

**NSW  
COUNTRY®  
RUGBY UNION**



**Corporations Law  
Company Limited by Guarantee**

**THE CONSTITUTION  
OF THE  
COUNTRY RUGBY UNION  
OF NEW SOUTH WALES LIMITED  
ACN 003 381 771**

**AS AMENDED 30TH NOVEMBER 2014**

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**PART 1**

**Definitions**

1. In this Constitution unless there be something in the subject or context inconsistent therewith:

“**The Act**” means the Corporations Act 2001 as amended from time to time.

“**The Union**” means the above named Company.

“**New South Wales Rugby Union**” means New South Wales Rugby Union Limited.

“**Member Zone**” means any unincorporated association, incorporated association or corporation formed to administer and control the game of Rugby within a geographical area situated in the Country as defined by the Union which has not been disaffiliated as a Member Zone in accordance with Part 4 (c) hereof and includes every such association and corporation Affiliated with the Unincorporated Union at the date of incorporation of the Union.

“**Member of the Union**” means any natural person eligible to be and appointed as a Member of the Union in accordance with Part 5.

“**Affiliated Body**” means any organisation (whether incorporated or unincorporated) which is not a Member Zone but is Affiliated with the Union in accordance with Part 19 hereof.

“**Country**” means that area of New South Wales situated outside the County of Cumberland and any area within the County of Cumberland as New South Wales Rugby Union Limited may from time to time approve.

“**Board**” means the Board of Directors of the Union for the time being constituted in accordance with these articles and the members thereof for the time being shall be the Directors of the Union for the purpose of the Act.

“**Seal**” means the Common Seal of the Union.

“**Annual General Meeting**” means the general meeting held each year as required by the Act and these Articles.

“**General Meeting**” means a Meeting of the Union.

“**Special General Meeting**” means any general meeting of the Union, other than the Annual General Meeting, held as required by the Act and these Articles.

“**Special Resolution**” means a resolution that has been passed by a majority of not less than three-fourths of such members of the Union being entitled to vote in person at a General Meeting of which not less than twenty one days notice containing the full text of the proposed special resolution has been duly given.

“**Secretary**” means any person appointed as Executive Officer of the Union to perform the duties of Company Secretary under the Act and includes any person performing these duties in an honorary capacity.



**PART 4 Jurisdiction**

4. The Union shall have jurisdiction over its Member Zones and Affiliated Bodies, all members and officials of those Zones and Affiliated Bodies, all members of the Union and any person who is performing an official duty or function at a Rugby match or other event approved of or otherwise under the control of the Union”.

**PART 5 Zones**

5. (a) Each member Zone shall from time to time appoint a person to membership of the Council. A Zone may change its delegate to the Council. Notification of any appointment or change of appointment shall be in writing and shall take effect when received by the Secretary.
- (b) All Member Zones shall pay to the Union such affiliation fees as the Union may from time to time determine by resolution passed at a General Meeting of the Union. The Board will fix the due date for payment and will give Zones at least eight weeks notice of that date. Late payment shall attract interest at 10% per annum calculated on the amount owing from the due date until the date of payment.
- (c) The Union may by Special Resolution determine that any Member Zone be no longer accepted as a Member Zone and upon the passing of that resolution that organisation shall cease to be a Member Zone and shall cease to have the rights and obligations of a Member Zone but without prejudice to rights incurred and obligations incurred by it prior to its disaffiliation as aforesaid and Members of the Union appointed by it shall forthwith cease to be Members of the Union.
- (d) The Board shall determine the Clubs and areas which constitute Zones. In making any such determination the Board must consider, but is not bound by, the opinion of particular Clubs and Zones involved, and is to have regard to the welfare of Rugby generally. Until the Board determines otherwise Zones are constituted by the Clubs and areas within them as at 7<sup>th</sup> April 1996.
- (e) A Member Zone may resign at any time after giving the Secretary twelve months notice of its intention to resign.
- (f) During each year a “Country Championship” shall be held with each Zone within the Union being invited to compete.

