



Sydney Rangers Football Club Incorporated

Constitution

Adopted	Special Resolution passed at the Special General Meeting held on 19 June 2026
Amended	

Sydney Rangers Football Club Incorporated Constitution

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PART ONE-PRELIMINARY

1 NAME, REPRESENTATIVE COLOURS, PLAYERS' UNIFORM AND LOGO

- (a) The name of the Club shall be Sydney Rangers Football Club Incorporated (**Club**).
- (b) The representative colours of the Club shall be blue, sky blue, white and black, which may be used each on their own or in any combination. The Board may from time to time authorise the use of other representative colours for the Club for specific games, tournaments, competitions or events.
- (c) The Board shall determine from time to time the design of the players' Football uniform.
- (d) The Board shall determine from time to time the design of the Club's logo.

2 DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Act 2009* (NSW).

Annual General Meeting means an annual general meeting of the Club that section 37 of the Act requires to be held.

Appointed Directors are those Directors who are not Elected Directors, being those Directors appointed under rule 15.

Association means Football Canterbury Incorporated (Y0433839) or its successor body and which is a member of or affiliated with FNSW.

Board means the committee, or body managing the Club and consisting of the Directors or Board members.

By-Law means any rules, policies, codes or by-laws made under rule 35.

Chairperson means the Director acting in the role of the chair as set out in rule 17.6 or 25.2.

Club means Sydney Rangers Football Club Incorporated.

Constitution means this Constitution of the Club.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a member of the Board.

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

Elected Directors means those Directors elected by the Members and includes any Director appointed to fill a casual vacancy previously held by an Elected Director.

FA means Football Australia Limited, Australia's Football governing body.

FIFA means Federation Internationale de Football Association, the world's Football governing body.

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

Financial Year means (unless determined otherwise by the Board) the period of 12 months commencing on 1 April and ending on 31 March each year.

FNSW means Football New South Wales Limited, the governing body for Football in New South Wales (except for the Northern regions of NSW, the governing body for which is Northern New South Wales Football).

Football means the sport of football, and includes 11 a side or small sided variants such as 5 a side, 6 a side and so on, and includes the terms "soccer" and "futsal".

General Meeting means the Annual General Meeting or any Special General Meeting of the Club.

Incapacitated means unable to fulfil duties as required by this Constitution or the Act, because of a mental or physical condition that results in a Director, Public Officer or other officer being unable to perform the duties required by their office, including being unable to:

- (a) understand the information relevant to the decisions that will have to be made in their role;
- (b) retain that information to the extent necessary to make those decisions;
- (c) use or weigh that information as part of the decision making process; or
- (d) communicate the decisions in some way.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

Judiciary Committee means a judiciary committee as may be established by the Board under rule 10.2(b).

Life Member means a person conferred membership of the Club for life by resolution at a General Meeting.

Member means a class of member of the Club for the time being under rule 5.2.

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.

Objects means the objects or objectives of the Club in rule 3.

Public Officer means the person appointed to be the public officer of the Club in accordance with the Act.

Register means the register of Members kept under rule 7.

Regulation means the *Associations Incorporation Regulation 2022* (NSW).

Seal means the common Seal of the Club (if any).

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.

Special Resolution has the meaning given in the Act and in rule 26.5.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (b) words importing the singular include the plural and vice versa;

- (c) words importing any gender include the other genders;
- (d) references to persons include corporations and bodies politic;
- (e) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (f) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (g) a reference to present in person means present physically or by electronic means;
- (h) references to "Board" and "Directors" in this Constitution are for convenience only and such references do not of themselves impose or imply any obligation or liability on members of the Board under the Corporations Act not otherwise applicable at law; and
- (i) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic transmission.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. The model constitution under the Act is expressly displaced by this Constitution.

3 OBJECTS OF THE CLUB

The Club will apply its income and property towards promoting its Objects. The Objects of the Club are to:

- (a) recognise FA as the peak national authority for Football in Australia and FNSW as the peak authority for Football in New South Wales (**NSW**) (except for the Northern regions of NSW, the governing body for which is Northern NSW Football Limited);
- (b) conduct, encourage, promote, advance and administer Football in the LGBTQ+ Community and its allies;
- (c) act, at all times, on behalf of and in the interest of the Members and Football in the LGBTQ+ Community;
- (d) affiliate and otherwise liaise with the Association, FNSW and/or FA of which the Club is a Member and adopt their rule and policy frameworks to further these Objects;
- (e) abide by, promote, enforce and secure uniformity in the application of the rules of Football as may be determined from time to time by FA or FNSW and as may be necessary for the management and control of Football and related activities in New South Wales;
- (f) where feasible, develop the competition skills of members through participation in Football competitions, tournaments and events run within the Sydney region;
- (g) whenever possible, enter team(s) to represent the Club in Football and futsal competitions, tournaments and events including LGBTQ+ Football, whether held in Australia or overseas and events which the Board may from time to time authorise by resolution.

- (h) financially, whenever feasible and in the best interest of the Club to do so, assist Members selected to represent the Club at national or international Football competitions, tournaments and events and to co-ordinate fundraising activities and sponsorship for this purpose;
- (i) co-ordinate social activities amongst the Club membership;
- (j) whenever feasible, and in the best interests of the Club to do so, assist the International Gay and Lesbian Football Association (**IGLFA**), Pride Football Australia Incorporated and its member clubs, 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;
- (k) have regard to the public interest in its operations; and
- (l) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4 POWERS OF THE CLUB

The Club has the rights, powers and privileges conferred on it under section 19 of the Act solely for furthering the Objects.

