



RULES AND BY-LAWS OF THE
MANLY RUGBY
FOOTBALL CLUB INCORPORATED

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RULES AND BY-LAWS OF THE
MANLY RUGBY
FOOTBALL CLUB INCORPORATED

1. NAME AND ESTABLISHMENT OF THE CLUB

1.1. Names

1.1.1. The Association shall be called "Manly Rugby Football Club Incorporated" and it shall be affiliated with the NSW Rugby Union and Rugby Australia and such other kindred bodies as may be determined.

1.1.2. The men's Rugby teams shall be known as the "Manly Marlins".

1.1.3. The women's Rugby teams shall be known as the "Manly Mermaids".

1.2. Interpretation

In these Rules, except in so far as the context or subject matter otherwise indicates or requires, a reference to "the Club" or "MRFC" means a reference to the "Manly Rugby Football Club Incorporated".

1.3. Establishment of the Club

The Manly Rugby Football Club Incorporated, NSW Incorporation Number Y1297709 is an incorporated associated registered on 10 July 1991. However the Club has been in existence and playing rugby in the Manly District for over 100 years and whether it started in 1883 or more formally in 1906, it is also recognised that Manly (Rugby) Football Club was playing the game of Rugby in Manly before these dates.

2. COLOURS

2.1. The Club's official colours shall predominantly be royal blue and red. The playing uniform and associated off field clothing may involve any other colours that the Committee decides so long as royal blue and red remain the

predominant colours. The design of the uniform shall be decided by the Committee.

2.2. The use of the Club's logos and name shall be approved by the Committee.

3. OBJECTIVES

The objectives of the Club are:

"To foster, promote and control the game of Rugby Football in the Manly District to enable all players to achieve the maximum potential and rewards which the game of rugby offers".

4. SEASON

The season shall commence on the next day immediately after the Annual General Meeting in each year and conclude on the date of the Annual General Meeting in the year succeeding.

5. MEMBERSHIP

5.1. Classification of Membership

5.1.1. Membership of the Club shall be unlimited and shall consist of three (3) classes as follows:

- (a) **Playing Member:** A Playing Member is a person who joins the Club, or renews their Membership, who registers as a rugby player for the Club. A Playing Member who pays their registration fees has one vote at a General Meeting.
- (b) **Associate Member:** An Associate Member is a person who joins the Club, or renews their Membership, as a non-playing Member (a Patron will be an Associate Member). An Associate Member who has paid their Membership financial commitment to the Club has one vote at a General Meeting.

(c) Life Member: A Life Member is a person elected in accordance with Rule 14 of this Constitution. A Life Member does not pay a Membership fee and has one vote at a General Meeting.

5.1.2. A Member of the Club is eligible for election to the Committee.

5.1.3. For each season, the Committee may allocate different types of subscriptions within the class of Playing Member and Associate Member and set different subscription payments. However, under the Constitution, regardless of category, the Member will be treated as a Playing Member or an Associate Member and each such Member has one vote at a General Meeting.

5.2. Renewal of Membership

5.2.1. A Member may renew their Membership by payment of the subscription for the current season. Failure to pay the subscription before the date of the first competition match of the season shall terminate Membership and the person concerned shall have to join the Club as a new Member.

5.2.2. A Member being financially in arrears in any respect cannot renew their Membership until such arrears have been paid.

5.3. New Members

5.3.1. A person may join the Club by payment of the Membership subscription for the current season. Such Membership shall be subject to review by the Committee (or its appointed representative/s or delegate/s) and if, for any cause, Membership is refused, the subscription shall be refunded (to the extent it was not used).

5.3.2. No new Member shall be allowed to vote at any General Meeting until five weeks after paying their subscription.

5.4. Refusal of Membership.

The Club shall have the right to refuse a new intending Member or renewal of Membership, without disclosing any reason for so doing. However, if a Member's renewal of Membership is refused they shall have a right of appeal as follows:

- 5.4.1. apply to the President; and if that fails
- 5.4.2. apply to the Committee; and if that fails
- 5.4.3. call a Special General Meeting which shall be called for that purpose in accordance with Rule 12.

