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Rules of the Old Scotch Rugby Club Inc.

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Rules of the Old Scotch Rugby Club Inc.

1. Name

The name of the incorporated association is Old Scotch Rugby Club Inc.

2. Definitions

2.1 In these Rules, unless the contrary intention appears:

Club means the Old Scotch Rugby Club Inc.

committee means the committee of management of the Club.

financial year means the year ending on 31 October.

general meeting means a general meeting of members convened in accordance with Rule 23.

member means a member of the Club.

ordinary member of the committee means a member of the committee who is not an officer of the Club under Rule 32.

OSCA means Old Scotch Collegians' Association.

Regulations means regulations under the Act.

relevant documents has the same meaning as in the Act.

rugby means rugby union, the game played in Heaven.

Scotch College means the school known as 'Scotch College' of Morrison Street, Hawthorne, Victoria.

Scrum Club means the parents auxiliary for rugby at Scotch College, known as the 'Scrum Club', and any successor organisation which acts as the parents auxiliary for rugby at Scotch College.

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.

surplus assets has the same meaning as in the Act.

the Act means the *Associations Incorporation Reform Act 2012*.

2.2 In these Rules, a reference to the Secretary of the Club is a reference to the person who holds office under these Rules as Secretary of the Club.

3. Alteration of the Rules

These Rules and the statement of purposes of the Club must not be altered except in accordance with the Act.

4. Aims and Objectives of the Club

- 4.1 The Club has been formed to enable former students, past parents and other members of the Scotch College rugby community to maintain an interest and involvement in Scotch rugby.
- 4.2 The aims and objectives of the Club are to:
- 4.2.1 promote the game of rugby at Scotch College;
 - 4.2.2 provide a forum for former students, past parents and other members of the Scotch College rugby community to maintain their interest and involvement in Scotch rugby;
 - 4.2.3 assist the Scrum Club in relation to raising funds and organising events, and raising the profile of rugby generally;
 - 4.2.4 form a team or teams to represent the Club in any organised rugby match; and
 - 4.2.5 to become and to remain affiliated with OSCA.

5. Membership, entry fees and subscription

- 5.1 The following persons are eligible for membership of the Club:
- 5.1.1 a former student of Scotch College;
 - 5.1.2 a parent of a former student of Scotch College; and
 - 5.1.3 any other persons associated with Scotch College rugby or the aims and objectives of the Club, approved by the committee.
- 5.2 The committee may establish different categories of membership, consistent with the aims and objectives of the Club.
- 5.3 Persons eligible for membership of the Club, become a member of the Club by:
- 5.3.1 applying for membership of the Club in a manner determined by the committee;
 - 5.3.2 paying a joining fee (if applicable); and
 - 5.3.3 the committee approving the application for membership.
- 5.4 The committee may determine whether to approve or reject the application.
- 5.5 If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 5.6 A right, privilege, or obligation of a person by reason of membership of the Club:

- 5.6.1 is not capable of being transferred or transmitted to another person; and
 - 5.6.2 terminates upon the cessation of membership whether by death or resignation or otherwise.
- 5.7 The fee or fees payable by each category of member will be established by the committee from time to time, and will be payable on such terms decided by the committee.

6. General Rights of Members

- 6.1 A member of the Club who is entitled to vote has the right—
- 6.1.1 to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - 6.1.2 to submit items of business for consideration at a general meeting; and
 - 6.1.3 to attend and be heard at general meetings; and
 - 6.1.4 to vote at a general meeting; and
 - 6.1.5 to have access to the minutes of general meetings and other documents of the Club as provided under Rule 47.2; and
 - 6.1.6 to inspect the register of members.
- 6.2 A member is entitled to vote if more than 10 business days have passed since he or she became a member of the Club and the member's membership rights are not suspended for any reason or the member is not precluded from voting at a general meeting under Rule 27.4.