**PART 6 Councillors**

- 6.1 Any person appointed to the Council or nominating for election to the Board shall before attending a Council Meeting or before the annual election sign a statement in the following terms:

"I hereby agree to become subject to and bound by the Constitution of the Country Rugby Union of New South Wales Limited and to the duties and obligations imposed by thereby and by the provisions of Corporations Law as amended from time to time and by the decisions and resolutions of properly

constituted meetings of the Council, the Board and the Union."

- 6.2 The Secretary shall maintain such statements which may be in a book where people enter and sign their name.
- 6.3 No one person can be on the Board and Council with the exception of the President.

## **PART 7** **Players**

- 7. (a) Members and officials of the senior representative team are, while they have that role, active members of the Union.
- (b) Active members have such rights and are entitled to such benefits as the Board may determine.
- (c) From time to time the players in the senior representative team (including reserves but not officials) shall from their number select a player to membership of the Council in a position known as Player Councillor. The Manager shall organise the election which will be held at least once each season.
- (d) The Player Councillor, although elected by the senior team, represents the interests of all players at meetings of the Council.

## **PART 8** **The Council**

- 8.1 The Council consists of one Councillor from each Member Zone, one Councillor from each Affiliated Body and the Player Councillor.
- 8.2 The Council shall meet not less than three (3) times each year in addition to the Annual General Meeting and any Council Meeting held on the day of the Annual General Meeting. Meetings shall be convened by the Secretary in consultation with the President. If any five (5) Councillors request a meeting then the Secretary shall convene such a meeting to be held within twenty-eight days of receiving the request.
- 8.3 The President, who may from time to time delegate the task to the Vice President, chairs meetings of the Council. If at a properly constituted meeting neither the President nor the Vice President are in attendance within ten minutes of the advertised starting time then the Council may appoint a Councillor, or some other person, to chair the meeting.
- 8.4 The Chair of a meeting of Council has a casting vote in the event of a tied vote but does not have a substantive vote unless he is a Councillor in which case he may vote in that capacity.

## **PART 9** **Function of the Council**

- 9.1 The functions of the Council include:
  - 9.1.1 to receive and consider reports from the Board ;

- 9.1.2 to make decisions on matters of policy and strategic planning concerning the activities of Country Rugby Union;
- 9.1.3 to make recommendations to the Board concerning the operations and finances of Country Rugby;
- 9.1.4 to require the Secretary to convene a General Meeting of the Union for such purpose as may be resolved by the Council;
- 9.1.5 such other functions as a General Meeting of the Union shall determine.
- 9.2 Any resolution of the Council is passed if it is approved by:
  - 9.2.1 more than one half of the Councillors and;
  - 9.2.2 more than two-thirds of the Councillors appointed by Zones present and voting.
- 9.3 A quorum for meetings of the Council is the number of Councillors representing more than half of the number of Member Zones.

## **PART 10 General Meeting**

- 10.1 A General Meeting is a meeting of the Union. It consists of the members of the Council (Councillors) and the members of the Board (Directors). All General Meetings of the Union shall be held in accordance with the provisions of the Act and these Articles.
- 10.2 General Meetings, except the Annual General Meeting, are called Special General Meetings. Members of the Board (Directors) are not entitled to vote at the Annual General Meeting except in respect of proposed special resolutions. Directors are entitled to vote on all issues at all General Meetings.
- 10.3 Subject to the provisions of the Act and agreement for shorter notice, twenty-one days notice shall be given of General Meetings, of the business to be discussed and of proposed special and ordinary resolutions. Notices shall be sent to all voting members and to the Secretary of each Zone and Affiliated Body. Notices of meeting shall be sent by mail and, subject to the law, shall be deemed received on the third working day after being posted from a Post Office in New South Wales.

