



Sydney Rangers Football Club Incorporated Constitution

As amended pursuant to life membership and special resolutions passed at the Annual General Meeting held on 25 June 2023.

Sydney Rangers Football Club Inc. Constitution

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Part One–Preliminary

1. Name, representative colours, players' uniform and logo

- 1.1 The name of the Club shall be Sydney Rangers Football Club Inc.
- 1.2 The representative colours of the Club shall be sky blue, white and black which may be used each on their own or in any combination. The Committee may from time to time authorise the use of other representative colours for the Club for specific games, tournaments, competitions or events.
- 1.3 The Committee shall determine from time to time the design of the players' soccer uniform.
- 1.4 The Committee shall determine from time to time the design of the Club's logo.

2. Objectives

- 2.1 The objectives of the Club shall be:
 - (a) To promote participation in soccer within the LGBTQ+ Community and its allies.
 - (b) To, where feasible, develop the competition skills of members through participation in soccer competitions, tournaments and events run within the Sydney region.
 - (c) To, whenever possible, enter team(s) to represent the Club in soccer and/or futsal competitions, tournaments and events of the International Gay and Lesbian Football Association (**IGLFA**), the Federation of Gay Games (such as the Gay Games), the Gay and Lesbian International Sport Association (such as the Outgames), the New South Wales Amateur Soccer Federation or Soccer New South Wales, Futsal NSW or Indoor 5s Futsal, or all their respective successors, any other competitions, tournaments and events organised by the LGBTQ+ Community and any competitions, tournaments and events which the Committee may from time to time authorise by resolution.
 - (d) To financially, whenever feasible, assist members selected to represent the Club at national or international soccer competitions, tournaments and events and to co-ordinate fundraising activities and sponsorship for this purpose.
 - (e) To co-ordinate social activities amongst the Club membership.
 - (f) To whenever feasible, assist IGLFA, Pride Football Australia Incorporated, The Flying Bats Women's Football Club, Sydney Gay and Lesbian Mardi Gras Ltd and other organisations representing the LGBTQ+ community or elements of the community to organise or host football competitions and other sporting and non-sporting events, including but not limited to Sydney World Pride in 2023.

3. Definitions

- 3.1 In these rules:

Club means the Sydney Rangers Football Club Inc.

Director-General means the Director-General of the Department of Fair Trading.

Financial member means any Ordinary member who has paid all money payable by that member to the Club by the due date for payment.

Life member means a person conferred automatic membership to the society for life by resolution at a General Meeting.

LGBTQ+ Community is used in these rules in its broadest sense and includes (but is not limited to) lesbians, gays, bisexuals, transgender, queer and non-binary people.

Ordinary member means a member of the Committee who is not an office-bearer of the Club, as referred to in rule 17.2.

Secretary means:

- (a) the person holding office under these rules as Secretary of the Club, or
- (b) if no such person holds that office – the public officer of the Club.

Special general meeting means a general meeting of the Club other than an annual general meeting.

“the Act” means the *Associations Incorporation Act 2009*.

“the Regulation” means the *Associations Incorporation Regulation 2022*.

3.2 In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

3.3 The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part Two—Membership

4. Membership Qualifications, Membership Classes, Rights of Members and Transfer

- 4.1
- (a) The rights and privileges conferred on a member under this Constitution are subject to the member being a financial member at the relevant time.
 - (b) A person is qualified to be a member of the Club if, but only if:
 - (i) a member of the unincorporated club immediately before its registration and who has not since registration of the Club ceased to be a member.

or

 - (ii) the person is a natural person:
 - (A) who has applied for membership of the Club as provided by rule 5, and

(B) who has been approved for membership of the Club by the Committee of the Club.