PART TWO—MEMBERSHIP

5 MEMBERS

5.1 Existing Membership

The members of the Club are:

- (a) those persons who at the date of the Special Resolution adopting this Constitution are entered in the Club's Register, who shall at the date of adoption of this constitution retain the class of membership shown in the Register; and
- (b) those persons who are afterwards admitted to membership in accordance with this constitution.

5.2 Classes of Membership

The classes of membership of the Club are as follows:

- (a) Full Playing Members;
- (b) Social Playing Members;
- (c) Supporter Members;
- (d) Affiliate Members; and
- (e) Life Members.

5.3 Eligibility for Membership

Subject to any other requirements of this Constitution and By-Laws, including payment of any admission fee and annual subscription (regardless of whether the application is made at any time after commencement of the membership year but subject to rule 11(d), a person who has attained the age of 18 years is eligible to become a Full Playing Member, Social Playing Member, Supporter Member, Affiliate Member or Life Member.

5.4 Rights of Members

- (a) In addition to other rights set out under this Constitution (for example, under rule 13.1(b) – eligibility to hold office on the Board, or rule 14.2(a) – nomination of Directors) and

subject to any other restrictions contained in this Constitution, the rights of Members of the Club are as follows:

- (i) Life Members are entitled to receive notice of General Meetings, be present and vote at General Meetings, hold office on the Board, nominate eligible Members to hold office on the Board, and vote in elections of the Board;
- (ii) financial Full Playing Members are entitled to receive notice of General Meetings, be present and vote at General Meetings, hold office on the Board, nominate eligible Members to hold office on the Board, and vote in elections of the Board;
- (iii) financial Social Playing Members (including non-playing coaches and managers) who were elected to membership:
 - (A) prior to the Special General Meeting in 2026 at which this Constitution is adopted, are entitled to receive notice of General Meetings, hold office on the Board, nominate eligible Members to hold office on the Board, be present and vote at General Meetings, and vote in elections of the Board;
 - (B) after the Special General Meeting in 2026 at which this Constitution is adopted, are entitled to receive notice of General Meetings, and to be present, but not to vote, at General Meetings;
- (iv) financial Supporter Members are entitled to receive notice of General Meetings, and to be present, but not to vote, at General Meetings; and
- (v) financial Affiliate Members are entitled to receive notice of General Meetings, and to be present, but not to vote, at General Meetings.
- (b) Social Playing Members elected to membership after the Special General Meeting in 2026, Supporter Members and Affiliate Members may only hold office on the Board as Appointed Directors and must not nominate an eligible Member to hold office on the Board.
- (c) The rights of Members to play in tournaments, competition or social games, or participate in such other events, playing and social activities shall be determined by the Board from time to time and is subject to the rules of any relevant organisation which controls the tournament, game, competition or activity and subject to team selection.
- (d) In addition, subject to any other requirements of this Constitution and By-Laws and requirements of the policies, by-laws or regulations of FNSW, the Association or the FA, only Full Playing Members and Life Members are eligible to play in tournaments, games or competitions organised, controlled or operated by the Association, FNSW or the FA.

5.5 Life Members

- (a) The Board may recommend to a General Meeting that any Member aged 18 years or older and who has rendered distinguished service to the Club be appointed as a Life Member.
- (b) A resolution of the General Meeting to confer Life membership (subject to rule 5.5(c)) on the recommendation of the Board must be a resolution passed by a majority of two thirds of the votes cast at the meeting.
- (c) A person nominated and elected to Life membership must accept or reject the Club's resolution to confer Life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- (d) 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 Playing 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.

- (e) The names of Life Members shall be recorded in Appendix 1 of this Constitution. Amendments to Appendix 1 do not require a Special Resolution as long as there has been compliance with this rule 5.5.

6 MEMBERSHIP APPLICATION AND RENEWAL

6.1 Application for Membership

- (a) An application for membership must be:
 - (i) from the applicant, in writing on the form prescribed from time to time by the Board (if any), and lodged with the Club; and
 - (ii) accompanied by the appropriate fee (if any).
- (b) By applying, an applicant acknowledges and agrees that they voluntarily agree to be bound by the By-Laws of the Club and this Constitution (as well as those of the Association, FNSW and FA to the extent that those by-laws apply to the Member, for example if they are a Full Playing Member or Life Member participating in an activity, game, tournament or competition organised or controlled by the Association, FNSW or FA or to the extent the Board has applied or must apply those by-laws to any class of membership).

6.2 Discretion to Accept or Reject Application

- (a) The Board or a duly appointed committee of the Board shall consider any application for membership at a Board meeting after the receipt of the application in the prescribed form pursuant to rule 6.1. At that meeting, the Board may accept or reject an application whether the applicant has complied with the requirements in rule 6.1 or not. The Club shall not be required or compelled to provide any reason for such acceptance or rejection, however the Club shall notify the prospective Member of any such acceptance or rejection.
- (b) Where the Board accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Board. The Register shall be amended by the Club accordingly as soon as practicable to reflect the status of membership.
- (c) Where the Board rejects an application, the Club shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club. No reasons for rejection need be given.
- (d) There is no right of appeal where the Board rejects an application for membership, whether a new application or a renewal application.