## **PART 11 Annual General Meeting**

11. (a) The Annual General Meeting of the Union shall be held not later than the first day in December in each calendar year and on such date, place and time as shall be determined by the Board or in the absence of any such determination being made by the Board in adequate time then on such date, place and time as shall be determined by the Secretary.
- (b) The ordinary business of the Annual General Meeting shall be:
  - (i) to confirm the minutes of the previous Annual General Meeting;

- (ii) to receive the President's Report;
- (iii) to receive the Union's printed Annual Report;
- (iv) to receive the Treasurer's Financial Report including the Balance Sheet, Financial Accounts and Statements, to adopt the Union's Budget for the following year and to set the affiliation fees payable to the Union for the current financial year by Member Zones and Affiliated bodies;
- (v) to receive the Country Rugby Union of New South Wales Referees Association Report;
- (vi) in the odd calendar year the election of the President;

Note: The election for the President will be for 2 years. After a casual vacancy the election will replace him for the remainder of the term for which he was elected.

- (vii) in the even calendar year the election of the Vice President;

Note: The election for the Vice President will be for 2 years. After a casual vacancy the election will replace him for the remainder of the term for which he was elected.

- (viii) (a) in the even calendar year the election of three (3) Directors;
- (viii) (b) in the odd calendar year the election of two (2) Directors;

Note: The election of the Directors will be for 2 years. After a casual vacancy the election to replace any of these Directors will be for the remainder of the term for which he was elected.

- (ix) in 2004 and thereafter in 2005 and in the odd calendar year, the election of a Delegate to the Board of New South Wales Rugby Union;
  - (x) the election of Voting Members to General Meetings of New South Wales Rugby Union;
  - (xi) the election of the Chairman of the Judiciary and members of the Judiciary;
  - (xii) the election of members of an Appeals Committee;
  - (xiii) the fixing of all honoraria;
  - (xiv) business of which notice has been given in the manner provided.
- (c) All nominations for positions to be elected at the Annual General Meeting are to be in writing indicating the position or positions for which the person is nominating and must be endorsed by the Secretary of the Member Zone or Affiliated Body within which the person is associated commencing at the 2005 Annual General Meeting and sent to the Secretary twenty-eight days prior to





and the Council.

12.3 A special resolution is passed if:

12.3.1 at least twenty-one days written notice has been given of the meeting at which it is proposed to move the resolution, and:

12.3.2 the notice specifies the intention to propose the resolution as a special resolution, and:

12.3.3 it is passed by a majority of at least three-quarters of such members, as being entitled to do so, vote in person at the meeting.

12.4 An ordinary resolution is passed if notice of it has been given as though it was a special resolution and the majority in favour of it is more than one half of the members at the meeting who, being entitled to do so, vote in person at the meeting.

## **PART 13**

### **Alternate Councillor**

13. (a) A Member Zone or Affiliated Body is entitled to appoint an alternate councillor to act and vote on its behalf at any meeting instead of its usual or nominated councillor. However, such appointment is to be made by the Zone or Affiliated Body concerned and is to be confirmed in writing by its President. Such confirmation is to be handed to the Secretary at the commencement of the meeting.
- (b) Neither an Office Bearer nor a councillor of a Zone or Affiliated Body can be the alternate councillor of another Zone or Affiliated Body.
- (c) There is no provision for voting by proxy or in advance of a meeting.

## **PART 14**

### **Proceedings at General Meetings**

14. No business shall be transacted at any General Meeting unless a quorum of Members of the Union is present at the time when the meeting proceeds to business, and twelve Members of the Union present in person and representing at least more than half of the Member Zones shall be a quorum.
15. (a) The President shall preside as chairman at every General Meeting of the Union, or if there is no President or if he is not present within fifteen minutes after the time appointed for the commencement of the meeting or is unwilling to act, the Members of the Union present shall elect one of their number to be chairman of the meeting.
- (b) The Chairman of every General Meeting shall have a casting vote in the event of a tied vote but does not have a substantive vote in his capacity as Chairman.
16. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which

the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

17. If within thirty minutes from the time appointed for the commencement of the meeting a quorum be not present if convened as provided in Part 12.1.2 and Part 12.1.3 hereof the meeting shall be dissolved, but in any other case it shall stand adjourned to the same time and place one week later and if such adjourned meeting a quorum is not present those members who are present shall be a quorum and may transact the business for which the meeting was called.