4.2 A person who qualifies for membership may be admitted to any one of the following classes of membership, subject to payment of the admission fee and annual subscription applicable for the relevant class of membership (regardless of whether the application is made at any time after commencement of a membership year, but subject to rule 11.3):

- (a) Full Playing Member;
- (b) Social Playing Member;
- (c) Supporter Member;
- (d) Affiliate Member; or
- (e) Life Member

4.3 The rights of members to participate in playing and other activities of the Club are as follows:

(a) Full Playing Members

Full Playing Members are entitled to play in organised amateur competitions and tournaments in which the Club participates, are entitled to play in social games of the Club and are entitled to participate in all other playing and social activities of the Club as approved by the Committee. Eligibility of any member to play in any game or competition or to participate in any activity is subject to the rules of any relevant organisation which controls the game, competition or activity and subject to team selection.

(b) Social Playing Members

Social Playing Members are entitled to play in social games of the Club and are entitled to participate in such other playing and social activities as approved by the Committee from time to time and may participate in a limited number of amateur competition games and tournaments as approved by the Committee from time to time. Eligibility of any member to play in any game or competition, tournament or to participate in any activity is subject to the rules of any relevant organisation which controls the game, competition or activity and subject to team selection.

(c) Supporter Members

Supporter members are entitled to participate in such limited number of social games of the Club and other playing and social activities as approved by the Committee from time to time.

(d) Affiliate Member

Affiliate members are those who are financial members of an affiliated Club as agreed by the Committee, from time to time. Affiliate members are entitled to play in social games of the Club and are entitled to participate in playing, social and amateur competition activities as approved by the Committee, from time to time. Eligibility of any member to play in any game or competition or tournament is subject to the rules of any relevant organisation which controls the game, competition or activity and is subject to team selection

- 4.4 (a) Existing members who play in amateur competition will be transferred to Full Playing Membership, subject to payment of the relevant subscription.
- (b) A member may apply to the Committee for transfer from one class of membership to another class of membership, subject to meeting any eligibility requirements for the class and payment of the entrance or subscription fees for that class.
- (c) The Committee may, if thought appropriate, make an adjustment in the entrance fee (if any) and the subscription paid or payable by the member transferred for the membership year in which the transfer takes place.

5. Application for Membership

- 5.1 An application by a person for membership of the Club:
- (a) must be made by the individual seeking membership of the Club in writing in the form as approved by the Committee from time to time or such other method as may be determined by the Committee from time to time; and
- (b) which membership must be lodged with the Committee.
- 5.2 As soon as practicable after receiving an application for membership, a member of the Committee must refer the application to the Committee, which is to determine whether to approve, defer or to reject the application.
- 5.3 As soon as practicable after the Committee makes that determination to accept or reject the application, the Secretary must:
- (a) notify the applicant, in writing, that the Committee approved or rejected the application (whichever is applicable), and
- (b) if the Committee approved the application, request the nominee to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- 5.4 If the Committee determines to defer the application, the Committee must as soon as practicable;
- (a) notify the applicant, in writing, that the Committee deferred the application and identify the reasons for deferring that application; and
- (b) inform the applicant of the date when the deferred application will be re-determined.
- 5.5 The Secretary must, on payment by the applicant of the amounts referred to in rule 5.3(b) within the period referred to in that provision, enter the applicants name in the register of members and, on the name being so entered, the applicant becomes a member of the Club.

6. Cessation of membership

- 6.1 A person ceases to be a member of the Club if the person:
- (a) dies, or
- (b) resigns membership, or
- (c) fails to pay his or her annual membership fees within 3 months of them

becoming due, or such other period of time as the Committee may allow.

(d) is expelled from the Club.

7. Membership entitlements not transferable

7.1 A right, privilege or obligation that a person has by reason of being a member of the Club:

(a) is not capable of being transferred or transmitted to another person, and

(b) terminates on cessation of the person's membership.

8. Resignation of membership

8.1 A member of the Club is not entitled to resign that membership except in accordance with this rule.

8.2 A member of the Club who has paid all amounts payable by the member to the Club in respect of the member's membership may resign from membership of the Club by first giving to the Secretary written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

8.3 If a member of the Club ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. Life Members

9.1 At a general meeting of the Club, a member who has offered significant service to the Club may be nominated for life membership.