5.5. Rights and Privileges of Members.

5.5.1. Subject to Rule 5.5.2, all paid financial members of a class shall have the same rights and privileges of the same class. Every Life Member and every financial Playing Member and financial Associate Member present in person at the General Meeting shall have one vote at that General Meeting.

5.5.2. Playing Members and Associate Members shall not be entitled to vote at an Annual General Meeting unless they join the Club before 30 June of that same year.

5.6. Cessation of Membership.

A person ceases to be a Member of the Club on the date the person:

- 5.6.1. dies;
- 5.6.2. resigns that membership; or
- 5.6.3. is expelled from the Club.

6. SUBSCRIPTIONS

6.1. The subscriptions for Playing Members and Associate Members for the Season shall be fixed by the Committee within the first four months of the Season.

6.2. There shall be no subscription payments for Life Members and Patrons.

7. PATRONS

7.1. The patrons of the Club shall be as follows:

- 7.1.1. the Local member of Parliament of Australia;
- 7.1.2. the Local member of Parliament of New South Wales; and
- 7.1.3. the Mayor of Northern Beaches Council.

7.2. The Committee may appoint additional patrons of the Club who are Associate Members of good standing and repute in the community.

8. OFFICERS

8.1. The officers of the Club shall be as follows:

- 8.1.1. President;
- 8.1.2. Deputy President;
- 8.1.3. Secretary;
- 8.1.4. Treasurer;
- 8.1.5. Chairperson of Colts (appointed by the Committee);
- 8.1.6. Chairperson of Manly Mermaids (appointed by the Committee);
- 8.1.7. General Manager (appointed by the Committee).

8.2. The following are official roles within the Club appointed by the Committee:

- 8.2.1. First Grade Coach;
- 8.2.2. Coaches of each Rugby team (with the input from the First Grade Coach);
- 8.2.3. Registrar;
- 8.2.4. Club Captain/s;
- 8.2.5. Gear Steward;
- 8.2.6. Club Doctor;
- 8.2.7. Time Keeper;
- 8.2.8. Referee/s;

8.2.9. Touch Judge/s.

8.3. With the exception of the General Manager, paid coaches positions and paid referees, all other official roles in Rule 8 are honorary in nature.

9. ELECTION OF OFFICERS

9.1. Election of Officers at Annual General Meeting

The following officers of the Club who will be Committee Members shall be elected at the Annual General Meeting:

9.1.1. President;

9.1.2. Deputy President;

9.1.3. Secretary;

9.1.4. Treasurer;

9.1.5. Up to eight (8) further persons who are Members of the Club.

9.2. Nominations for these officers (Committee Members) shall be made in writing and signed by a proposer and a seconder, both of whom shall be financial Members for the current season.

9.3. Nominations shall be in the hands of the Secretary not later than fourteen (14) days prior to the Annual General Meeting and shall be available to all Members for inspection. Each nomination shall contain the written consent of the nominee.

9.4. In the event of only one nomination being received for any office fourteen (14) days prior to the Annual General Meeting, the nominee shall be declared elected at the meeting. Where written nominations have not been submitted as provided above, nominations shall be taken at the Annual General Meeting.

9.5. All voting for the above officers will be by a show of hands however if required by a financial Member (who is in attendance at the Annual General Meeting) the voting shall be by ballot.

9.6. Appointment of First Grade Coach

Prior to the end of the current rugby season and before the AGM, the Committee shall have the right to appoint the Coaching Director and/or First Grade Coach.

9.7. Appointment of Chairperson of Colts

The Chairperson of Colts is to be appointed by the Committee at this time also.

9.8. Appointment of Chairperson of Women's rugby

The Chairperson of Women's rugby is to be appointed by the Committee at this time also.

9.9. Appointment of General Manager

The General Manager is to be appointed by the Committee at this time also. Unless otherwise appointed by the Committee, the General Manager will be the licensee of the Club for game days.