## **PART 18**

### **Poll**

18. (a) At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is (before or on declaration of the result of the show of hands) demanded by:
- (i) The Chairman of the meeting: or
  - (ii) Any member of the Union present in person.
- (b) Unless a poll is so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the Minutes of the proceedings of the Union shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- (c) Any demand for a poll may be withdrawn.
19. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman of the meeting directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

## **PART 20**

### **Affiliated Bodies**

20. (a) Any organisation whether incorporated or unincorporated, formed within the State of New South Wales for the purpose of administering and controlling or assisting with the administration and control of Rugby within the country may apply for affiliation with the Union.
- (b) Application in the prescribed form accompanied by the prescribed particulars shall be considered by the Board which shall refer to it as soon as practicable to a General Meeting of the Union and if approved by a three-fourths majority of the members present and voting at such meeting, the applicant shall be admitted to affiliation with the Union.
- (c) An Affiliated Body shall not be a Member of the Union and shall have such rights and be subject to such obligations as may from time to time be

determined by the Union including the payment of affiliation fees to the Union.

- (d) Any organisation which is affiliated with the unincorporated Union at the date of incorporation of the Union shall become an Affiliated Body of the Union within the meaning of this Constitution upon incorporation of the Union without the necessity of making application for affiliation in the manner hereinbefore provided.
- (e) The Union may by Special Resolution disaffiliate an Affiliated Body and upon the passing of that resolution that organisation shall cease to be an Affiliated Body and shall cease to have the rights and obligations of any Affiliated Body but without prejudice to rights accrued and obligations incurred prior to disaffiliation as aforesaid and Members of the Union appointed by it shall forthwith cease to be Members of the Union.
- (g) It is declared that the following are Affiliated Bodies as at 21<sup>st</sup> April 1996:

Country Rugby Referees Association  
Country Junior Rugby Union  
Country Schools Rugby Union  
Country Women's Rugby Union  
NSW Country Eagles

## **PART 21**

### **Life Members**

21. (a) Any past or present Office Bearer or Delegate of the unincorporated Union or any person who in the opinion of the Council has rendered distinguished service to the Union and the Game may be elected at an Annual General Meeting as a Life Member of the Union.
- (b) Election shall be by ballot, requiring approval of three-fourths of Members of the Union present and voting.
  - (c) Nominations for Life Membership shall be made in writing at least six months before the Annual General Meeting at which the election occurs.
  - (d) Life Members shall be entitled to receive notice of and attend and speak at all General Meetings of the Union and to receive such other rights and privileges as the Union from time to time determines but they shall not be entitled to vote at any General Meeting of the Union.
  - (e) Life Members shall not be ex-officio Members of the Union within the meaning of Part 2 and Part 3 hereof but any person who is a Life Member may also be a Member of the Union.
  - (f) Any person who has been previously elected to be a Life Member of the unincorporated Union shall automatically become a Life Member of the Union upon its incorporation.
  - (g) The number of Life Members of the Union shall not any time exceed ten and not more than one Life Member shall be elected in any one year.

**PART 22**

**Office Bearers**

- 22.1 The Office Bearers are the President, Vice President and five (5) Directors.
- 22.2 The term of office of an Office Bearer is two (2) years commencing from the end of the Annual General Meeting at which the person is elected, and ending at the end of the second Annual General Meeting after the person's election.
- 22.3 An Office Bearer's position becomes vacant if the Office Bearer:
- (a) Becomes prohibited from being a Director by virtue of any order made under the Act, or by operation of any law.
  - (b) Is removed from office by special resolution of a Special General Meeting pursuant to Rule 12.2.3.
  - (c) Becomes bankrupt or makes any arrangements or composition with his creditors generally.
  - (d) Becomes of unsound mind or is a person whose person or estate is dealt with in any way other and/or is relating to mental health.
  - (e) Dies.
  - (f) Delivers a written resignation to the Secretary.
  - (g) Is absent from three (3) consecutive meetings of the Board without leave of absence.
  - (h) After 1 December 2005, is the President or Vice President and remains for more than seven (7) days after being elected or becomes an Office Bearer in any Member Zone or Affiliated Body.
  - (i) After 1 December 2005, is the President or Vice President and remains for more than seven (7) days after being elected or becomes an employee of, or occupies some other position in which he receives regular payments greater than expenses from, any Union or body in Australia, from club to national level, which administers or organizes Rugby.
  - (j) Nominates, pursuant to Rule 10 (c) for a position to be elected by the Annual General Meeting but the Office Bearer can also nominate to fill the casual vacancy caused by this rule.
- 22.4 A casual vacancy shall be filled:
- (a) By the next meeting of the Council, to hold office from the end of that meeting until the end of the next Annual General Meeting.
  - (b) If the term of office of the person whose position became vacant did not expire at the Annual General Meeting, by election at that Annual General Meeting, to hold office from the end of that meeting until the end of the term of the person whose position became vacant.