6.3 Renewal

- (a) Members (other than Life Members) must re-apply for membership annually in accordance with the timeframes and procedures set down by the Club from time to time. Members acknowledge and agree that membership renewal is not automatic. Rule 6.2 applies to re-applications for membership.
- (b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.

7 REGISTER OF MEMBERS

7.1 Club to keep Register:

- (a) The Club shall keep and maintain a Register (whether in written or electronic form) in which shall be entered (as a minimum):

- (i) the full name, address and email address of the Member;
 - (ii) the category of membership of the Member;
 - (iii) the date on which the Member became a Member;
 - (iv) any other information determined by the Board; and
 - (v) where applicable, the date of cessation of membership of any Member.
- (b) Members shall provide notice of any change and required details to the Club within one (1) month of such change.

7.2 Inspection of Register

Having regard to privacy and confidentiality considerations, inspection of the Register will only be available as required by the Act and under rule 29.2(b). If permitted or required by law, only an extract of the Register, excluding the address, email address or other contact details of any Member, shall be made available for inspection (but not copying) by Members.

7.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used by the Club solely to further the Objects, as the Board considers appropriate.

8 EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the By-Laws. If applicable, a Member is also bound by the Association's, FNSW's and FA's constitutions, by-laws, statutes, rules, regulations, policies, procedures, codes of conduct, directives and guidelines (for example, a Member may be bound by those documents because they participate in a game, tournament or activity sanctioned or operated by FNSW or FA);
- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) by submitting to this Constitution and the By-Laws, they are subject to the jurisdiction of the Club and whenever applicable, of the Association, FNSW and FA;
- (d) where there is any inconsistency between this Constitution or the By-Laws and the FNSW constitution, by-laws, rules, regulations, policies, procedures, codes of conduct, directives and guidelines (**FNSW Governing Documents**), the FNSW Governing Documents shall prevail;
- (e) they submit exclusively to the jurisdiction of the internal grievance resolution and disciplinary procedures of the:
 - (i) Club in relation to disputes between Members, or between Members and the Club pursuant to this Constitution and the By-Laws; and
 - (ii) (if applicable) the Association, FNSW and FA in relation to disputes between Members, or between Members and the Club or between Members and the Association pursuant to this Constitution, the By-Laws, the FNSW and FA Constitutions, by-laws, statutes and regulations,
 in relation to any disputes, grievances and/or disciplinary matters;
- (f) they will not commence or pursue any proceedings in a court of law or by any other method until such time as the internal grievance resolution or disciplinary processes of the Club and if applicable, the Association, FNSW and FA have been exhausted;

- (g) the Constitution and the By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Football;
- (h) neither membership of the Club nor this Constitution gives rise to:
 - (i) any proprietary right of Members in, to or over, the Club or its property or assets;
 - (ii) any automatic right of a Member to renewal of their membership of the Club; or
 - (iii) subject to the Act the right of Members to natural justice, unless expressly provided for in this Constitution;
- (i) they are entitled to all benefits, advantages, privileges and services of Club membership; and
- (j) a right, privilege or obligation of a person by reason of their membership of the Club:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

9 DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by:
 - (i) giving notice in writing to the Club of such withdrawal or resignation; or
 - (ii) by returning their membership card (if any) and clearly indicating to a Director (verbally or in writing) that they resign from membership.
- (b) When the Club receives a notice given under rule 9.1(a), it must make an entry in the Register that records the date on which the Member ceased to be a Member.
- (c) A resignation pursuant to rule 9.1(a) takes effect from the date on which the notice is received by the Club or the date on which the membership card (if any) is received by the Club.
- (d) A person who ceases to be a member for any reason, immediately forfeits all rights and privileges as a member of the Club.

9.2 Discontinuance pursuant to determination of the Board or Judiciary Committee Disciplinary Proceedings

Membership of the Club will be discontinued pursuant to disciplinary proceedings under rule 10 and a determination of expulsion by the Board or Judiciary Committee or statement of resignation made by the Member to the Board or Judiciary Committee at the disciplinary hearing.

9.3 Member may re-apply

If a person's membership has ceased or been discontinued for any reason, and that person seeks readmission as a Member of the Club, then that person:

- (a) must seek renewal and re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Board. There is no right of appeal where the Board refuses to re-admit a former Member under this rule.

9.4 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, forfeits all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property.

Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately. The person remains liable for any money due and unpaid to the Club at the date of cessation of that person's membership, and, any other money for which that person is or may become liable under this Constitution.

9.5 Membership may be Reinstated

Membership which has been discontinued or which has ceased under this rule 9 may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

9.6 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded to the Member upon discontinuance subject to the refund policy made or passed by the Board or any duly authorised committee.

