

## Attachment A to Agenda

### Proposed Amendments to Rules of Christian Brothers Old Boys Rugby Union Football Club Inc

#### Proposed Amendments

**(Amendment A)** In Part 1 Clause 1, replace “*the Regulation means the Associations Incorporation Regulation 1999*” with “*the Regulation means the Associations Incorporation Regulation 2022*”

**(Amendment B)** In Part 1, Clause 1, replace “*the Act means the Associations Incorporation Act 1984*” with “*the Act means the Associations Incorporation Act 2009.*”

**(Amendment C)** In Part 2, Clause 2, replace “*the Act*” with “*the Associations Incorporation Act 1984*”

**(Amendment D)** Insert a new Part 2, Clause 7(4) as follows:

*“(4) If the register is kept in electronic form, the requirements of Subclause (2) apply as if a reference to the register is a reference to a current hard copy of the register.”*

**(Amendment E)** In Part 3, Clause 14(1), replace “*section 21 of the Act*” with “*section 28 of the Act*”

**(Amendment F)** In Part 3, insert a new Clause 22A as follows:

*“22A. Transaction of business outside meetings or by telephone or other means*

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.*
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.*
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.*
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
  - (a) the approval of a resolution under subclause (2), or*
  - (b) a meeting held in accordance with subclause (3).**
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.”*

**(Amendment G)** In Part 4, Clause 23(3), replace “*granted by the Commissioner under section 26(3) of the Act*” with “*in accordance with the Act*”.

**(Amendment H)** In Part 4, Clause 24(2)(d), delete “section 26(6) of the Act”.

**(Amendment I)** In Part 4, insert a new Clause 33A as follows:

“33A. *Transaction of business outside meetings or by telephone or other means*

- (1) *The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.*
- (2) *If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.*
- (3) *The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.*
- (4) *The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:*
  - (a) *the approval of a resolution under subclause (2), or*
  - (b) *a meeting held in accordance with subclause (3).*
- (5) *A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.”*

**(Amendment J)** Insert a new Part 5, Clause 42 as follows:

“42. *Application of assets and income*

- (1) *The assets and income of the association shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the association except as genuine compensation for services rendered or expenses incurred on behalf of the association.*
- (2) *Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:*
  - (a) *with similar objects, and*
  - (b) *which is not carried on for the profit or gain of the organisation’s members.*
- (3) *In this clause:*  
**surplus property** *has the same meaning as in the Act, section 65.”*

### **Explanatory Note to Proposed Amendments**

**Amendments A, B, C, E, G and H** are necessary changes to accommodate the most recent legislation governing incorporated associations.

**Amendments D, F and I** accommodate digital registers and virtual meetings, in keeping with modern means of operating.

**Amendment J** is necessary to preserve Christian Brothers Old Boys Rugby Union Football Club Inc's Not-For-Profit (**NFP**) status and income tax exemption, to comply with new reporting obligations that have come into effect on 1 July 2024. In order to retain their income tax exemption, NFPs must lodge an annual self review return. The self review reporting regime has imposed an express obligation on each NFP entity to have clauses in its governing documents that prohibit the distribution of income or assets to members while it is operating and winding up. NFPs without those clauses must amend their governing documents by 30 June 2025.

**All amendments** must be passed by special resolution, with at least 75% of members voting at the meeting in favour.

A copy of the current Rules is available on request from [secretary@brothersrugby.com.au](mailto:secretary@brothersrugby.com.au).