9.10. Other roles

The Committee shall appoint the following officers and/or roles:

- 9.10.1. Delegate/s to the governing Union;
- 9.10.2. Coaching Director (if applicable);
- 9.10.3. Development Officer/s (delegate to Manly Junior Rugby Union);
- 9.10.4. Club Captain/s;
- 9.10.5. Ground Marshalls and Officials required for game days;
- 9.10.6. Auditor (honorary);
- 9.10.7. Legal Representative (honorary);

- 9.10.8. Coaches for the Senior Grades men's (with the input of the First Grade Coach);
- 9.10.9. Coaches for women's Rugby (with the input of the women's head coach);
- 9.10.10. Colts coaches (with the input of the Colts first grade coach).
- 9.10.11. Medical Team and support (e.g. Doctor, Physiotherapist, Sports Trainers, First Aid Officer/s etc)

10. MANAGEMENT

- 10.1. The affairs of the Club shall be managed by the Committee consisting of the following officers:
 - 10.1.1. President;
 - 10.1.2. Deputy President;
 - 10.1.3. Secretary;
 - 10.1.4. Treasurer;
 - 10.1.5. Up to eight (8) additional Members elected in accordance with Rule 9.1.5.
- 10.2. Must appoint a Public Officer under the *Associations Incorporation Act 2009* (NSW) who can be any Committee Member.
- 10.3. The Committee shall during a season set a budget and expend the funds of the Club for the benefit of and for a proper purpose for the Club.
- 10.4. Each Committee Member is to carry out his or her functions for the benefit, so far as practicable, of the Club and with due care and diligence.
- 10.5. A Committee Member shall disclose a direct or indirect interest in a matter being considered or about to be considered at a Committee meeting, and if the interest appears to raise a conflict with the proper performance of the Committee Member's duties in relation to the consideration of the matter, the Committee Member must, as soon as possible after the relevant facts have come to the Committee Member's knowledge, disclose the nature of the interest at a Committee Meeting.

10.6. The Committee shall:

- 10.6.1. confirm or reject intending new Members of the Club;
 - 10.6.2. fill extraordinary vacancies which may occur amongst the officers of the Club;
 - 10.6.3. fill any subsidiary office that may become necessary;
 - 10.6.4. appoint any necessary sub-committees;
 - 10.6.5. make, amend or rescind By-Laws for the satisfactory working of the Club;
 - 10.6.6. prepare a report of activities of the Club for the current season, together with a statement of accounts, for submission to members at the Annual General Meeting;
 - 10.6.7. appoint the General Manager and Development Officer via procedure of appointment and selection criteria relevant to the day with defined duties, and a job specification relevant to the day;
 - 10.6.8. formulate a Business Plan / Marketing Plan (this may be facilitated by the appointment of a Marketing Officer / Manager).
- 10.7. The Committee shall meet at least once per calendar month or as they otherwise think fit however no less than 10 times a year.
- 10.8. The President, or in the President's absence the Deputy President, shall take the Chair at all Committee Meetings. In the absence of both the President and the Deputy President, the Committee Meeting shall elect a Chair from amongst the Members present.
- 10.9. The Committee requires seven (7) Committee Members in attendance to form a quorum. In the event of a quorum not being present at the scheduled time of the meeting, it shall be adjourned to a date determined by the Chair, and due notice shall be given to all Committee Members.
- 10.10. If within fifteen (15) minutes after the time appointed for the adjourned meeting a quorum is not present, then those Committee Members who are present shall be the quorum and may transact the business of the Committee.

