interests of the Club and to assist in the attainment of the Objects.

20.3 Term of appointment

Subject to provisions in these Rules relating to early retirement or termination of office, Management Committee Members shall remain in office from the conclusion of the Annual General Meeting at which their election occurred until the conclusion of the next Annual General Meeting.

20.4 Sub-committees

The Management Committee may create sub-committees and delegate powers to manage specific Club activities and responsibilities, such as, but not limited to, senior rugby, junior rugby, communications, sponsorship, house and grounds, events, catering, merchandise and safety issues.

20.5 Composition of sub-committees

The Management Committee may co-opt Members to facilitate effective sub-committees in roles such as, but not limited to, Assistant Secretary, Assistant Treasurer, Junior Secretary, Deputy Director of Rugby, Deputy Director of Junior Rugby, Sponsorship Coordinator, Communication Coordinator, Social Coordinator and Editor, but such persons shall be deemed not to hold Management Committee office for any purpose under these Rules.

20.6 Public Officer

The Management Committee shall appoint the Secretary or an alternative Member as Public Officer of the Club in accordance with the Act, and who shall have such duties as imposed by the Act and other duties that may be delegated by the Management Committee. The Management Committee may at any time revoke such appointment and make a new appointment.

20.7 Filling a casual vacancy on the Management Committee

The Management Committee may appoint a Member to fill a casual vacancy on the Management Committee and such a Member shall hold office until the conclusion of the next Annual General Meeting.

20.8 Management Committee meetings and communication

The Management Committee shall meet together or communicate by electronic or other agreed means for the dispatch of business at least once a month.

20.9 Calling Management Committee meetings

The President or Management Committee Members may call for a Management Committee meeting whenever they shall consider it necessary to do so. Seven days' notice shall be given for such a meeting, provided that, if all Management Committee Members agree, a Management Committee meeting may be called on less than seven days' notice or without notice.

20.10 Voting

Questions arising at any Management Committee meeting shall be decided by a simple majority of votes of Management Committee Members present and in the event of equality of votes, the President, or in his absence,

the Chairman of the meeting will have a casting vote, which vote shall be final and binding.

20.11 Quorum

A quorum for a Management Committee meeting shall be at least four Management Committee Members.

20.12 Termination of office

The office of a Management Committee Member shall be vacated if the Management Committee Member:

- (a) becomes bankrupt or makes any composition or assignment with or for the benefit of creditors,
- (b) dies, or becomes incapable of managing his affairs,
- (c) resigns office by notice in writing to the Club and such resignation is accepted by the Management Committee,
- (d) is absent from three consecutive meetings of the Management Committee convened in accordance with these Rules without leave of absence or prior apology and if the Management Committee so resolves, by a special resolution of the Management Committee, for the Member to cease to be a Member,
- (e) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club, and/or
- (f) brings the Club into disrepute.

20.13 Reimbursement of expenses

The Management Committee may refund to any Management Committee Member, another Member or person out of the funds of the Club any outlay or expenses properly incurred by such Member or person on behalf of the Club.

20.14 Delegation of power

The Management Committee may, by resolution, delegate any of its powers, except those powers dealing with financial requirements prescribed by the Act, to sub-committees consisting of such Management Committee Members or such other persons as the Management Committee may think fit. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any conditions which may be imposed upon the sub-committee by the Management Committee.

20.15 Co-opt Members

The Management Committee may from time to time co-opt Members, and record any co-opted Member's name in the minutes, to assist as it may think fit, but such persons shall be deemed not to be a Member of the Management Committee for any purpose under these Rules.

20.16 Validity of Management Committee acts

All acts done at any Management Committee meeting shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any Management Committee Member or that such Management Committee Member was disqualified, be as valid as if every such Management Committee Member had been duly appointed and was qualified to be a Management Committee Member.

20.17 Declaration of interest

A Management Committee Member must declare an interest in a matter arising in the Management Committee.

The Chairperson will assess the declaration and advise whether a conflict of interest may exist. If the Chairperson, acting reasonably, considers that a conflict of interest either may or does exist, the relevant Member shall remove himself from debate, vacate the meeting and abstain from voting. The declaration and result will be recorded in the minutes.

20.18 Selection Committees

The Selection Committee for selecting senior teams shall consist of the Director of Rugby, two non-playing members elected as Club Selectors at an Annual General Meeting (rule 19.) and the Team Coach of the team being selected. Team Captains may attend selection meetings as advisors.