10 DISCIPLINARY PROCEEDINGS

10.1 Grounds for Disciplinary Proceedings

- (a) The Board may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, By-Laws, or to the extent that they apply to the Member the by-laws, policies or regulations of the Association, FNSW or the FA, or any resolution or determination of the Board or any duly authorised committee;
 - (ii) acted in a manner unbecoming of a Member; or
 - (iii) prejudicial to the purposes and interests of the Club; or
 - (iv) brought the Club or Football into disrepute in connection with the Club's activities or through their representation of the Club.
- (b) A Member who participates in a game, tournament, competition or activity sanctioned, controlled, organised or operated by the Association, FNSW or the FA may be subject to separate or additional disciplinary proceedings by any one of those bodies and their ability to participate in any such games will also be subject to any determination of those bodies. Any such sanction imposed by the Association, FNSW or the FA is in addition to any sanction imposed by the Board or Judiciary Committee under this rule 10, and to the extent of any inconsistency, is in substitution for the sanction imposed by the Board or Judiciary Committee. For example:
 - (i) any suspension imposed by the Board or Judiciary Committee on a Member which prevents them playing in games, tournaments, competitions or activities sanctioned, controlled, organised or operated by the Association, FNSW or FA which is less than that imposed by them is subject to any lengthier suspension imposed by those bodies; and
 - (ii) the Board or Judiciary Committee may expel a Member even if the Association, FNSW or FA suspends them for a limited period from participating in any game, tournament, competition or activity sanctioned, controlled or organised or operated by those bodies.

10.2 Procedure

- (a) A Member that has allegedly engaged in the conduct set out at rule 10.1(a) is subject to and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Club set out in this Constitution, the By-Laws, or as otherwise determined by the Board.
- (b) Without limiting the operation of rule 10.2(a), the Board may appoint a Judiciary Committee of at least three (3) financial Members at least one (1) of whom must be a Director, to deal with any disciplinary matter referred to it. A quorum of the Judiciary

Committee is three (3) Members appointed by the Board. Such a Judiciary Committee shall operate in accordance with the procedures expressed in this Constitution, the By-Laws, or as otherwise determined by the Board but subject always to the Act.

- (c) The Board or a duly constituted Judiciary 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 Member's name from the Register, provided that:
 - (i) 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.
 - (ii) 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.
 - (iii) The voting by the members of the Board or Judiciary Committee present at such meeting will be by secret ballot if requested by any member of the Board or Judicial Committee. No resolution at the meeting is deemed to be passed unless a simple majority of the members of the Board or Judiciary Committee present and voting vote in favour of such resolution.
 - (iv) After the Board or Judiciary 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 Board or Judiciary Committee must, if the member has been found guilty, inform the member prior to considering any penalty.
 - (v) The Member charged must be given a further opportunity at the meeting to address the Board or Judiciary Committee in relation to the penalty appropriate to any charge of which the member has been found guilty.
 - (vi) If the member fails to attend such meeting:
 - (A) the charge may be heard and dealt with in their absence; and
 - (B) the Board or Judiciary 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.
 - (vii) If a notice of charge is issued to a Member pursuant to rule 10.2(c)(i), the Board or Judiciary 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 five weeks, whichever is the sooner. Notice of an immediate suspension imposed by the Board or Judiciary Committee on a member must be notified in writing to that member, and may be included in the notice of charge.
 - (viii) If a Judiciary Committee hears and determines a charge under this rule 10.2, a Member has the right to appeal to the Board a finding of guilt and/or penalty imposed by the Judiciary Committee by making a written request to the Secretary specifying the grounds of the appeal within 14 days of receiving notification of the Judiciary Committee's determination.
 - (ix) The Board may from time to time make By-Laws not inconsistent with this Constitution as it thinks necessary in relation to disciplinary proceedings.

10.3 Appeals to the Board from a decision of the Judiciary Committee

- (a) The following apply to appeals to the Board from determinations made by a Judiciary Committee on guilt or penalty under rule 10.2:

- (i) Appeals will be reviewed and determined by the Board. The Board must not include any Members who made the decision being appealed.
 - (ii) The Board must convene a meeting and determine an appeal outcome within 30 days of receiving the appeal.
 - (iii) The Board must notify the Member with the outcome of the appeal meeting within 7 days of the determination of the appeal.
 - (iv) A member appealing a finding on guilt or penalty will be entitled to attend the Board meeting to make submissions regarding the appeal.
 - (v) The Board may determine an appeal in accordance with rule 10.2(c)(vi), if the Member fails to appear at the Board meeting.
 - (vi) 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.
 - (vii) No resolution at the appeal is deemed to be passed unless a simple majority of the Members of the Board present and voting vote in favour of such resolution.
- (b) The Board 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 Judiciary Committee to the Board.

11 SUBSCRIPTIONS AND FEES

- (a) The annual membership subscription and any other fees or levies payable by Members or categories of Members to the Club, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time. The Board may set different admission fees and annual subscriptions for each class of membership.
- (b) Subject to rule 11(d), a Member whose annual subscription or any other fees are in arrears, or who has failed to renew their membership by the due date shall cease to be entitled to the rights and privileges of membership and may be removed from the membership of the Club and the rules of natural justice do not apply to removal from membership.
- (c) Subject to rule 11(d), where a Member's annual subscription or any other fees are in arrears for more than 30 days that Member's membership ceases.
- (d) In circumstances as may be determined by the Board from time to time under any By-Law, such as cases of individual hardship, the Board may waive or extend time for payment of any fees, levies or subscriptions without limiting the privileges attaching to membership of the Club.