- 10.11. At all Committee meetings each Committee Member in attendance shall have one vote, except the Chair who shall have a deliberative as well as a casting vote.
- 10.12. Should any Committee Member absent himself or herself from three (3) meetings in any six (6) month period without reasonable cause or leave of absence leave of absence given by the Committee, that Committee Member's seat shall be declared vacant and the Committee shall elect another Member to replace that person until the next Annual General Meeting.
- 10.13. The first meeting of the Committee for the current season shall take place no later than four weeks after the Annual General Meeting.
- 10.14. Casual Vacancies

For the purposes of these Rules, a casual vacancy in the office of a Committee Member occurs if the Committee member:

- 10.14.1. dies;
- 10.14.2. ceases to be a Member of the Club;
- 10.14.3. is bankrupt;
- 10.14.4. resigns office by notice in writing given to the Secretary;
- 10.14.5. is disqualified from being a director of a corporation in or an incorporated association;
- 10.14.6. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under law relating to mental health; or
- 10.14.7. is absent from three (3) meetings in any six (6) month period without reasonable cause or leave of absence given by the Committee.

11. FINANCE

- 11.1. Club Funds

The funds of the Club shall be deposited in accredited accounts under the name of the Club. All moneys received shall be banked without undue delay and for payments made by cheque signed by any two of the following officers:

- 11.1.1. President;
- 11.1.2. Secretary;
- 11.1.3. Treasurer;
- 11.1.4. General Manager (to the extent approved by, and subject to rules and limitations set by, the Committee),

11.2. Members Liabilities

The liability of a Member of the Club to contribute towards the payment of the debts and liabilities of the Club or the cost, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the Member in respect of their subscription for Membership of the Club as required by Rule 6.

11.3. Insurance

The Club shall take out a Public Liability insurance policy for a minimum of \$10 million annually with an approved insurer. This is to include:

- 11.3.1. Workers Compensation;
- 11.3.2. Directors and Officers Liability insurance;
- 11.3.3. Coach, Player and Officials Insurance;
- 11.3.4. Property and Contents Insurance.

11.4. Budget

The Committee shall set and approve an annual budget.

11.5. Non-Profit

The assets and income of the Club shall be applied exclusively to the promotion of its Objects and no portion shall be paid or distributed directly or indirectly to any Member of the Club except as bona fide remuneration for services rendered or expenses incurred on behalf of the Club.

11.6. Dissolution

- 11.6.1. In this Rule, a reference to the surplus property of the Club is a reference to that property of the Club remaining after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of the winding up of the Club.
- 11.6.2. In a winding up of the Club, the surplus property of the Club is to be distributed in accordance with a special resolution of the General Meeting.
- 11.6.3. Any such distribution of surplus property:
- (a) must be approved as required under the *Associations Incorporation Act 2009* (NSW), and
 - (b) is not to be made to or for the benefit of:
 - (i) any Member or former Member of the Club; or
 - (ii) any person to be held on trust for any Member or former Member of the Club;
 - (c) unless the Member or former Member is an association (whether incorporated or unincorporated) whose constitution, at the time of the distribution, prohibits the distribution of property to its members; and
 - (d) is subject to any trust affecting that property or any part of it.

12. MEETINGS

12.1. General Meetings

- 12.1.1. Meetings of Members of the Club to pass resolutions under this Constitution shall be by way of General Meetings, whether Annual General Meeting or a Special General Meeting.
 - 12.1.2. At any General Meeting (Annual or Special), quorum requires thirty Members in attendance.
 - 12.1.3. The President, or in the President's absence the Deputy President, shall take the Chair at all General Meetings. In the absence of both the President and the Deputy President, the General Meeting shall elect a Chair from amongst the Members present.
 - 12.1.4. The Chair, at all General Meetings, shall have a deliberative vote as well as a casting vote.
 - 12.1.5. All matters of procedure at General Meetings, unless otherwise provided for in these Rules, shall follow the laws applying to Incorporated Associations.
 - 12.1.6. Members are not entitled to vote by proxy at a General Meeting.
- 12.2. Annual General Meeting
- 12.2.1. The Annual General Meeting shall be held at such time as determined by the President within 3 months of the end of the financial year for the Club.
 - 12.2.2. Fourteen (14) days notice of the date and place of holding the Annual General Meeting shall be advised, in writing, to all Members (this includes via electronic means).
 - 12.2.3. The regular business of the Annual General Meeting shall take precedence over all other business, which shall be:
 - (a) to confirm the minutes of the previous Annual General Meeting;
 - (b) to receive and adopt the annual report and financial statement;

- (c) to elect such officers as provided in Rule 9.1;
- (d) to conduct such business of which due notice has been given; and
- (e) to conduct such business of which due notice has not been given and the Chair permits.