The Director of Junior Rugby, liaising with the Director of Rugby, may appoint a Junior Selection Committee to select teams playing in the SARU junior competition.

21. RESPONSIBILITIES OF THE MANAGEMENT COMMITTEE AND ITS MEMBERS

21.1 Role and conduct of the Management Committee

The role of the Management Committee is to manage the Club in accordance with the Objects of the Club as stated in its Rules, and to fulfil any legal responsibilities. Members of the Management Committee shall:

- act in good faith and in a transparent manner for the best interests of the Club,
- not make improper use of information or their position for personal gain,
- avoid any conflicts of interest,
- exercise powers in accordance with the Rules of the Club, and
- ensure that Club management/activities comply with all legislative requirements applicable to sporting clubs and incorporated bodies.

The Management Committee shall appoint two Club Delegates from its own numbers to attend SARU Member meetings or such meetings as are stipulated by the SARU Constitution. Delegates must furnish a report of each SARU meeting at the following Club Management Committee meeting, at the latest.

21.2 Role of the President

The President's responsibilities include (but are not necessarily limited to):

- providing leadership and direction to the Management Committee and the Club,
- ensuring that the Management Committee fulfils its responsibilities for the governance and success of the Club,
- optimising the relationship between the Management Committee, paid employees, volunteers and other Club Members,
- achieving the Club's agreed goals,
- providing a "State of the Club" report, including financial, membership, rugby and social summaries, to Members in July each year,
- being the general spokesperson for the Club, and
- maintaining positive key relationships within and outside of the Club.

21.3 Role of the Vice-President

The Vice-President's responsibilities include (but are not necessarily limited to):

- assisting the President fulfill his responsibilities for the governance and success of the Club,
- taking charge of specific activities in the Club,
- chairing meetings at short notice, and
- working with the President to help him understand concerns and alternative points of view within the Club.

The role of Vice-President may, but not necessarily, be regarded as succession for the next President.

21.4 Role of the Treasurer

The Treasurer's responsibilities include (but are not necessarily limited to):

- supervising the finances of the Club, as the principal financial management officer, to allow the Management Committee to provide sound governance of the Club,
- preparing annual budgets, maintaining and monitoring the Club's revenue and expenditure throughout the financial year and contributing to plans for the Club's financial future,
- providing monthly financial reports to be distributed with Management Committee meeting agendas, and
- presenting audited, annual financial reports at Annual General Meetings.

21.5 Role of the Secretary

The Secretary's responsibilities, as the primary administrative officer of the Management Committee, include (but are not necessarily limited to):

- documenting and communicating the activities of the Management Committee,
- providing a link between the Management Committee, sub-committees, Members and outside agencies,
- preparing and distributing meeting agendas and minutes, and
- receiving and disseminating correspondence, notices, and other such material to and from the Club.

The Secretary may take the role of Public Officer of the Club at the discretion of the Management Committee.

21.6 Role of Senior Registrar

The Senior Registrar's responsibilities include (but are not necessarily limited to):

- registering senior Club players each year,
- keeping a register of all Club Members in liaison with the Junior Registrar,
- reporting senior players' subscription payments to the Treasurer,
- keeping a record of the number of matches played, division played and details of scores for individual players in all senior competitions played under the auspices of SARU, and

- informing the Management Committee of the names of senior players who have played 15 or more years of competitive rugby for the Club for inclusion of their names on the Quindecim Honour Board.

21.7 Role of Junior Registrar

The Junior Registrar's responsibilities include (but are not necessarily limited to):

- registering junior Club players each year,
- reporting junior players' subscription payments to the Treasurer,
- keeping a register of all junior players and providing the register to the Senior Registrar, and
- keeping a record of the number of matches played, age groups played and details of scores for individual players in all junior competitions played under the auspices of SARU.

21.8 Role of Director of Rugby

The Director of Rugby's responsibilities include (but are not necessarily limited to):

- overseeing all rugby-related activities and development of the game of rugby in the Club, including coaching, team selection, team management, training and playing, and
- acting as an ambassador for rugby in the Club.

21.9 Role of Director of Junior Rugby

The Director of Junior Rugby's responsibilities include (but are not necessarily limited to):

- overseeing all rugby-related activities and development of the game of junior rugby in the Club, including coaching, team selection, team management, training and playing,
- liaising with the Director of Rugby, and
- acting as an ambassador for junior rugby in the Club.

22. MINUTES

The Chairperson of all meetings of the Club shall ensure that proper minutes of all proceedings are recorded and entered appropriately within two weeks after the relevant meeting.