Nominations to fill a casual vacancy may be received from the floor of the

meeting at which such casual vacancy is to be filled and close immediately before the election for that purpose.

- 22.5 Any dispute or question arising out of Rule 21.3 concerning whether a person's position has become vacant or whether it will become vacant if the person does or does not do a certain thing or take certain action, may be referred by the Secretary to the Appeals Committee for enquiry. The Appeals Committee may receive information in confidence and without regard to the rules of evidence. The Committee is bound by the rules of natural justice. The decision of the Appeals Committee will be communicated to the Secretary and is binding on the person concerned and the Union.

## **PART 23**

### **The Board**

23. Subject to the Constitution the affairs of the Union shall be managed by the Board.
24. The Members of the Board, who are the Office Bearers of the Union and are Directors of the Union for the purposes of the Act, are the President, Vice President and the five Directors elected by the Annual General Meeting.
25. A quorum for meetings of the Board is five Directors. There is no provision for proxies.
26. The President, or in his absence the Vice President, or in their absence a person elected by those present, shall chair meetings of the Board. The Chairman shall have a casting vote.
- 27.1 The Board shall meet at least six times each year at such time and place as may be determined by previous meetings of the Board or by the President.
- 27.2 The Secretary shall convene a meeting of the Board not less than fourteen days and not more than twenty-eight days after receiving a request to that effect signed by any three Board Members.
- 27.3 Notices of meeting of the Board may be sent by mail and should be sent as early as possible and not later than fourteen clear days prior to a meeting. A notice included in the Minutes of a previous meeting is good notice. Any resolution passed at a meeting of which not less than the required notice has been given is not valid until Minutes of that meeting are adopted at a subsequent Board meeting.
- 27.4 With the consent of more than half the Members of the Board a meeting of the Board may be held by telephone provided all Members are able to simultaneously participate in the meeting.
- 28.1 The Board shall from time to time appoint the Secretary. That person may be the Executive Director, some other employee of the Union or New South Wales Rugby Union, a Board Member or someone who is neither a Board Member nor an employee. The Secretary shall remain in that position until he resigns or the Board appoints another person, whichever happens first.
- 28.2 The Board shall from time to time from amongst its Members appoint people with specific areas of responsibility which may include Finance, Marketing, Rugby, Coaching and Development and such other areas as may be appropriate.

- 28.3 The Board may co-opt people to assist, advise or be consulted by it in relation to some or all of the areas of responsibility and may delegate to those people such duties or tasks as the Board may decide.
29. The Board shall have such powers and do all such acts and things as may be necessary to effectively manage the business and the affairs of the Union as authorised by the Memorandum of Association of the Union these presents and otherwise but nevertheless subject to the control and directions of any General Meeting of the Union specially convened for the purpose and without limiting the extent and generality of its powers the Board shall have the following powers:
- (i) To appoint any person to carry out such duties as it may deem fit including administrators, coaches and managers.
  - (ii) To employ any person and to determine the terms and conditions of such employment.
  - (iii) To enter into contracts with any person to play, manage, coach, administer or otherwise involved in Rugby and to determine the terms and conditions of such contracts.
  - (iv) To appoint committees both permanent and for special purposes and to determine the duties, responsibilities and restriction of such committees.
  - (v) To appoint such nominees and delegates as be necessary other than those appointed by a General Meeting.
  - (vi) To delegate such of its powers as it sees fit and to restrict or cancel such delegation.
  - (vii) To enter into any agreement or contract that it sees fit and to secure the fulfillment of any contracts or engagements entered into by the Union by mortgaging or charging all or any of the property of the Union as may be thought fit by the Board.
  - (viii) From time to time at its discretion to borrow or secure payment of any sum or sums of money for the purposes of the Union and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit.
  - (ix) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Union or its officers or otherwise concerning the affairs of the Union and also to compound or allow time for payment and satisfaction of debts due to and any claims or demands by or against the Union.
  - (x) To cite any Member of the Union, any player or official of any Member Zone, any player or official of any Affiliated Body for any breach of this Constitution or any By-Law of the Union or against whom or which a complaint of misconduct or of behaviour detrimental to the welfare of the Union shall have been made in writing to the Secretary to appear before the Judiciary to answer such complaint and to impose such penalty therefore by way of fine, caution or suspension or take such other action as the Judiciary may deem fit PROVIDED that there shall be a right of appeal as hereinafter provided in Part 34 and Part 35.