12.2.4. At any Annual General Meeting thirty Members shall form a quorum.

12.3. Special General Meeting

12.3.1. A Special General Meeting May be called at any time by:

- (a) the Committee; or
- (b) the Secretary on receipt of a requisition signed by not less than fifteen financial Members and the requisition shall state clearly the nature of the business to be brought before such Special General Meeting.

12.3.2. Fourteen (14) days' notice of the date and the place of holding any Special General Meeting shall be given in writing to all members.

12.3.3. No business except for which the meeting has been called shall be transacted at any Special General Meeting.

12.3.4. At any Special General Meeting, thirty members shall form a Quorum.

12.4. Committee Meetings

Standing orders for Committee Meetings shall be as follows:

- Apologies;
- Reading and confirmation in minutes from previous meeting;
- Business Arising from minutes;
- Motions of which due notice has been given;
- Reception of notices of motion;
- Correspondence;
- Treasurer's Report;

Relevant portfolio reports;
General Business; and
Close and next meeting.

13. DUTIES OF OFFICERS

13.1. Secretary

The Secretary shall be responsible for the general routine administration of the Club. The Secretary shall keep all minutes, attend all correspondence, take charge of all papers, and post notices on the Club notice Committee of all matters in connection with the Club.

13.2. Treasurer

The Treasurer shall keep proper books of account. The Treasurer shall:

- 13.2.1. receive and bank all moneys on behalf of the Club as soon as possible after receipt. He shall issue receipts on official printed form;
- 13.2.2. make payments only in accordance with sub-clause 11.1;
- 13.2.3. keep a book or other record showing a statement of detailed receipts and payments;
- 13.2.4. annually prepare a duly audited Revenue Account and Balance Sheet for the financial year to be presented to the members with the annual report;
- 13.2.5. report to the Committee any member whose subscription or other dues are in arrears.

13.3. Registrar

The Registrar shall:

- 13.3.1. keep a record of all inter and intra-Club competitions;
- 13.3.2. be responsible for playing members' statistics and records, and complying with Governing Union's requests regarding players statistics, scores and media updates;

13.3.3. also be responsible for liaising with Club Gear Steward for updating of Club members records.

13.4. Delegates

13.4.1. The Delegates shall submit to the Committee written reports of the proceedings of meetings which they attend as delegates.

13.5. Coaching Director, Coaches and Development Officer/s

Coaches shall be responsible for the general education, development, technique and skill of the players in Rugby Union principles.

13.6. Auditor

The Auditor shall audit the books of the Club and shall certify to the correctness of the revenue account and balance sheet as prepared by the Treasurer for the submission to the Members at the Annual General Meeting.

13.7. Club Captains

The Committee shall appoint Club Captains for the Men and Women's rugby programs. The Club Captains shall act as a liaison officer between the players and the Committee, President and General Manager. They shall be under the direction of the Committee and President to carry out such duties as they deem fit from time to time.

14. LIFE MEMBERSHIP

14.1. Any Member of the Club who has rendered distinguished service to the Club over a period of not less than fifteen (15) years, may be elected a Life Member of the Club.

