

# Victorian Rugby Union Inc

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## Constitution

### 1. Name

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The name of the incorporated association is Victorian Rugby Union Inc (VRU).

### 2. Affiliation with Rugby Australia Ltd

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- (a) The VRU is affiliated with Rugby Australia Ltd (RA).
- (b) The VRU must adopt the Laws of the Game and the Codes of Conduct as sanctioned by RA.

### 3. Statement of Purpose

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The purposes of the VRU are to develop, administer and promote the Game of rugby union in Victoria and in such other places where the VRU conducts or participates in any Game.

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## Rules of the VRU

### 4. Definitions

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The following definitions apply unless the context requires otherwise:

**Act** means and refers to Associations Incorporation Act 1981 as amended.

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

**Annual General Meeting** means a meeting of Members convened and held according to Rule 15.

**Appeals Tribunal** means the committee appointed pursuant to Rule 17 to hear appeals from decisions of the Judicial Committee, and other matters referred to it by the Board.

**ARU** means the Australian Rugby Union Ltd from incorporation as Rugby Australia Ltd and its successor name Rugby Australia Ltd (ACN 002 898 544) (RA)

**Auditor** means the auditor of the VRU.

**Board** means the Board of Directors of the VRU.

**Board Member** means either a person elected in accordance with Rules 11.1(a)(b), or (c) or a person appointed in accordance with Rule 11.1(d) and 11.1(e) and shall be a director of the VRU.

**Chief Executive Officer** means the person appointed from time to time by the Board to the position of Chief Executive Officer and Public Officer.

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

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

**Competition Season** means the dates between beginning and end of the competition as determined by the Board.

**Day** means calendar day.

**Finance Director** means the person appointed by the members under Rule 12.3 and 12.4.

**Financial Year** means the year commencing on 1 January each year and ending on 31 December of the same year.

**Game** refers to any or all forms of rugby recognised by the VRU and RA, including seven-a-side, tens and various junior or any other modified games.

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**General Meeting** means any meeting of the Members convened and held in accordance with Rule 14.

**Judicial Committee** means the committee appointed pursuant to Rule 17 to enquire into matters referred to it by the Board.

**Laws of the Game** means the laws of the game of rugby football as amended from time to time, and as sanctioned by the RA.

**Life Member** means those individuals elected pursuant to Rule 6.

**Melbourne Rebels Chair** means the person occupying the position of Chair under the Constitution of the Melbourne Rebels Rugby Union Pty Ltd (ACN 140 597 066) (the Melbourne Rebels) as an Affiliate Body as defined herein.

**Member** means the individuals and bodies listed in Rule 5.

**Minister** means the Victorian Government Minister responsible for the Associations Incorporations Act 1981.

**Officers** means the Officers of the VRU listed in Rule 7.

**President** means the President of the VRU as elected by the Members.

**RA** means and refers to Rugby Australia Ltd.

**Representatives** means a member of an Affiliated Body and appointed by that Affiliated Body to act as its representatives at the Annual General Meeting and Meeting of the VRU.

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

**Rules** means the rules of this Constitution

**Special Resolution** means a resolution carried out according to Rule 14.9.

**VRU** means Victorian Rugby Union Inc. and incorporates references to its brand and business named Rugby Victoria.

## 5. Membership of the VRU

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The Members of the VRU shall be:

- (a) Life Members;
- (b) Officers, except for the Chief Executive Officer and
- (c) Affiliated Body.

## 6. Life Members of the VRU

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- (a) Any person who has held a position within the VRU or an Affiliated Body and who has rendered distinguished service

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to the VRU may be elected at any Annual General Meeting as a Life Member of the VRU.

- (b) Election of Life Members must be conducted in the following manner:
  - (i) Notice of each nomination, signed by at least 2 Members, must be given to the Chief Executive Officer at least 60 days prior to the next Annual General Meeting.
  - (ii) The Chief Executive Officer will submit the nominations to the Board for consideration.
  - (iii) If the Board approves the nomination, the Chief Executive Officer will submit the nomination to Members at the next Annual General Meeting of the VRU.
  - (iv) Voting for election of Life Members must be by ballot.
  - (v) A nominee will be elected a Life Member at the Annual General Meeting if the motion to elect is passed by two-thirds of those present and entitled to vote.