PART THREE – THE BOARD

12 EXISTING DIRECTORS AND POWERS OF THE BOARD

12.1 Existing Directors

The members of the administrative or governing body (by whatever name called) of the Club in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution. After this General Meeting the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

12.2 Powers of the Board

Subject to the Act and this Constitution, the business of the Club shall be managed, and the powers of the Club shall be exercised by the Board. The Board:

- (a) may exercise all such functions as may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a General Meeting of Members of the Club, and
- (b) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Club.

12.3 Potential junior membership under a separately incorporated entity

- (a) The Club may not admit persons to membership who are under the age of 18 years.
- (b) The Board may, with the consent of Members in General Meeting by way of a Special Resolution passed at the General Meeting, incorporate a separate corporate entity as a related body corporate of the Club for the purposes of accepting persons under the age of 18 years as members of that related body corporate. A separate corporate entity may not otherwise be incorporated by the Board for such a purpose.

13 COMPOSITION, ELECTION AND APPOINTMENT OF THE BOARD

13.1 Composition of the Board

Subject in the case of the first members of the Board to section 21 of the Act:

- (a) the Elected Directors are the office-bearers of the Club referred to in rule 13.3, each of whom is to be elected at the Annual General Meeting of the Club under rule 14.
- (b) Only:
 - (i) Life Members;
 - (ii) financial Full Playing Members; and
 - (iii) financial Social Playing Members who were Members prior to the Special General Meeting in 2026 at which this Constitution is adopted,

and who have at least three (3) consecutive years of membership of the Club immediately preceding their nomination, may be elected to the Board (i.e. Elected Directors). However, if there are an insufficient number of nominees holding this qualification period, then eligible Members, with less than 3 consecutive years of membership may be nominated or be appointed as Elected Directors to fill the relevant positions.

13.2 Election and appointment of the Directors

The Board shall comprise up to:

- (a) five (5) Elected Directors who must all be Members and who shall be elected under rule 14; and
- (b) two (2) Appointed Directors who must be financial Members (in any class of membership) and who may be appointed by the Directors under rule 15.

13.3 Portfolios and roles

- (a) The Elected Directors shall hold one of the following :
 - (i) the President;
 - (ii) the Vice-President;
 - (iii) the Treasurer;
 - (iv) the Secretary; and
 - (v) the Sponsorship and Fundraising Officer.

- (b) Allocation of titles to the Elected Directors shall be determined by By-Laws approved by the Board from time to time under rule 14.3(f). For the avoidance of doubt, the By-Laws may determine that any one or more portfolios are subject to direct election by Members, or that any one or more portfolios are determined by the Board as soon as practicable after each Annual General Meeting.
- (c) Subject to this Constitution and any resolution of the Board, the allocation of portfolios or titles does not affect the powers and duties of Directors.

14 ELECTED DIRECTORS

14.1 Nomination for Board

- (a) Nominations for Elected Director positions shall be called with the notice for the Annual General Meeting.
- (b) Nominees for Elected Director positions must declare any position they hold in the Association, FNSW or FA.

14.2 Form of Nomination and Publication of Names of Candidates for Election

- (a) Nominations must be:
 - (i) in writing (electronic or otherwise);
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) signed by two (2) Members who are eligible under this Constitution to nominate a Member for election or appointment as a Director;
 - (iv) certified by the nominee (who must be a Member or person eligible under this Constitution to be nominated for election or appointment as a Director) expressing their willingness to accept the position for which they are nominated; and
 - (v) delivered to the Club not less than seven (7) days before the date fixed for the Annual General Meeting.
- (b) As soon as practicable after receipt of nominations under rule 14.2(a)(v) and prior to the Annual General Meeting, the Club must either post the names of the candidates for election to the Board on the Club's website, or send a notice to Members eligible to vote in the election of the names of the candidates for election. Both methods of notification may also be used.

14.3 Elections

- (a) The Board shall appoint a Member as the returning officer who shall supervise the counting of the votes. Subject to this rule, the returning officer may be the Public Officer. The returning officer may not be a candidate for election as an Elected Director.
- (b) 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 Board, then those nominated shall be declared elected only if approved at the Annual General Meeting by the majority of members present and entitled to vote in the election of the Board. If the election of a candidate is not approved by the meeting, the candidate will not be entitled to take office.
- (c) If insufficient nominations are received to fill all vacancies on the Board, further nominations are to be requested at the Annual General Meeting. If:
 - (i) the number of additional candidates nominated at the Annual General Meeting equal the number of vacancies on the Board, then the procedure in rule 14.3(b) for approval of the additional nominees by a majority of members shall apply; or

- (ii) 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.
- (d) If there remain insufficient nominations received at the Annual General Meeting to fill all vacancies on the Board, or if a candidate is not approved by a majority of members under rule 14.3(b), any vacant positions remaining on the Board will be deemed to be casual vacancies under rule 16.1.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) The ballot for the election of office-bearers/Elected Directors is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct pursuant to By-Laws that are not inconsistent with this Constitution.

14.4 Term of Appointment for Elected Directors

Elected Directors elected under rule 14 shall be elected for a term of approximately one (1) year as set out in this rule. Subject to provisions in this Constitution relating to early retirement or removal of Directors, Elected Directors shall remain in office for a term commencing from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the following Annual General Meeting.

15 APPOINTED DIRECTORS

15.1 Appointment of Directors

The Elected Directors may appoint up to two (2) Appointed Directors, which may include appointment of the Public Officer as a Director.