9.2 A motion conferring life membership may be passed by a two-thirds majority of the meeting.

9.3 Life Members are entitled to all the benefits of membership of Full Playing Members but are not required to pay any fees or subscriptions except as provided by this rule. Life Members who play in a winter competition will receive a deduction equal to the value of a Social membership subscription from the subscriptions applicable to registration and insurance for playing in the winter competition, but otherwise the balance of those fees and subscriptions will be payable by Life Members for the relevant winter competition.

9.4 The names of life members shall be recorded in Appendix 1 of these rules.

10. Register of members

10.1 The Club must establish and maintain a register of members of the Club specifying the name and address of each person who is a member of the together with the date on which the person became a member and the class of membership to which they belong.

10.2 The register of members must be kept at the principal place of administration of the Club and must be open for inspection, free of charge, by any member of the Club at any reasonable hour.

10.3 A member of the Club may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Committee, that other amount.

11. Fees and subscriptions

- 11.1 A member of the Club must, on admission to membership, pay to the Club a fee of \$2 or, if some other amount is determined by the Committee, that other amount.
- 11.2 In addition to any amount payable by the member under clause (1), a member of the Club must pay to the Club an annual membership fee of \$2 or, if some other amount is determined by the Committee, that other amount.
- 11.3 The Committee shall be empowered to waive payment of any of the above fees and subscriptions without limiting the privileges attaching to membership of the Club.
- 11.4 The Committee may set admission fees and annual subscription fees for different classes of membership.

12. Members' liabilities

- 12.1 The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by rule 11.

13. Resolution of internal disputes

- 13.1 Subject to rules 13.3, 14 and 15, disputes between members (in their capacity as members) of the Club, and disputes between members and the Club, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*. For the avoidance of doubt, this rule will not apply to a disciplinary matter being or having been dealt with under rules 14 or 15.
- 13.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- 13.3 This rule 13 is subject to rules 14 and 15 and in particular:
 - (a) This rule 13 will not apply to any dispute between a member and another member (in their capacity as members) while so ever the subject matter of the dispute is being or has been dealt with by the Committee pursuant to rule 14 or by the members in general meeting pursuant to rule 15; and
 - (b) This rule 13 will not apply to any dispute between a member or members and the Club, while so ever the subject matter of the dispute is being or has been dealt with by the Committee pursuant to rule 14 or by the members in general meeting pursuant to rule 15.

14. Disciplining of members

- 14.1 If a member:
 - (a) refuses or neglects to comply with any of the provisions of this Constitution or the regulations, codes of conduct, by-laws or policies approved by the Committee from time to time; or
 - (b) is in the opinion of the Committee, guilty of any conduct prejudicial to the interests of the Club; or
 - (c) is in the opinion of the Committee, guilty of conduct which is unbecoming of a member or which renders the member unfit for membership,

the Committee or a disciplinary committee duly constituted by the Committee has the power to reprimand, fine, suspend from any or all privileges of membership for

such period as it considers fit, expel or accept the resignation of such member and to remove the person's name from the register of members, provided that:

- (d) Such member is notified of any charge against the member pursuant to this Rule by notice in writing to the member at least 14 clear days before the meeting at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.
- (e) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in their defence.
- (f) The voting by the members of the Committee or disciplinary committee present at such meeting will be by secret ballot if requested by any member of the Committee or disciplinary committee. No resolution at the meeting is deemed to be passed unless a simple majority of the members of the Committee or disciplinary committee present and voting vote in favour of such resolution.
- (g) After the Committee or disciplinary committee has considered all the evidence it must come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Committee or disciplinary committee must, if the member has been found guilty, inform the member prior to considering any penalty.
- (h) The member charged must be given a further opportunity at the meeting to address the Committee or disciplinary committee in relation to the penalty appropriate to any charge of which the member has been found guilty.
- (i) If the member fails to attend such meeting the charge may be heard and dealt with and the Committee or disciplinary committee may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
- (j) In the event that a notice of charge is issued to a member pursuant to paragraph (d) of this Rule, the Committee or disciplinary committee has the power to immediately suspend that member from any or all privileges of membership until the charge is heard and determined or for 5 weeks, whichever is the sooner. Notice of an immediate suspension imposed by the Committee or disciplinary committee on a member must be notified in writing to that member, and may be included in the notice of charge.
- (k) If a disciplinary committee hears and determines a charge under this rule 14.1, a member has the right to appeal to the Committee a finding of guilt and/or penalty imposed by the disciplinary committee by making a written request to the Secretary specifying the grounds of the appeal within 28 days of receiving notification of the disciplinary committee's determination.

14.2 The Committee may from time to time make by-laws not inconsistent with this Constitution as it thinks necessary in relation to disciplinary proceedings.

15. *Right of appeal of a disciplined member*

- 15.1 The following apply to appeals to the Committee from determinations made by a disciplinary committee on guilt or penalty under rule 14.1:
- (a) Appeals will be reviewed and determined by the Committee. The Committee must not include any members who made the decision being appealed.
 - (b) The Committee must convene a meeting and determine an appeal outcome within 30 days of receiving the appeal.
 - (c) The Committee must notify the member with the outcome of the appeal meeting within 7 days of the determination of the appeal.
 - (d) A member appealing a finding on guilt or penalty will be entitled to attend the Committee meeting to make submissions regarding the appeal.
 - (e) The Committee may determine an appeal in accordance with rule 14.1(i), if the member fails to appear at the Committee meeting.
 - (f) Any member appealing a finding on guilt or penalty will be entitled to the rights and privileges of their membership category until such time as notification of their appeal outcome is received.
 - (g) No resolution at the appeal is deemed to be passed unless a simple majority of the members of the Committee present and voting vote in favour of such resolution.
- 15.2 The Committee may from time to time make by-laws not inconsistent with this Constitution as it thinks necessary in relation to appeals from determinations made by a disciplinary committee to the Committee.

Part Three–The Committee

16. *Powers of the Committee, Appointment of the Public Officer and Club's regulations, codes of conduct, by-laws and policies*

- 16.1 The Committee is to be called the Committee of management of the Club and, subject to the Act, the Regulation and these rules and to any resolution passed by the Club in general meeting:
- (a) is to control and manage the affairs of the Club, and
 - (b) may exercise all such functions as may be exercised by the Club, other than those functions that are required by these rules to be exercised by a general meeting of members of the Club, and
 - (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.
- 16.2
- (a) The Committee shall appoint from time to time a financial member to the position of Public Officer, subject to the consent of the member to the appointment.
 - (b) The Public Officer shall be entitled to attend meetings of the Committee and to make representations to the Committee but may not vote on decisions of the Committee

- 16.3 Without derogating from the general powers conferred under this Constitution, the Committee may formulate, issue, adopt, interpret and amend regulations, codes of conduct, policies or by-laws for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and/or its object including soccer in the local area. Such regulations, codes of conduct, by-laws and policies must be consistent with this Constitution and any policy directives of the Committee.
- 16.4 Amendments, alterations, interpretations or other changes to regulations, codes of conduct, policies or by-laws shall be advised to Members by means of bulletins approved by the Committee and prepared and issued by the Club. The Club shall take reasonable steps to distribute information in the bulletins to Members.
- 16.5 Such regulations, codes of conduct, policies or by-laws and any variations to them are binding on all Members once they are published and distributed in a bulletin.