## **7. VRU Officers**

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- (a) The officers of the VRU are:
  - (i) The President;
  - (ii) The Finance Director;
  - (iii) Board Members; and
  - (iv) The Chief Executive Officer.
- (b) The President, the Finance Director, other Board Members will be appointed for a 2-year term in accordance with Rules 12.3 and 12.4.
- (c) The Chief Executive Officer will be appointed in accordance with Rule 12.6.
- (d) The Chief Executive Officer will act as Public Officer of the VRU.

## **8. Affiliated Body**

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### **8. Application Process**

- (a) Subject to approval by the Board (in its absolute discretion), all rugby sub-unions, junior and schools rugby unions, rugby clubs formed within Victoria or other organisations whose

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interest are to develop, administer and promote the Game of Rugby Union in Victoria may become affiliated with the VRU.

- (b) Application for affiliation must be made in writing.
- (c) The Board may in its absolute discretion approve an applicant to become an Affiliated Body.

## **9. Register and Documents**

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- (a) The Chief Executive Officer must maintain a register of Members, and must ensure that all financial records and securities of the VRU are maintained.
- (b) The register of Members must list the full name and address of each Member.
- (c) The register must be made available to all Members at the office of the VRU upon giving not less than seven days notice to the Chief Executive Officer of the documents to be inspected.
- (d) Except as otherwise provided, in these Rules, the Chief Executive Officer must keep in his or her control all financial books, the register of members, documents and securities of the VRU.
- (e) A duly authorised representative of an Affiliated Body will upon request, but subject to a determination by the Board, be entitled to inspect at the VRU offices, at a predetermined date and time convenient to the Chief Executive Officer, the financial books, documents and securities

## **10. Fees**

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### **10.1 Fees**

- (a) The Board will determine the annual subscriptions and competition team entry fees to be paid by an Affiliated Body.
- (b) Life Members and Officers are not required to pay an annual subscription or fee.

### **10.2 Non-Payment**

- (a) An Affiliated Body is in default of payment if any money payable to the VRU remains unpaid after 60 days from when it falls due.

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- (b) The vote of a representative of an Affiliated Body that has not paid its annual subscription, fees, rent, or any fine imposed under Rule 18, may be challenged, and may be disallowed by the Chair of any meeting in his discretion.

## **10.3 Rental**

The Board may charge any Affiliated Body rental for the use of any ground or other property leased or owned by the VRU.

## **11. The Board**

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### **11.1 Composition of the Board**

The Board will consist of:

- (a) The President who will be elected in accordance with Rule 12.3;
- (b) The Finance Director who will be elected in accordance with Rule 12.3;
- (c) Five Persons nominated and elected by Members in accordance with Rule 12.4;
- (d) Up to four persons appointed from time to time by the Board in accordance with Rule 12.5(a); and
- (e) The Melbourne Rebels Chair as appointed by the Board of the Melbourne Rebels in accordance with Rule 12.5(b).

### **11.2 Responsibilities of the Board**

The Board:

- (a) Is responsible to the Members;
- (b) Must manage the affairs of the VRU;
- (c) Must meet regularly, generally on a monthly basis; and
- (d) May make rules or regulations relating to the business of the VRU.

### **11.3 Powers of the Board**

The Board has power to make all policy and other decisions affecting rugby in and for Victoria. Without limiting this power, the Board, or such persons or committees to whom the Board delegates, may deal with any matter considered by the Board to be appropriate.

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## 11.4 Board Meetings

- (a) The Chief Executive Officer has authority to convene Board meetings.
- (b) The Chief Executive Officer must convene a Board meeting if at least two Board Members request a meeting.
- (c) Written notice must be given to Board Members at least 3 business days before the date of any meeting specifying the nature of the business to be conducted.
- (d) Any six Board Members will form a quorum.
- (e) The President will act as Chair at all Board meetings.
- (f) If the President is not present 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the Board Members present must elect one of themselves as Chair of that meeting.
- (g) Questions arising at Board meetings or at meetings of any Board committees will be determined on a show of hands.
- (h) Each Board member present at Board meetings is entitled to one vote.
- (i) In the event of an equality of votes on any question, the Chair will have the casting vote.

## 12. Nominations and election of VRU officers

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### 12.1 Nomination procedure

Nominations for the election of Officers must be:

- (i) In writing;
- (ii) Lodged with the Chief Executive Officer at least 7 days prior to the Annual General Meeting or in the case of an election to fill a vacancy arising at another time, 7 days prior to the next General Meeting;
- (iii) Signed by the proposer and a seconder who must be either Members or representatives of Members; and
- (iv) Accompanied by a consent and signed by the nominee.