15.2 Qualifications for Appointed Directors

The Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. Appointed Directors must be Members in any class of membership.

15.3 Term of Appointment

Appointed Directors may be appointed by the Elected Directors under this Constitution for a term of approximately one year (1), which shall commence from the first Board meeting after the Annual General Meeting until the first Board meeting after the following Annual General Meeting at which their appointment can be renewed by the newly elected Board.

16 VACANCIES ON THE BOARD

16.1 Casual Vacancies

Any casual vacancy occurring in the position of Director may be filled by the Board from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the outgoing Director's term under this Constitution.

16.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) after reasonable consideration by the Board, acting in good faith and based on appropriate evidence reasonably considered by the Board, is determined by the Board to

have become Incapacitated and the Board reasonably expects the Director will remain Incapacitated for a period exceeding three (3) months, provided always that:

- (i) the Director is first given the opportunity to make written or oral submissions to the Board before a determination is made; and
- (ii) any determination made under this rule 16.2 shall be made with the Directors acting reasonably; or
- (d) resigns their office in writing to the Club;
- (e) is absent without the consent of the Board for two (2) consecutive meetings of the Board or for more than two (2) meetings in a period of two (2) months;
- (f) holds any office of employment with the Club without the approval of the Board;
- (g) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest;
- (h) has a criminal record, criminal charges pending against them or any rulings against them by a professional body or tribunal;
- (i) in the reasonable opinion of the Board (but subject always to this Constitution) has:
 - (i) acted in a manner unbecoming or prejudicial to the Objects and interests of the Club;
 - (ii) brought themselves or the Club into disrepute;
- (j) is removed by Special Resolution; or
- (k) would otherwise be prohibited from being a director of a corporation under the Corporations Act or prohibited from being a committee member under the Act.

16.3 **Board May Act**

If a casual vacancy or vacancies arises in the office of a Director or Directors, the Board may act. If the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board however, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum.

17 **MEETINGS OF THE BOARD**

17.1 **Board to Meet**

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (but shall meet at least four (4) times in each calendar year and at least as often as is required under the Act). Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board to be held within a reasonable time.

17.2 **Decisions of Board**

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a simple majority of votes (i.e., 50% +1) and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. Where voting is equal, there is no casting vote and the motion will be lost.

17.3 **Resolutions Not in Meeting**

- (a) A resolution in writing that has been signed or assented to by any form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution, known as a circular resolution, may consist of several documents in like form each signed by one or more of the Directors.

- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting can communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution. The notice will specify that Directors are not required to be physically present;
- (c) if a failure in communications prevents rule 17.3(b) from being satisfied by the number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until rule 17.3(b) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned; and
- (d) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Director is there present. If no Director is there present, the meeting shall be deemed to be held at the place where the chair of the meeting is located.

17.4 **Quorum**

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is a majority of Directors. A quorum must remain present throughout the meeting.

17.5 **Notice of Board Meetings**

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than two (2) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than one (1) day prior to such meeting.

17.6 **President/Chairperson**

The President shall be the chair of the Board. The chair shall be the nominal head of the Club and will act as Chairperson of any Board meeting or General Meeting at which they are present. If the chair is not present, or is unwilling or unable to preside as Chairperson at a Board meeting or General Meeting, the Vice-President is to preside. If the Vice-President is not present, or is unwilling or unable to preside at the Board meeting, Directors shall appoint another Director to preside as Chairperson for that meeting only.

17.7 **Secretary**

- (a) 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.
- (b) It is the duty of the Secretary to keep minutes of:
 - (i) all appointments of office-bearers and members of the Board;
 - (ii) the names of members of the Board present at a Board meeting or a General Meeting; and
 - (iii) all proceedings and business conducted at Board meetings and General Meetings.
- (c) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting.

17.8 Treasurer

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.

17.9 Directors' Interests

- (a) A Director is ineligible to hold office and is also disqualified from office by:
 - (i) holding or assuming any office of profit or position of employment in the Club, in any Member or in any company or incorporated association in which the Club is a shareholder or otherwise interested; or
 - (ii) contracting with the Club either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Club, in which any Director is in any way interested, will be voided for such reason.
- (b) A Director who has a material personal interest in a matter that relates to the affairs of the Club must declare that interest to the Board.
- (c) A Director who has an interest in a matter, may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Club at the time the notice is given.
- (d) The Secretary shall record in the minutes any declaration made or any general notice given by a Director under rules 17.9(b) and/or 17.9(c) and the action decided upon by the Board in relation to that declaration.
- (e) A Director, notwithstanding the interest, may be counted in the quorum present at any meeting, but cannot remain in the meeting whilst the matter in which the Director is interested is being debated and cannot vote in respect of any matter in which the Director is interested. If the Director remains and votes in such matter, the vote shall not be counted.

18 DELEGATIONS**18.1 Board May Delegate Functions**

The Board may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions. The Board will determine what powers these committees are given. In exercising its power under this rule, the Board should take into account broad stakeholder involvement.

18.2 Delegation by Instrument

In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board by the Act, any other law or this Constitution.

18.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this rule 18, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

18.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under rule 17. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information as required by the Board from time to time.

18.5 Delegation May Be Conditional

A delegation under this rule may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

18.6 Revocation of Delegation

The Board may by resolution and/or instrument in writing, at any time revoke wholly or in part any delegation made under this rule. The Board may also amend or repeal any decision made by a body or person under this rule 18.