7. Register of members

The Secretary must keep and maintain a register of members containing:

- 7.1 the name and address of each member; and
- 7.2 the date on which each member's name was entered in the register.

8. Ceasing membership

A member of the Club who has paid all moneys due and payable by a member to the Club may resign from the Club by giving one month's notice in writing to the Secretary of his or her intention to resign.

9. Disciplinary Action – Grounds for taking disciplinary action

The Club may take disciplinary action against a member in accordance Rules 9 – 14 if it is determined that the member:

- 9.1 has failed to comply with these Rules; or

- 9.2 refuses to support the purposes of the Club; or
- 9.3 has engaged in conduct prejudicial to the Club.

10. Disciplinary subcommittee

- 10.1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 10.2 The members of the disciplinary subcommittee:
 - 10.2.1 may be Committee members, members of the Club or anyone else; but
 - 10.2.2 must not be biased against, or in favour of, the member concerned.

11. Notice to member

- 11.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - 11.1.1 stating that the Club proposes to take disciplinary action against the member; and
 - 11.1.2 stating the grounds for the proposed disciplinary action; and
 - 11.1.3 specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
- 11.2 advising the member that he or she may do one or both of the following—
 - 11.2.1 attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - 11.2.2 give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - 11.2.3 setting out the member's appeal rights under Rule 13.
- 11.3 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

12. Decision of subcommittee

- 12.1 At the disciplinary meeting, the disciplinary subcommittee must:
 - 12.1.1 give the member an opportunity to be heard; and
 - 12.1.2 consider any written statement submitted by the member.
- 12.2 After complying with Rule 12.1, the disciplinary subcommittee may:
 - 12.2.1 take no further action against the member; or

12.2.2 subject to Rule 12.3:

- (a) reprimand the member; or
- (b) suspend the membership rights of the member for a specified period; or
- (c) expel the member from the Club.

12.3 The disciplinary subcommittee may not fine the member.

12.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this Rule takes effect immediately after the vote is passed.

13. Appeal rights

13.1 A person whose membership rights have been suspended or who has been expelled from the Club under Rule 12 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

13.2 The notice must be in writing and given:

13.2.1 to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

13.2.2 to the Secretary not later than 48 hours after the vote.

13.3 If a person has given notice under Rule 13.2, a disciplinary appeal meeting must be convened by the committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

13.4 Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must:

13.4.1 specify the date, time and place of the meeting; and

13.4.2 state:

- (a) the name of the person against whom the disciplinary action has been taken; and
- (b) the grounds for taking that action; and
- (c) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

14. Conduct of disciplinary appeal meeting

14.1 At a disciplinary appeal meeting:

14.1.1 no business other than the question of the appeal may be conducted; and

14.1.2 the committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

- 14.1.3 the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 14.2 After complying with Rule 14.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 14.3 A member may not vote by proxy at the meeting.
- 14.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

15. Application

- 15.1 The grievance procedure set out in Rules 15 – 19 applies to disputes under these Rules between:
 - 15.1.1 a member and another member;
 - 15.1.2 a member and the committee;
 - 15.1.3 a member and the Club.
- 15.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

16. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

17. Appointment of mediator

- 17.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 16, the parties must within 10 days:
 - 17.1.1 notify the committee of the dispute; and
 - 17.1.2 agree to or request the appointment of a mediator; and
 - 17.1.3 attempt in good faith to settle the dispute by mediation.
- 17.2 The mediator must be:
 - 17.2.1 a person chosen by agreement between the parties; or
 - 17.2.2 in the absence of agreement:
 - (a) if the dispute is between a member and another member - a person appointed by the committee; or
 - (b) if the dispute is between a member and the committee or the Club - a person appointed or employed by the Dispute Settlement Centre of Victoria.

17.3 A mediator appointed by the committee may be a member or former member of the Club but in any case must not be a person who:

17.3.1 has a personal interest in the dispute; or

17.3.2 is biased in favour of or against any party.