### 12.2 Procedure if no or insufficient nominations for election of Officers

- (a) If no or insufficient nominations are lodged pursuant to Rule 12.1, either:
  - (i) The Chief Executive Officer; or

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- (ii) A person appointed by the Annual General Meeting or other General Meeting at which an election is to be held must notify in writing all Members, and call for nominations of Officers.
- (b) Any nominations must be made in accordance with Rule 12.1.
- (c) If, following written notification pursuant to Rule 12.2(a), no nominations are made, the position or positions will remain vacant.

## **12.3 Election of the President and the finance director**

- (a) The President and the Finance Director will be elected at the Annual General Meeting for a two-year term.
- (b) The President and the Finance Director retiring at the Annual General Meeting will be eligible for re-election.
- (c) Voting will be conducted by ballot. Any ballot paper containing an incorrect number of names nominated for election will be declared informal.

## **12.4 Election of Board Members**

- (a) At each Annual General Meeting, at which the Finance Director is due to be elected, two of the other Board Members, each of whom has been nominated in accordance with Rule 11.1, will be elected for a two-year term.
- (b) At each alternate Annual General Meeting, five of the Board Members who were nominated by Affiliated Bodies in accordance with Rule 11.1 will be elected for a two-year term.
- (c) A Board Member retiring from office at the Annual General Meeting is eligible for nomination and re-election.
- (d) Voting will occur by ballot.
- (e) A nominee for election shall not be entitled to vote.

## **12.5 Appointment of Board Members**

- (a) The members of the Board referred to in Rules 11.1 (a)(b), and (c) may from time to time appoint up to four additional persons as members of the Board where they are of the view that because of their particular skills or experience they will be valuable contributors to the business of the VRU;
- (b) The Members of the Board referred to in Rules 11.1(a)(b)(c) and Rule 12.5(a) above shall appoint the Melbourne Rebels Chair as an additional person to be appointed as a Director;



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- (c) Such appointments referred in sub-rule (a) and (b) shall be for such term (not exceeding two years) as the Board in each case decides. The Board may re-appoint a person whose term of appointment expires.

## 12.6 Chief Executive Officer

- (a) The Board must appoint a person as Chief Executive Officer of the VRU for such term and on such terms and conditions as the Board thinks fit.
- (b) The Chief Executive Officer will report to the Board and carry out such duties and functions as are assigned by the Board.
- (c) If the office of Chief Executive Officer becomes vacant, the Board must, within 14 days after the vacancy arises, appoint a person to act in the position of Chief Executive Officer, and then fill the vacancy as soon as practicable.

## 12.7 Vacancies

- (a) The position of an Officer becomes vacant if the Officer
  - (i) Ceases to be a Member of the VRU;
  - (ii) Becomes bankrupt or commits an act of bankruptcy; or
  - (iii) Resigns from office by notice in writing given to the Chief Executive Officer.
- (b) If a vacancy on the Board arises more than 14 days prior to the Annual General Meeting, the Board may appoint a person to the Board, subject to ratification of the Members at the next General Meeting of the VRU.
- (c) The position is then to be elected at the next General Meeting pursuant to rules 12.1, 12.2.
- (d) The person who is elected to replace a Board Member whose position has become vacant before the conclusion of the two year term for which the Board Member was elected, will serve the balance of that two year term and retire at the conclusion of that two year term.

## 12.8 Removal of a Board Member

- (a) The VRU Members may, in general meeting, by resolution, remove any Board Member before the expiration of the Board Member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the original Board Member.

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- (b) A Board Member who is the subject of a resolution described in Rule 12.8(a) may make representations in writing of a reasonable length to the Members via the Chief Executive Officer.

## **13. Funds and assets of the VRU**

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### **13.1 Real property and investments**

- (a) All property of the VRU will be held in the name of the VRU.
- (b) All funds and property of the VRU may only be used to further the purposes of the VRU.

### **13.2 Funds**

- (a) Funds of the VRU must be administered, expended, invested, banked, or otherwise dealt with by the Board.
- (b) Any two of the following persons may sign and endorse cheques, operate VRU bank accounts, and carry out financial business on behalf of the VRU:
  - (i) The President;
  - (ii) The Chief Executive Officer;
  - (iii) The Finance Director; or
  - (iv) A person nominated by the Board for the purpose.
- (c) No Member may be appointed to a salaried position in the VRU, and no Member may receive any remuneration or other benefit in money or money's worth except for the reimbursement of out-of-pocket expenses, interest on money lent to the VRU at an appropriate commercial rate, or reasonable and proper rent for premises used by the VRU.
- (d) The funds of the VRU shall be derived from annual subscriptions, competition team entry fees, functions receipts, donations, grants and such other sources as the Board may determine.