- (xi) To make, amend and repeal By-Laws for the regulation of affairs of the Union its committees, the Judiciary and the Appeal Committee provided that the promulgation, amendment or repeal of any By-Law shall not be repugnant to or inconsistent with anything contained in the Memorandum of Association, this Constitution, the Act or any resolution of the Union passed in General Meeting and for the time being in force.
- (xii) To appoint any person to fill any position which may become vacant, to fill a casual vacancy which may arise between consecutive Annual General Meetings. Such person shall as far as possible be of the same category and represent the same interests as the person he replaces.
- (xiii) To invest and deal with any of the moneys of the Union not immediately required for the purposes of the Union upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (xiv) To purchase or otherwise acquire for the Union any property, rights or privileges which the Union is authorised to acquire at such price and generally on such terms and conditions as may be thought fit.
- (xv) To sell exchange or otherwise dispose of any goods or chattels belonging to the Union and with the sanction of a General Meeting of the Union to let, lease, demise, exchange or sell all or any of the lands, buildings or other realty or interest in or rights to realty to which the Union may be entitled from time to time.
- (xvi) To repay actual out of pocket expenses incurred by any Member of the Board or other Office Bearer.

## **PART 30**

### **Judiciary**

- 30. The Judiciary shall consist of such numbers and members as shall be determined and appointed by the Annual General Meeting and until otherwise determined shall consist of five members who shall appoint a chairman. Additional temporary members may be appointed from time to time by a decision of all of the President, the Vice President and Judiciary Chairman. They shall hold office until the next meeting of the Board following such appointment.
- 31.
  - (a) The Judiciary shall meet at such times and places as it may from time to time determine or as may be required by the Board and a quorum at any meeting shall be three members.
  - (b) Except as directed by the Board the Judiciary has control of and responsibility for its own procedures. The Judiciary is not bound by the rules of practice or evidence and can inform itself on any matter in such manner as it considers appropriate. In exercising its functions the Judiciary must conform to the rules of natural justice.
- 32. All findings of the Judiciary shall be decided by a simple majority of votes and if the voting is equal the Chairman may exercise a casting vote in addition to his deliberative vote.
- 33.
  - (a) Any matter to be determined by the Judiciary shall be heard and determined



as soon as practicable and in any event within fourteen days of any notice, complaint or appeal commencing the matter being lodged with the Secretary.