17. Constitution and membership

- 17.1 Subject in the case of the first members of the Committee to section 21 of the Act:
- (a) the Committee is to consist of office-bearers of the Club, each of whom is to be elected at the annual general meeting of the Club under rule 18.
 - (b) Only Life Members, financial Full Playing Members and financial Social Members who have at least 3 consecutive years of membership of the Club immediately preceding their nomination, election or appointment may be elected to the Committee, provided that this qualification period will not prevent the nomination, election or appointment of a member not having at least 3 years consecutive membership immediately preceding their nomination, election or appointment if no other member is ready, willing or able to accept such nomination.
- 17.2 The office-bearers of the Club are to be:
- (a) the President;
 - (b) the Vice-President;
 - (c) the Treasurer;
 - (d) the Secretary; and
 - (e) the Sponsorship and Communications Officer.
- 17.3 Each member of the Committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- 17.4 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

18. Election of members

- 18.1 Nominations of candidates for election as office-bearers of the Club or as ordinary members of the Committee:
- (a) must be made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

- (b) must be delivered to the Secretary of the Club at least 2 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 18.2 If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected only if approved at the annual general meeting by the majority of members entitled to vote for the Committee. If the appointment or election of a candidate is not approved by the meeting, the candidate will not be entitled to take office.
- 18.3 If insufficient nominations are received to fill all vacancies on the Committee, further nominations are to be requested at the annual general meeting. If:
- (a) the number of additional candidates nominated at the annual general meeting equal the number of vacancies on the Committee, then the procedure in rule 18.2 for approval of the additional nominees by a majority of members shall apply; and
- (b) the number of additional candidates nominated at the annual general meeting exceed the number of vacancies to be filled, a ballot will be conducted at the annual general meeting.
- 18.4 If there remain insufficient nominations received at the annual general meeting to fill all vacancies on the Committee, or if a candidate is not approved by a majority of members under rule 18.2, any vacant positions remaining on the Committee will be deemed to be casual vacancies under rule 21.
- 18.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 18.6 The ballot for the election of office-bearers and ordinary members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

19. Secretary

- 19.1 The Secretary of the Club must, as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address.
- 19.2 It is the duty of the Secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the Committee,
- (b) the names of members of the Committee present at a Committee meeting or a general meeting, and
- (c) all proceedings at Committee meetings and general meetings.
- 19.3 Minutes of proceedings at a meeting must be signed by the chairpersons of the meeting.

20. Treasurer

- 20.1 It is the duty of the Treasurer of the Club to ensure:
- (a) that all money due to the Club is collected and received and that all payments authorised by the Club are made,
- and
- (b) that correct books and accounts are kept showing the financial affairs of

the Club, including full details of all receipts and expenditure connected with the activities of the Club.

21. Casual vacancies

- 21.1 For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the Club, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under rule 22, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Committee for 2 consecutive meetings of the Committee or for more than 2 meetings in a period of 2 months.

22. Removal of member

- 22.1 The Club in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed. If a member of the Committee to whom a proposed resolution referred to in rule 22.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. Meetings and quorum

- 23.1 The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- 23.2 Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- 23.3 Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- 23.4 Notice of a meeting given under rule 23.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- 23.5 Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 23.6 No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present,

the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

- 23.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 23.8 At a meeting of the Committee:
- (a) the President or, in the President's absence, the Vice-President is to preside, or
 - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

24. Delegation by Committee to Sub-Committee

- 24.1 The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of the Club as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- 24.2 A function the exercise of which has been delegated to a Sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- 24.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 24.4 Despite any delegation under this rule, the Committee may continue to exercise any function delegated.
- 24.5 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- 24.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 24.7 A Sub-Committee may meet and adjourn, as it thinks proper.

25. Voting and decisions

- 25.1 Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting.
- 25.2 Each member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 25.3 Subject to rule 23.5, the Committee may act despite any vacancy on the Committee.
- 25.4 Any act or thing done or suffered, or purporting to have been done or suffered, by

the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

26. *Transaction of business outside meetings or by telephone or other means*

- 26.1 The Committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- 26.2 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.
- 26.3 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.
- 26.4 The chairperson 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 rule 25.2, or
 - (b) a meeting held in accordance with rule 25.3.
- 26.5 A resolution approved under rule 26.2 must be recorded in the minutes of the meetings of the Committee.