18.7 Delegates to Association

The Board shall appoint two (2) persons (who may be Directors or Members who have attained the age of 18 years) to represent the Club at general meetings of the Association.

18.8 Public Officer

The Board may appoint a Director to be Public Officer in accordance with requirements of the Act. The person appointed as Public Officer shall vacate his or her office as the Public Officer in the following circumstances:

- (a) if they die;
- (b) if they resign the office in writing addressed to the Board;
- (c) if they are removed from office by resolution at a General Meeting;
- (d) if they are removed from office by resolution of the Board;
- (e) if they become bankrupt, apply to take the benefit of any law for the relief of bankrupt or insolvent debtors, compound with his or her creditors or make an assignment of their remuneration for their benefit;
- (f) if they become, after reasonable consideration by the Board, acting in good faith and based on appropriate evidence reasonably considered by the Board, Incapacitated and the Board reasonably expects the Public Officer will remain Incapacitated for a period exceeding three (3) months, provided always that:
 - (i) the Public Officer is first given the opportunity to make written or oral submissions to the Board before a determination is made; and
 - (ii) any determination made under this rule 18.8(f) shall be made with the Directors acting reasonably; or
- (g) if they cease to ordinarily reside in New South Wales.

19 SEAL AND EXECUTION OF DOCUMENTS

- (a) The Club may have a Seal upon which its corporate name shall appear in legible characters.
- (b) If the Club has a Seal, it must not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Club's minute book. Two (2) Directors must witness every use of the Seal, unless the Board determines otherwise.

- (c) The Seal must be kept in the custody of the Public Officer.
- (d) The Seal must not be affixed to any instrument except by the authority of the Board.
- (e) The Club may execute a document (including a deed) without using the Seal if that document is signed by two Directors.
- (f) The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

PART FOUR—GENERAL MEETING

20 ANNUAL GENERAL MEETING

- (a) The Club's Annual General Meeting shall be held in accordance with the Act and this Constitution. It should be held on a date and at a venue determined by the Board.
- (b) 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 six months after the expiration of each financial year of the Club, convene an Annual General Meeting of its members.
- (c) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

21 SPECIAL GENERAL MEETINGS

21.1 Special General Meetings may be held

The Board may, whenever it thinks fit, convene a Special General Meeting. When, but for this rule, more than fifteen (15) months elapses between Annual General Meetings, the Board shall convene a Special General Meeting before the expiration of that period.

21.2 Requisition of Special General Meetings

- (a) The secretary will convene a Special General Meeting when at least fifteen per cent (15%) of Members entitled to vote submit a requisition in writing.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, be signed by the Members making the requisition and be sent to the Club. The requisition may consist of separate copies provided that the wording of the requisition is identical in each copy, and each is signed by one (1) or more of the Members making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held one (1) month after the date in which a valid requisition is sent to the Club, the Members making the requisition, or any of them, may convene a Special General Meeting to be held no later than three (3) months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Board.
- (e) For the purposes of rule 21.2:
 - (i) a requisition may be in electronic form; and
 - (ii) a signature may be transmitted, and a requisition may be lodged, by electronic means.

22 NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Member eligible under this Constitution to attend the relevant General Meeting.
- (b) The auditor (if any) and Directors shall also be entitled to receive notice of every General Meeting. No other person shall be entitled, as of right, to receive notices of General Meetings.

- (c) A notice of a General Meeting shall specify the place, date and time of the meeting and shall state the business to be transacted at the meeting.
- (d) 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 eligible to attend or vote at the General Meeting specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (e) 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 eligible to attend or vote at the General Meeting specifying, in addition to the matters required under rule 23, the intention to propose the resolution as a Special Resolution.
- (f) 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 23(a).
- (g) Notice of every General Meeting shall be given in the manner in rule 38.

23 BUSINESS

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution and subject to the requirements of the Act, the appointment of the auditors.
- (b) All business that is transacted at a General Meeting and at an Annual General Meeting, with the exception of those matters set down in rule 23(a), shall be special business. Special business does not need to be passed by Special Resolution unless required by the Act, this Constitution or it is moved as a Special Resolution.

24 CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS

- (a) The Board may cancel or postpone any General Meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act.
- (b) The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting.
- (c) This rule 24 will not operate in relation to a meeting called pursuant to a request or requisition of members under rule 21.2.

25 PROCEEDINGS AT GENERAL MEETINGS

25.1 Quorum

- (a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- (b) Subject to rule 25.1(c):
 - (i) five (5) 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 convened by the Board; and
 - (ii) thirty (30) members present in person (being Members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of business of a General Meeting convened at the request of Members.
- (c) If a General Meeting is held at more than one venue using any form of technology, including any form of technology which allows Members to participate remotely from their home or other place (that is, to participate without being physically present in the same

place), the contemporaneous linking together by the technology of a number of members is sufficient to constitute a quorum for the purposes of rule 25.1(b).