18. Mediation process

18.1 The mediator to the dispute, in conducting the mediation, must:

18.1.1 give each party every opportunity to be heard; and

18.1.2 allow due consideration by all parties of any written statement submitted by any party; and

18.1.3 ensure that natural justice is accorded to the parties throughout the mediation process.

18.2 The mediator must not determine the dispute.

19. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

20. Annual general meetings

20.1 The committee may determine the date, time and place of the annual general meeting of the Club.

20.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

20.3 The ordinary business of the annual general meeting shall be:

20.3.1 to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and

20.3.2 to receive from the committee reports upon the transactions of the Club during the last preceding financial year; and

20.3.3 to elect officers of the Club and the ordinary members of the committee; and

20.3.4 to receive and consider the financial statements submitted by the Club in accordance with Part 7 of the Act.

20.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

21. Special general meetings

- 21.1 In addition to the annual general meeting, any other general meetings may be held in the same year.
- 21.2 All general meetings other than the annual general meeting are special general meetings.
- 21.3 The committee may, whenever it thinks fit, convene a special general meeting of the Club.
- 21.4 If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- 21.5 The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Club.
- 21.6 The request for a special general meeting must:
- 21.6.1 state the objects of the meeting; and
 - 21.6.2 be signed by the members requesting the meeting; and
 - 21.6.3 be sent to the address of the Secretary.
- 21.7 If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 21.8 If a special general meeting is convened by members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Club to the persons incurring the expenses.

22. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the Rules as ordinary business of the annual general meeting, is deemed to be special business.

23. Notice of general meetings

- 23.1 The Secretary of the Club, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Club, must cause to be sent to each member of the Club, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 23.2 Notice may be sent:
- 23.2.1 by prepaid post to the address appearing in the register of members; or
 - 23.2.2 by facsimile transmission or electronic transmission in the form of an email or a text message; or

- 23.2.3 by publishing the notice on a website maintained by the Club to which members have access.
- 23.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 23.4 A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

24. Quorum at general meetings

- 24.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 24.2 Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 24.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
- 24.3.1 in the case of a meeting convened upon the request of members - the meeting must be dissolved; and
- 24.3.2 in any other case - the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 24.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

25. Presiding at general meetings

- 25.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Club.
- 25.2 If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

26. Adjournment of meetings

- 26.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 26.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 26.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 23.

- 26.4 Except as provided in sub-rule 26.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

27. Voting at general meetings

- 27.1 Upon any question arising at a general meeting of the Club, a member has one vote only.
- 27.2 All votes must be given personally or by proxy.
- 27.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 27.4 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Club have been paid.

28. Poll at general meetings

- 28.1 If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 28.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

29. Manner of determining whether resolution carried

If a question arising at a general meeting of the Club is determined on a show of hands:

- 29.1 a declaration by the Chairperson that a resolution has been:
- 29.1.1 carried; or
 - 29.1.2 carried unanimously; or
 - 29.1.3 carried by a particular majority; or
 - 29.1.4 lost; and
- 29.2 an entry to that effect in the minute book of the Club,
- is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

30. Proxies

- 30.1 Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 30.2 The notice appointing the proxy must be in the form set out in Appendix 1.

31. Committee of management

- 31.1 The affairs of the Club shall be managed by the committee of management.
- 31.2 The committee:
- 31.2.1 shall control and manage the business and affairs of the Club; and
 - 31.2.2 may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Club; and
 - 31.2.3 subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Club.
- 31.3 Subject to the Act, and Rule 31.4, the committee shall consist of six people comprised of:
- 31.3.1 the officers of the Club; and
 - 31.3.2 two ordinary members,
- each of whom shall be elected at the annual general meeting of the Club in each year.
- 31.4 The officers of the Club may resolve to increase the number of ordinary members by up to eight additional persons, such that the committee consists in aggregate of fourteen persons. In the event of the committee so resolving and a casual vacancy thereby arising, the provisions of Rule 33.2 apply.