Part Four—General Meeting

27. *Annual general meetings – holding of*

- 27.1 With the exception of the first annual general meeting of the Club, the Club must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Club, convene an annual general meeting of its members.
- 27.2 The Club must hold its first annual general meeting:
- (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the Club.
- 27.3 Rules 26.1 and 26.2 have effect subject to any extension or permission granted by the Director-General under section 37(2)(b) of the Act or prescribed by the Regulation.

28. *Annual general meetings – calling of and business at*

- 28.1 The annual general meeting of the Club is, subject to the Act and to rule 27, to be convened on such date and at such place and time as the Committee thinks fit.
- 28.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Committee reports on the activities of the Club during the last preceding financial year,

- (c) to elect office-bearers of the Club and ordinary members of the Committee,
- (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.

28.3 An annual general meeting must be specified as such in the notice convening it.

29. Special general meetings – calling of

- 29.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- 29.2 The Committee must, on the requisition in writing of at least 15 per cent of the total number of members, convene a special general meeting of the Club.
- 29.3 A requisition of members for a special general meeting:
- (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 29.4 If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 29.5 A special general meeting convened by a member or members as referred to in rule 29.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who consequently incurs expenses is entitled to be reimbursed by the Club for any expense so incurred.

30. Notice

- 30.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 30.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under rule 30.1, the intention to propose the resolution as a special resolution.
- 30.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 28.2.
- 30.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31. Procedure

- 31.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 31.2 Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 31.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 31.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

32. Presiding member

- 32.1 The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Club.
- 32.2 If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

33. Adjournment

- 33.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 33.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 33.3 Except as provided in rules 33.1 and 33.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. Making of decisions

- 34.1 A question arising at a general meeting of the Club must be decided by–
 - (a) a show of hands, or
 - (b) if rule 35 applies – an appropriate method as determined by the Committee, or
 - (c) a written ballot or poll, but only if–
 - (i) the chairperson at the meeting moves that the question be decided

by ballot, or

- (ii) at least 5 members agree the question should be determined by ballot.

34.2 If a question is decided using a method referred to in rules 33.1(a) or 34.1(b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method–

- (a) a declaration by the chairperson at the meeting,
- (b) an entry in the Club's minute book.

34.3 A written ballot or poll must be conducted in accordance with the directions of the chairperson.

35. *Postal or electronic ballots*

35.1 The Club may hold a postal or electronic ballot, as determined by the Committee, to decide any matter.

35.2 The ballot must be conducted in accordance with Schedule 2 of the Regulation.

36. *Transaction of business outside meetings or by telephone or other means*

36.1 Subject to any rules or by-laws approved by the Committee from time to time, the Club may transact its business by the circulation of papers, including by electronic means, among all members of the Club.

36.2 If the Club 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 Club made at a general meeting.

36.3 Subject to any rules or by-laws approved by the Committee from time to time, the Club 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.

36.4 The chairperson at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Club for the purposes of–

- (a) the approval of a resolution under rule 36.2, or
- (b) a meeting held in accordance with rule 36.3.

36.5 A resolution approved under rule 36.2 must be recorded in the minutes of the meetings of the Club.

37. *Special resolution*

37.1 A resolution of the Club is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Club as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Director-General.

38. Voting

- 38.1 On any question arising at a general meeting of the Club a member has one vote only.
- 38.2 All votes must be given personally or by proxy but no member may hold more than 3 proxies.
- 38.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 38.4 A member or proxy is not entitled to vote at any general meeting of the Club unless all money due and payable by the member or proxy to the Club has been paid.
- 38.5 The rights of members to attend and to vote at General Meetings of the Club;
- (a) All financial members have the right to attend General Meetings of the Club;
 - (b) Subject to rule 38.5(c), only financial Full Playing Members, financial Social Playing Members and Life Members may vote on the election of the Committee and on any resolution put to a General Meeting, including Special Resolutions; and
 - (c) Supporter Members may not vote on the election of the Committee or on any resolution put to a General Meeting, including Special Resolutions, except that those financial Supporter Members who at the date of the Special Resolution adopting Rule 38.5 are entered in the register of members of the Club may vote on the election of the Committee and on any resolution put to a General Meeting, including Special Resolutions.