- (b) A matter to be determined by the Judiciary shall not be stayed pending such determination unless a stay is granted by a decision of the Judiciary (which may be subject to terms) or unless fourteen days have elapsed since the Appeal was lodged.
34. The Judiciary in the exercise of powers delegated to it by the Board shall investigate and adjudicate upon all matters relating to:
- (a) Protests, appeals proceedings and disputes in connection with any Rugby match or competition under the direct control of the Union;
- (b) Any appeal to the Union from a decision of a Member Zone, Judiciary or the Appeal Committee of a Member Zone;  
The Judiciary only has jurisdiction to hear an appeal to the Union from a decision of a Member Zone, Judiciary or the Appeal Committee of the Member Zone if notice of such an appeal is lodged with the Secretary within seven (7) days of the decision being appealed against. The Judiciary has the power to extend time and may hear the application to extend time concurrently with the hearing of the matter itself. The Board may fix an appeal fee and other requirements concerning an appeal. In determining the matter the Judiciary may determine whether to remit part or all of the appeal fee.  
The Member Zone from which the appeal originates shall supply copies of all the relevant documents, videos and tapes to the Secretary when requested to do so.  
(See By Law No1 entitled "PROCEDURES FOR COUNTRY JUDICIARY")
- (c) Application for reinstatement or admission of members, players or officials of any Club PROVIDED that all such applications shall be made and dealt with in accordance with the requirements of the Australian Rugby Union Limited and the New South Wales Rugby Union;
- (d) Breaches by Member Zones or any of their affiliated Clubs or bodies or members thereof of Laws of the Game, the By-Laws of the Union or this Constitution;
- (e) Misconduct by members, players or officials of Member Zones or their affiliated Clubs; and it may impose such penalties it deems fit including penalties involving suspension, disqualification, monetary fine, expulsion or termination of affiliation.

## **PART 35**

### **Appeals**

35. Any person or organisation penalised or adversely affected by any decision of the Board or the Judiciary shall be entitled to appeal to the Appeals Committee against such decision save and except all decisions and recommendations of the Judiciary relating to application for admission or reinstatement which shall be final for the purpose of any decision or recommendation required to be made by the Union.
36. (a) Any appeal to the Appeals Committee from a decision of the Board or Judiciary must be lodged with the Secretary within twenty-one days of such decision and shall be accompanied by a deposit of \$200 and a written

statement of the grounds of appeal. An appeal once lodged cannot be withdrawn except with the leave of the Appeals Committee and leave to withdraw may be made subject to any terms determined by the Appeals Committee.

- (b) Any matter to be determined by the Appeals Committee shall be heard and determined as soon as practicable and in any event within fourteen days of the Appeal being lodged.
  - (c) A matter to be determined by the Appeals Committee shall not be stayed pending such determination unless a stay is granted by a decision of the Appeals Committee (which may be subject to terms) or unless fourteen days have elapsed since the appeal was lodged.
37. (a) Additional temporary members may be appointed to the Appeals Committee by a decision of all the President, Vice President and Secretary. They shall hold office until the next meeting of the Board following such appointment.
- (b) Meetings of the Appeals Committee shall have a quorum of three and shall appoint their own chair for each meeting. The Secretary, in consultation with the members hearing the appeal, may determine procedures and give directions for any appeal hearing.
  - (c) The Appeals Committee may confirm, reverse or vary in any manner whatsoever the decision against which the appeal has been made and may make any order or recommendation to give effect to its determination.
  - (d) For the purposes of the Union, and subject only to the provisions of Part 11.2.5, a decision of the Appeals Committee shall be final.
38. At the conclusion of the hearing or disposal of any such appeal the Appeals Committee in its discretion may direct that the deposit or any part thereof be refunded and may order that all or any part of the expenses of such appeal incurred by the Appeals Committee or any person or organisation in connection with the appeal be paid as it may determine.

### **PART 39 Representative Selection and Player Commitment**

39. The Selection Committee shall be responsible for the selection of all open representative Rugby teams of the Union and all other teams of the Union in respect of which the Board has not appointed a selection sub-committee in accordance with Part 40 hereof.
40. (a) The Chairman of the Selection Committee shall be elected by the members of the Committee in consultation with the President of the Board or in his absence an alternate chairman shall be elected by the remaining members of the Committee.
- (b) The Chairman of the Selection Committee shall have a casting vote in addition to his deliberative vote and the quorum for all meetings shall be three.
41. The Board may if it deems it necessary appoint a selection sub-committee for the selection of under twenty-one years or other limited representative teams of the Union and in that event any such selection sub-committee shall have the same

powers to perform the same duties in relation to the specific team or teams for which it has been appointed to select as those of the Selection Committee in relation to the open teams of the Union.