32. Office holders

- 32.1 The officers of the Club shall be:
- 32.1.1 a President;
 - 32.1.2 a Vice-President;
 - 32.1.3 a Treasurer; and
 - 32.1.4 a Secretary.
- 32.2 The provisions of Rule 34, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule 32.1.
- 32.3 Each officer of the Club shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- 32.4 In the event of a casual vacancy in any office referred to in sub-rule 32.1, the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

33. Ordinary members of the committee

- 33.1 Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- 33.2 In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Club to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

34. Election of officers and ordinary committee members

- 34.1 Nominations of candidates for election as officers of the Club or as ordinary members of the committee must be:
- 34.1.1 made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - 34.1.2 delivered to the Secretary of the Club not less than 7 days before the date fixed for the holding of the annual general meeting.
- 34.2 A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- 34.3 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 34.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 34.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 34.6 The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

35. Vacancies

The office of an officer of the Club, or of an ordinary member of the committee, becomes vacant if the officer or member:

- 35.1.1 ceases to be a member of the Club; or
- 35.1.2 becomes an insolvent under administration within the meaning of the Corporations Act; or
- 35.1.3 resigns from office by notice in writing given to the Secretary.

36. Meetings of the committee

- 36.1 The committee must meet at least 4 times in each year at such place and such times as the committee may determine.
- 36.2 Special meetings of the committee may be convened by the President or by any 4 members of the committee.

37. Notice of committee meetings

- 37.1 Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- 37.2 Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

38. Quorum for committee meetings

- 38.1 Any 3 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- 38.2 No business may be conducted unless a quorum is present.
- 38.3 If within half an hour of the time appointed for the meeting a quorum is not present:
 - 38.3.1 in the case of a special meeting - the meeting lapses;
 - 38.3.2 in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 38.4 The committee may act notwithstanding any vacancy on the committee.

39. Presiding at committee meetings

At meetings of the committee:

- 39.1.1 the President or, in the President's absence, the Vice-President presides; or
- 39.1.2 if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

40. Voting at committee meetings

- 40.1 Questions arising at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 40.2 Each member present at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee (including the person presiding at the meeting), is entitled to one

vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

41. Removal of committee member

- 41.1 The Club in general meeting may, by special resolution, remove any member of the committee before the expiration of the 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 first-mentioned member.
- 41.2 A member who is the subject of a proposed special resolution referred to in subrule 41.1 may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- 41.3 The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting.

42. Minutes of meetings

The Secretary of the Club must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

43. Funds

- 43.1 The Treasurer of the Club must:
- 43.1.1 collect and receive all moneys due to the Club and make all payments authorised by the Club; and
 - 43.1.2 keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
- 43.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- 43.3 The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

44. Seal

- 44.1 The common seal of the Club must be kept in the custody of the Secretary.
- 44.2 The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the Secretary.

45. Notice to members

Except as provided in Rule 23, any notice that is required to be given to a member, by or on behalf of the Club, under these Rules may be given by:

- 45.1.1 delivering the notice to the member personally; or
- 45.1.2 sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- 45.1.3 facsimile transmission addressed to the member at the facsimile number provided to the Club by the member; or
- 45.1.4 electronic transmission in the form of an email or text message addressed to the member at the email address or mobile phone number provided to the Club by the member.

46. Winding up

In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must be distributed to the Scrum Club, or if the Scrum Club is no longer in existence, OSCA.

47. Custody and inspection of books and records

- 47.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.
- 47.2 All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any member upon request.

Appendix

Form of Appointment of Proxy

I,
(name)

of
(address)

being a member of
(name of Incorporated Association)

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote on my behalf at the
*annual/*special general meeting of the Association to be held on—

..... (date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote *in favour of/*against the following resolution: [insert details of
resolution]

Signed

Date.....

*Delete if not applicable