### **13.3 Distribution of funds on a winding up**

If the VRU is wound up, any surplus funds will be placed in trust with the RA for the charitable purposes of future use in the development and promotion of rugby in Victoria.

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## 14. General Meetings

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### 14.1 General Meetings

- (a) General Meetings must be held at least 3 times per year, once prior to the competition season, and twice during the competition season.
- (b) Any representative of an Affiliated Body may attend a General Meeting and with the consent of the Chair, may speak on any topic at the meeting.
- (c) Representatives of Affiliated Bodies appointed in accordance with Rule 14.7 will be entitled to vote at General Meetings for that Affiliated Body.

### 14.2 Notice of General Meetings

- (a) The Chief Executive Officer must send each Member a notice specifying the place, date and time of a General Meeting and the general nature of the business to be conducted at the meeting.
- (b) Notice must be sent at least 14 days prior to the meeting, or if a special resolution has been proposed, notice must be sent at least 21 days prior to the date fixed for the meeting.
- (c) Notice may be sent:
  - (i) By prepaid post to the address appearing in the register of Members; or
  - (ii) By facsimile transmission or electronic transmission.

### 14.3 Quorum at General Meetings

- (a) One quarter of Members entitled to vote shall constitute a quorum for a General Meeting.
- (b) A quorum must be present at all times when business is transacted.
- (c) If a quorum is not present within 30 minutes after the appointed time for the commencement of a General Meeting:
  - (i) In the case of a meeting convened upon the requisition of Members, the meeting is dissolved; and
  - (ii) In the case of any other meeting, the meeting is adjourned to the same day in the next week at the same time and place, or to such other day, time or place as the Board may specify by notice to the Members.

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- (d) If a quorum is not present within 30 minutes after the time appointed for an adjourned General Meeting, the meeting shall not be held.

## 14.4 The Chair

- (a) The President will act as Chair at all General Meetings.
- (b) If the Chair is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, a person being a Board Member elected at the General Meeting will act as Chair of the meeting.
- (c) The Chair shall regulate a General Meeting in any way consistent with these Rules.
- (d) A decision or ruling of the Chair may be overruled by a majority of those present and entitled to vote.
- (e) A motion to dissent from a ruling of the Chair may be spoken to by the proposer of the motion for no longer than 5 minutes and answered by the Chair.

## 14.5 Adjournment

- (a) The Chair may, with the consent of the General Meeting at which a quorum is present, adjourn the meeting to a date, time and place as a majority of the Members present resolve by vote.
- (b) No business may be transacted at an adjourned meeting other than the business left unfinished at the original meeting.
- (c) If a General Meeting is adjourned for 30 days or more, the Chief Executive Officer must give notice of the adjourned meeting to all persons as if it were an original meeting.

## 14.6 Voting entitlement

- (a) Those entitled to vote at General Meetings are:
  - (i) All Officers, except the Chief Executive Officer;
  - (ii) Two representatives of each Affiliated Body
- (b) Each person entitled to vote has one vote only.
- (c) The Chair of a General Meeting also has a casting vote.
- (d) There shall be no proxy voting at any General Meeting.

## 14.7 Representatives of Affiliated Bodies

Affiliated Bodies must notify the VRU in writing prior to the General Meeting or the Annual General Meeting of the names of each of their representatives.

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## 14.8 Manner of voting

- (a) A question put to a General Meeting must be decided:
  - (i) On a show of hands; or
  - (ii) By ballot if voting is about:
    - (A) Membership of the VRU;
    - (B) Life membership of the VRU;
    - (C) Disposal or sale of VRU assets exceeding 20% of the net assets of the VRU; and
    - (D) Any other matter that the General Meeting designates must be voted upon by ballot.
- (b) Matters listed in Rule 14.8(a)(ii) must be passed by at least three quarters of those present and entitled to vote.