The minutes kept pursuant to this rule may be transmitted by electronic or other means to the Chairperson of the meeting at which the proceedings took place.

The minutes, approved and signed by the Chairperson at the next meeting and recorded in the minutes, shall be evidence that the meeting was convened and duly held; that all proceedings held at the meeting shall be deemed to have been duly held; and that all decisions and appointments made at a meeting and recorded in the minutes shall be deemed to be valid and binding.

23. CLUB CAPTAIN

23.1 Club Captain

The Club Captain is a Player (Full) Member appointed by a ballot of Player (Full) Members at the beginning of each competition season; is responsible for the management and well-being of the playing members of the Club; and represents the playing interests of the Club, within and outside the Club. The Club Captain is directly responsible to the Club's President and Director of Rugby.

23.2 Junior Club Captain

The Junior Club Captain is a Player (Junior) Member in the oldest competing junior age group appointed by the Director of Junior Rugby. The Junior Club Captain represents the Club's junior rugby players within and outside of the Club.

24. CLUB COLOURS

The colours of the Club may, subject to registration with the SARU, be determined from time to time only by Members at an Annual General Meeting.

25. SUPPLY OF RULES AND REGULATIONS

The Secretary shall supply a copy of the Rules:

- (a) to all Members upon joining the Club by electronic means or hard copy, and
- (b) upon reasonable request, to any existing Member by electronic means or hard-copy.

26. MEDIA STATEMENTS

No statements on behalf of, or in the name of, the Club shall be made except by the President or by a Member so authorised by the Management Committee.

27. INSURANCE

The Club, at its cost, shall procure any policies of insurance which the Management Committee, acting reasonably, considers necessary and in the interests of the Club so as to:

- (a) insure the physical assets and improvements of the Club, including any items of real or personal property,
- (b) protect the Club from claims arising from any accident or injury sustained by any Member or third party attending the premises of the Club or while otherwise engaged in the discharge of any obligations as a Member,
- (c) ensure that there is insurance available to Members of the Management Committee so as to provide themselves with a right of indemnity against the Club in the event that they, acting reasonably and honestly, are exposed to any personal claim by either the Club, a Member or any third party, and
- (d) insure the Club against any other areas of risk which the Management Committee considers necessary and reasonable.

28. MEMBERS' INDEMNITY

28.1 Members liability

No civil liability attaches to a Member for an honest act or omission in an actual or purported exercise, performance or discharge of powers, functions or duties under these Rules or any relevant Acts.

28.2 Club liability

A liability that would, but for rule 28.1, attach to a Member of the Club attaches instead to the Club, and the Club indemnifies such a Member from all loss, actual or contingent, for which such Member is or may be liable.

29. MEMBERS' FINANCIAL LIABILITY

No Member shall be required to contribute towards the payment of any liabilities of the Club (whether on dissolution or otherwise), beyond meeting the obligations to pay the subscription laid down by the Rules and any other personal liabilities of that Member to the Club arising in the normal way.

30. OPERATIONS AND SAVING RULE

- (a) These Rules shall come into force immediately after the close of the meeting at which they are adopted, provided that the repeal of the existing Rules, and the adoption of these Rules, shall not affect anything done or suffered before the coming into operation of these Rules, or any right or title accrued or obligation or liability incurred or duty or restriction imposed before these Rules come into force. Furthermore, the repeal of the existing Rules shall not interfere with the prosecution or affect the course of any legal proceedings then pending, or otherwise, under such existing Rules.
- (b) The holders of office at the time of the commencement of the Rules shall hold their respective offices as if they had been elected under these Rules.

31. DISSOLUTION

The Club shall be dissolved:

- (a) if the membership shall fall below 15, or
- (b) if a resolution to that effect is carried at an Extraordinary General Meeting of the Club convened for that purpose and passed by a majority of at least eighty per cent of the Members present provided that, if any Member present at the meeting demands a poll, the resolution shall be submitted to a poll of all Members to be taken by post or otherwise as the Chairperson of the meeting shall direct. The Chairperson shall adjourn the meeting pending the taking of the poll.

Unless a majority of at least eighty per cent of the Members voting upon the poll shall be in favour of the resolution, it shall be deemed to be lost.

The Chairperson's declaration of the result shall be conclusive and binding.

32. APPLICATION OF SURPLUS ASSETS

If, after the winding up of the Club, there remains "surplus assets" as defined in the Act, such surplus assets shall be applied by a special resolution, at an Extraordinary General Meeting, to a non-profit organisation or similar body with comparable Objects to the Club.

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