39. Appointment of proxies

- 39.1 Each member is to be entitled to appoint another member as proxy by notice, which must be in the possession of the proxy at the meeting.
- 39.2 The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

Part Five–Miscellaneous**40. Insurance**

- 40.1 The Club may effect and maintain insurance.

41. Membership of and Affiliation with other organisations

- 41.1 The Club may become a member of, or affiliate with, any other organisation consistent with the pursuit of the objectives outlined in rule 2.

42. Funds – source

- 42.1 The funds of the Club are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the Committee determines.
- 42.2 All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- 42.3 The Club must as soon as practicable after receiving any money, issue an appropriate receipt.

43. Financial year and Funds – management

- 43.1 Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the Committee determines.
- 43.2 The assets and income of the Club shall be applied solely in furtherance of its above-mentioned objectives and no portion shall be distributed directly or indirectly to the members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.
- 43.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Club, being members or employees authorised to do so by the Committee.
- 43.4 The financial year of the Club shall commence on the first day of April and end on the last day of March in each year or, subject to the Act, be for such other period as the Committee may determine.

44. Alteration of objects and rules

- 44.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Club.

45. Common seal and execution of documents

- 45.1 The common seal of the Club must be kept in the custody of the public officer.
- 45.2 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 2 members of the Committee or of 1 member of the Committee and of the public officer or Secretary.
- 45.3 The Club may execute a document (including a deed) without using the common seal if that document is signed by:
 - (a) 2 Committee members; or
 - (b) 1 Committee member and the public officer or Secretary.
- 45.4 The Club must not execute a document (whether with or without using the common seal) except by the authority of a resolution passed at a meeting of the Committee previously given.

46. Custody of books

- 46.1 Except as otherwise provided by these rules, the books, records and other documents relating to the Club must be kept under the custody or control of the Committee.

47. Inspection of books

- 47.1 The records, books and other documents of the Club must be open to inspection, free of charge, by a member of the Club at any reasonable hour.

48. Notices to members

- 48.1 A notice may be given by the Club to any member either:
 - (a) personally;
 - (b) by sending the notice by post to the address of the member recorded for

that member by the Club;

- (c) by sending the notice to the electronic address recorded for that member by the Club; or
- (d) by notifying the member via physical or electronic communication that the notice is available and how it may be accessed electronically (subject to any requirements of the Act).

48.2 Where a notice is sent by post it is taken to be given:

- (a) in the case of a notice convening a meeting, on the day after the day on which the notice was posted, or
- (b) in any other case, 3 days after the notice was posted.

48.3 Where a notice is sent by electronic means, the notice is taken to have been given on the day after it was sent.

48.4 Where notice is given under rule 48.1(d), the notice is taken to be given on the day after the day on which the member is notified that the notice is available.

49. Dissolution

49.1 In the event of the Club being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any association or club with similar purposes which is not carried on for the profit or gain of its individual members.

Appendices

Appendix 1 - Life Members

COIDAN, Mitchell

LUMB, Robert

MEARS, Gavin

MOUAKKASSA, Sherif

ROBINSON, Mark

ROPPOLO, Joseph

Appendix 2

Proxy Nomination Form

I, _____, being a member of Sydney Rangers Football Club Inc. hereby appoint _____ being a member of Sydney Rangers Football Club Inc., as my proxy to vote for me on my behalf at the general meeting of the Club to be held on the _____ day of _____ and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

* *to be inserted if desired.*

Signature: _____ **Date:** _____

NOTE: A proxy vote may not be given to a person who is not a member of the Club