## 14.9 Special Resolution

- (a) Notice of any special resolution must be given in writing to the Chief Executive Officer, and include the names of the proposer and a seconder.
- (b) The Chief Executive Officer must include notice of any special resolutions in notices required under Rules 14.2, 15.1, 16, and 11.4.
- (c) If a special resolution is proposed for an Annual General Meeting, notice of that resolution must be received by the Chief Executive Officer at least 28 days prior to the Annual General Meeting.
- (d) If a special resolution is proposed for a General Meeting, notice of that resolution must be received by the Chief Executive Officer at least 21 days prior to the General Meeting.
- (e) A special resolution will be passed at a meeting if at least three quarters of those entitled to vote are in favour of the resolution.
- (f) This Constitution may only be changed, amended or replaced by a special resolution of the Members in a General Meeting.

## 15. Annual General Meetings

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### 15.1 Date and notice requirements

- (a) The Annual General Meeting must be held on or before 31 March of each year.

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- (b) The date of the Annual General Meeting must be determined by the Board and advised to Members at least three months prior to that date.
- (c) The Chief Executive Officer must send written notification of the date, time and place of the Annual General Meeting to the Members at least 14 days prior to the meeting.
- (d) Notice will include any details of other business proposed according to Rule 15.2(b), and will be accompanied by the annual report and the account and balance sheet specified in Rule 15.2(a).

### **15.2 Business to be transacted at the Annual General Meeting**

- (a) The ordinary business of the Annual General Meeting will be:
  - (i) To receive the annual report of the VRU;
  - (ii) To receive the finance director's income and expenditure account and balance sheet;
  - (iii) To elect the Officers of the VRU other than the Chief Executive Officer;
  - (iv) To elect Life Members of the VRU; and
  - (v) To appoint the Auditor.
- (b) Notice of any other business for the Annual General Meeting must be given in writing to the Chief Executive Officer at least 21 days prior to the Annual General meeting. The notice must specify the business proposed, and include the names of the proposer and seconder.
- (c) The Chief Executive Officer will include such business in the notice described in Rule 15.1(c).
- (d) Annual financial reports of the VRU must be made available to VRU members at least 8 days prior to the Annual General Meeting.

### **16. Special General Meetings**

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- (a) The Chief Executive Officer must convene a General Meeting if:
  - (i) The Board instructs; or
  - (ii) If no less than five Affiliated Bodies requisition a meeting.
- (b) A requisition sent by the Affiliated Bodies must be signed by the secretaries of the Affiliated Bodies, and must specify the special business proposed as a motion, and include the names of the proposer and seconder.

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- (c) Unless a special resolution is proposed the Chief Executive Officer must give 7 days written notice of the General Meeting and the business of the meeting to the Members and Board Members.
- (d) If a special resolution is proposed, the Chief Executive Officer must give 21 days written notice of the General Meeting including the special resolution and other business of the meeting to the Members.
- (e) If the General Meeting is convened by instructions of the Board, the Board must fix the day, time and place of the meeting.
- (f) If the General Meeting is convened by requisition, the Chief Executive Officer must fix the day, time and place of the Meeting. The Meeting must be held within 28 days of receiving the requisition.

## **17. Committees**

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17.1 Each year the Board must appoint:

- (a) A Judicial Committee; and
- (b) An Appeals Tribunal

as soon as possible following the Annual General Meeting,

17.2 The Board may appoint such other Committees as it deems necessary from time to time.

## **18. Breach of Rules, Laws, and Regulations**

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18.1 Subject to these Rules and in respect of any other matter not otherwise expressly dealt with by the Rules, By-laws or Regulations, if the Board on a recommendation from the Chief Executive Officer, is of the opinion that a Member has:

- (a) refused or neglected to comply with these rules;
- (b) refused or neglected to comply with a direction given to the member by the Board;
- (c) has been guilty of conduct unbecoming of a Member;
- (d) has engaged in conduct prejudicial to the interest of the VRU

the Board may either

- (i) refer the matter to a mediation in accordance with the grievance procedure set out in Rule 19;
- (ii) suspend the member;

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- (iii) expel the member;
- (iv) deduct match points from a Member or any team representing the member playing in the competition;
- (v) disqualify a member or a player or an official appointed by a member from playing or participating in any competition conducted by the VRU.

18.2 If the Board proposes to consider a resolution of the Board to expel or disqualify a member, such resolution of the Board to expel a member does not take effect unless the Board has given the member a copy of the proposed resolution it intends to make and the member has had an opportunity to attend before the Board to make whatever submissions, he, she or it wishes at a meeting of the Board which could not be held earlier than 14 days and not later than 28 days after notice of resolution has been given to the member in accordance with this Rule.