42. Any player who fails to fulfill any representative commitment, with any New South Wales Country Rugby Union Squad/Team including camps, trial matches and representative matches, without the permission of the NSWCRU Board/Executive Officer, shall be ineligible to participate in his/her home Union, which includes trial and competition matches, for the time period coinciding with the NSWCRU camp, trial match or representative match.

#### **PART 43 Funds and Assets of the Union**

43. (a) All moneys and funds of the Union shall be invested, applied and expended in accordance with the directions and resolutions of the Board.
- (b) All moneys received by or on behalf of the Union shall be deposited to the credit of the Union's bank account(s) and all payments for and by the Union shall be made from such account(s).
- (c) The bank accounts of the Union shall be operated upon by any two of the following Office Bearers, namely the President, the Vice President, the Treasurer and the Secretary.
44. All real property and fixed assets of the Union including permanent long term Investments (other than negotiable securities) may be dealt with only pursuant to a resolution passed at a General Meeting of the Union and no purchaser from the Union or other third party shall be bound to enquire whether any such resolution has been passed.

#### **PART 45 Accounts**

45. The Board shall cause all necessary and proper accounting and other records to be kept and shall distribute copies of every Profit and Loss Account and Balance Sheet (including all documents required by law to be attached thereto) accompanied by a copy of the Auditor's Report thereon as required by the Act provided however that the Board shall cause to be made up and laid before each Annual General Meeting of the Union a Balance Sheet and Profit and Loss Account made up to a date no more than six months prior to the date of the meeting.

#### **PART 46 Minutes**

46. The Board shall cause minutes to be made in books provided for the purpose of all appointments made by the Union and the Board, the names of the persons present at the meetings of the Board and Council and all resolutions and proceedings of the Board, Council and the Union.

#### **PART 47 The Seal**

47. The Board shall provide for the safe custody of the Seal of the Union and the Seal shall not be used except by the authority of the Board previously given, and in the

presence of at least two Members of the Board who shall sign every instrument to which the Seal is affixed and shall be countersigned by the Secretary or some alternative person appointed by the Board for that purpose.

**PART 48 Uniform Colours and Badge**

48. (a) The playing and dress uniforms of the representative teams shall be determined by the Board.
- (b) The representative blazer of the Union shall be black with the badge of the Union together with the letters "CRU of NSW" and year or years on the left breast pocket.
- (c) The Country Rugby Union Badge shall be a white shield quartered by a red cross with the following symbols on the quarters namely a waratah, a cog wheel, a sheaf of wheat and a sheep.

**PART 49 Notices**

49. (a) Any notice required by law or by or under this Constitution to be given to any Member of the Union, Member Zone, Affiliated Body, other person or organisation shall be given personally or by sending it by post to him at this registered office, business address, residential address or the address supplied by him to the Union for the giving of notices to him.
- (b) Where a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting the notice and to have been effected in the case of a notice of meeting on the day after the day of posting and in every other case at the time at which the notice would be delivered in the ordinary course of post.

**PART 50 Winding Up**

50. The provisions of Clause 7 of the Memorandum of Association relating to winding up or dissolution of the Union shall have effect and be observed as if the same were repeated in this Constitution.

**PART 51 Indemnity**

51. Every Officer Bearer, Member of the Board or any other committee of the Union, Coach, Manager, Assistant Coach, Assistant Manager, Auditor or other officer for the time being shall be indemnified out of the assets of the Union against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default breach of duty or breach of trust.

**Memorandum of Association – Signatures of Subscribers**

The persons whose names are subscribed here are the original subscribers to the Memorandum of Association, Dated on the 24<sup>th</sup> day of July, 1987.

<b>Signature of Subscriber</b>	<b>Witness to Signatures and Address of Witness</b>	
P.N. Dunlop	B. Beach Barry James West Beach	“Yarrandale” Warren 2824
S.B. Cousens	B. Beach Barry James West Beach	“Yarrandale” Warren 2824
L.J. Maher	B. Beach Barry James West Beach	“Yarrandale” Warren 2824
W.B. Castle	B. Beach Barry James West Beach	“Yarrandale” Warren 2824
D.J. Porter	B. Beach Barry James West Beach	“Yarrandale” Warren 2824