14.2. The following conditions shall be observed in the election of such Life Members:

- 14.2.1. Notice of each nomination, signed by at least two financial Members of the Club, shall be given to the Secretary;
 - 14.2.2. The Secretary shall report the nomination to the next meeting of the Committee. At the next two subsequent meetings, the Committee may approve and forward such nomination to the next Annual General Meeting for election or otherwise;
 - 14.2.3. Voting in all cases shall be by a show of hands (however if required by a financial Member (who is in attendance at the Annual General Meeting) the voting shall be by ballot) and the Committee shall not be deemed to have approved of the nomination, nor shall the candidate be declared elected at the Annual General Meeting unless in each case such approval is given or election made, with the consent of two-thirds of the Members present and voting.
- 14.3. Life Members shall receive such privileges as may be declared upon from time to time by the Committee.
- 14.4. Any Member of the club who:
- 14.4.1. had rendered distinguished service to the Club over a period of not less than fifteen (15) years;
 - 14.4.2. has played over one hundred and fifty (150) or more First Grade games for Manly; or
 - 14.4.3. has achieved the highest excellence for the Club and has added to the prestige of the Club in an outstanding and rare manner,
- may be elected a Life Member of the Club.

15. CODE OF CONDUCT, SUSPENSION AND EXPULSION

- 15.1. The Committee shall set a Club Code of Conduct and drugs policy consistent with governing Unions (including IRB) that will apply to Players, Coaches and Officials.
- 15.2. The Club Code of Conduct which may be amended by the Committee from time to time.

- 15.3. Appropriate disciplinary action shall be decided upon by the Committee (which may appoint a sub-Committee to deal with such matters).
- 15.4. Any Member found guilty of misconduct on the Club premises, or elsewhere, or of conduct which, in the opinion of the Committee, is prejudicial to the interests of the Club, or found guilty of violating these Rules and By-Laws may, after consideration of any statement or explanation, oral or in writing, made by the member, be suspended or expelled from the Club at a meeting of the Committee (or sub-committee appointed by it) called to consider his or her actions.
- 15.5. Any Member so suspended or expelled shall, however, shall have a right of appeal as follows:
 - 15.5.1. if the decision was made by a sub-committee, then apply to the full Committee; and if that appeal fails
 - 15.5.2. call a Special General Meeting which shall be called for that purpose in accordance with Rule 12.

16. ALTERATION TO RULES

- 16.1. These Rules shall not be added to, rescinded, amended or altered except at a General Meeting and no resolution to do so shall be carried unless consented to by two thirds of the Members present.
- 16.2. The Statement of Objects of the Club shall not be altered unless by two thirds of the members present at a General Meeting and no resolution to do so shall be carried unless consented to by two thirds of the Members present.

17. NOTICE OF RESOLUTIONS

- 17.1. Notice of any resolution to be proposed under this Rule shall be given by a Member in writing to the Secretary, stating the specific resolution to be

moved and the wording of the sought after change, and the names of the proposer and seconder.

- 17.2. In the case of any resolution to be proposed at any Annual General Meeting, notice of such resolution shall be given to the Secretary at least twenty-one (21) days prior to the date of such meeting and the Secretary shall include the resolution in the notice of meeting.
- 17.3. In the case of any resolution to be proposed at any Special General Meeting, the Secretary shall give at least fourteen (14) days notice of such resolution to Members.

BY-LAWS

1. The property of the Club shall belong to the Members and shall be vested in the Committee. No Member shall, by reason of Membership, have any property or transmissible interest therein, and on ceasing to become a Member, that Member's interest shall become void.
2. The Club's financial year shall commence in the first day of October in each year, and the Financial Statement appearing in the Annual Report shall show the Club's financial position up to the 30th day of September in the preceding year.
3. A Committee sub-committee comprising of the President, the Treasurer, the General Manager and the Club's nominated Insurance Officer (appointed each season) shall govern on all matters relating to Club Insurance. The sub-committee shall compile rules and procedures to be followed in the event of an injury to Club players and officials in respect of insurance claims under the governing Unions insurance scheme, financial assistance to Club members and other particulars relevant to the Club's insurance obligations.
4. A copy of these Rules and By-Laws shall be made available to all Members upon application.
5. The records, books and other documents of the Club shall be open to inspection, free of charge, by a Member of the Club at any reasonable day and time and for a proper purpose.
6. By-Laws may be added to and passed by the Committee as current day trends occur.