18.3 For the purpose of giving notice in accordance with this Rule the Chief Executive Officer must, as soon as practicable cause to be given to the member a written notice:

- (i) setting out the proposed resolution of the Board and the grounds upon which the resolution is based; and
- (ii) that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice had been given to the member; and
- (iii) stating the date, place and time of that Board meeting; and
- (iv) informing the member that he, she or it may do one or both of the following –
  - (a) attend and make submissions at the Board meeting;
  - (b) give to the Board before the date of that meeting a written statement seeking that the resolution not be passed;
  - (c) that a member has the opportunity to be heard and that the Board will give due consideration to any written statement or oral submissions prior to the determination of any resolution to the Board.

18.4 If at a meeting of the Board, the Board makes the resolution to expel or disqualify then a member may not later than 48 hours after



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the Board meeting, give to the Chief Executive Officer notice to the effect that he, she or it wishes to appeal to the union in Special General Meeting against the Board resolution.

- 18.5 If the Chief Executive Officer receives a notice he, she or it must notify the Board and the Board must convene a Special General Meeting of the VRU to be held within 21 days after the date upon which the Chief Executive Officer receives the notice from the member.
- 18.6 At the Special General Meeting of the VRU convened under this Rule
- (a) no business other than the question of the appeal may be considered;
  - (b) the Board may place before the Special General Meeting details of the grounds of the resolution and the reasons for passing the resolution
  - (c) the member must have an opportunity to be heard
  - (d) the members must vote by secret ballot on the question of whether or not the resolution should be confirmed or revoked
- 18.7 A resolution at a Special General Meeting of the VRU convened under this Rule must require three quarters of the members entitled to vote in person to revoke in any Board resolution, in any other case the resolution is confirmed.
- 18.8 Other Penalties**
- (a) After conducting enquiries, the Board may, suspend, admonish, fine give directions as to future conduct involving a member or otherwise penalise any Member (or a player or an official appointed by a member from playing or participating in any competition or game conducted by the VRU) in default, or for any breach of these rules, the Laws of the Game, or the Code of Conduct, or for any other misconduct.
  - (b) Any penalty imposed will be operative throughout the jurisdiction of the VRU.
- 18.9 Affiliated Bodies**
- Subject to Rule 18.7, the Board has power to fine an affiliated body a sum determined by the Board.

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## 19. Disputes and mediation

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### 19.1 Grievance Procedure

- (a) The grievance procedure set out in this Rule applies to disputes under these Rules between:
  - (i) A Member and another Member; and
  - (ii) A Member and the VRUbut does not apply to matters heard by the Judicial Committee or Appeals Tribunal.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a member of the Judicial Committee or Appeals Tribunal who will act as a mediator.

### 19.2 Mediation

- (a) Any member of the Judicial Committee or Appeals Tribunal who is appointed by the Board to act as a mediator must conduct mediations for all matters referred to that member by the Board.
- (b) The mediator, in conducting the mediation, must:
  - (i) Give the parties to the mediation process every opportunity to be heard; and
  - (ii) Allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (c) The mediator must not determine the dispute.
- (d) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at Law.

### 19.3 Appointed Mediator

Any Mediator appointed by the Board to conduct mediations referred or appointed by the Board under this Rule shall have absolute immunity from suit by a member.

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## **20. Alteration of the Constitution, Rules, Laws and Regulations**

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### **20.1 Alteration of the Constitution and Rules**

- (a) The Constitution and Rules may only be altered, amended or rescinded by a special resolution of a General Meeting of the VRU.
- (b) The Special Resolution to alter, amend or rescind the Constitution or Rules must be passed by three quarters of Members present at the General Meeting.
- (c) The Chairs decision as to the validity of any vote is final.

### **20.2 By Laws**

The VRU has the power to make by laws concerning any matter contained in, or referred to in these rules including any competition rules and the participation of any team or teams representing the State of Victoria or any designated region of Victoria as the Board deems appropriate.

## **21. Common Seal**

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- (a) The Chief Executive Officer must keep the common seal of the VRU.
- (b) The Chief Executive Officer must maintain a “Seal Register” that records the date the document was sealed and which directors signed.
- (c) The common seal must not be affixed to any instrument unless authorised by the Board.
- (d) Fixing of the common seal must be witnessed by the signatures of any two of the Chief Executive Officer, the President, or the finance director.