25.2 Chairing of General Meetings

- (a) The President/Chairperson of the Board shall, subject to this Constitution, preside as Chairperson at every General Meeting. If the President/Chairperson of the Board is not present, or is unwilling, or unable to preside, the Vice-President shall preside. If the Vice-President is not present, or is unwilling or unable to preside, the Members present and entitled to vote shall appoint another Director to preside as Chairperson for that meeting only.
- (b) A Director shall not preside as Chairperson of a General Meeting if they have a material personal interest in the matter unless a Special Resolution is passed at the meeting to permit the Director to chair the General Meeting. Standing for election as a Director does not prevent a Director chairing a General Meeting as the appointed returning officer supervises the counting of the votes under rule 14.3(a).

25.3 Meetings by teleconference or other form of communication

Without limiting the power of the Club to regulate its meetings as it thinks fit, a General Meeting may be held where one or more of the Members is not physically present at the meeting, provided that:

- (a) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of teleconference or other form of communication;
- (b) notice of the meeting is given to all Members entitled to receive notice in accordance with the usual procedures agreed upon or laid down from time by the Club or this Constitution and such notice specifies that Members are not required to be present in person;
- (c) if a failure in communications prevents rule 25.1(b) from being satisfied by that number of Members which constitutes a quorum, and none of such Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until rule 25.1(b) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption, the meeting shall be deemed to have terminated or adjourned; and
- (d) any meeting held where one or more of the Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Member is there present and if no Member is there present, the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

25.4 Adjournment of Meeting

- (a) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of members, is to be dissolved, and
 - (ii) 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.
- (b) The Chairperson may, with the consent of any meeting at which a quorum is present, and, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

- (d) Except as provided in rule 25.4(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

25.5 **Voting Procedure**

At any meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) recording of the Chairperson; or
- (b) a simple majority of the Members present and entitled to vote.

25.6 **Determinations**

Unless a poll is demanded under rule 25.5, the Chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Club's minutes.

25.7 **Where Poll Demanded**

If a poll is duly demanded under rule 25.5 it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs. The result of the poll shall be the resolution of the meeting.

25.8 **Procedural irregularities**

- (a) No decision of the Club, the Board or any Board authorised entity shall be invalid merely because of a failure to give proper notice under this Constitution or the By-Laws or other irregularity in procedure required by this Constitution or the By-Laws unless a person suffers substantial prejudice as a result of that failure to give proper notice or irregularity in procedure.
- (b) The Club, the Board or other Board authorised entity may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure, and the decision shall be deemed to be valid from the time it was originally made.

26 **VOTING AT GENERAL MEETINGS**

26.1 **Members Entitled to Vote**

- (a) Each eligible Member shall be entitled to one (1) vote at General Meetings.
- (b) 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.
- (c) All votes must be given personally or by proxy, but no member may hold more than three proxies.

26.2 **Chair May Exercise Casting Vote**

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.

26.3 **Proxy Voting**

- (a) A Member shall be entitled to appoint in writing a natural person who is also a Member of the Club to be their proxy, and attend and vote at any General Meeting of the Club.
- (b) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

26.4 **Postal and Electronic Voting**

No motion shall be determined by a postal or electronic ballot unless determined by the Board. If the Board so determines, the postal or electronic ballot shall be conducted under procedures determined by the Board from time to time. The ballot must be conducted in accordance with Schedule 2 of the Regulation.

26.5 **Special Resolution**

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 electronic means where electronic voting is permitted) 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.

PART FIVE—MISCELLANEOUS

27 GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this rule applies to disputes arising under this Constitution between a Member and:
 - (i) another Member; or
 - (ii) the Club.
- (b) It does not, however, apply to any disciplinary process conducted by the Club under rule 10.
- (c) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (d) 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 ten (10) days, refer the dispute to an independent tribunal established by the Association in accordance with the procedures determined by the Association.
- (e) The Board may prescribe additional grievance procedures in By-Laws consistent with this rule 27.
- (f) If the dispute is not resolved the Board may take whatever steps it considers appropriate in regard to the dispute in the best interests of the Club and the Members concerned.

28 INSURANCE

The Club may effect and maintain insurance, and pay premiums in relation to such insurance.

29 RECORDS AND ACCOUNTS

29.1 Records

The Club shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Club and the Board). It shall produce these as appropriate at each Board or General Meeting. A Member does not have the right to inspect any of the Club's records or minutes except as required by law or authorised by the Directors.

29.2 Records Kept in Accordance with the Act

- (a) Proper accounting and other records of the Club including books, minutes, documents and securities shall be kept in accordance with the Act and otherwise shall be kept in the care and control of the Secretary.
- (b) Subject to the Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities or other relevant documents of the Club will be open for inspection by the Members.

29.3 Board to Submit Financial Statements

The Board shall submit the Club's annual financial statements to the Members at the Annual General Meeting in accordance with this Constitution and the Act.

29.4 Financial Statements Conclusive

The statements of account, when approved or adopted by an Annual General Meeting, shall be conclusive except when errors have been discovered within three (3) months after such approval or adoption.

29.5 Financial Statements to be available to Members

The Secretary shall ensure all persons entitled to receive notice of General Meetings under this Constitution, receive or have access to a copy of the annual financial statements, the Board's report, the auditor's report and every other document required under the Act (if any).

29.6 Negotiable Instruments

All negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Directors or in such other manner as the Board determines.

30 AUDITOR

If required by the Act:

- (a) a properly qualified auditor or auditors shall be appointed by the Club in General Meeting. The auditor's duties shall be regulated in accordance with the Act, the Corporations Act and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Board; and
- (b) the accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

31 INCOME

- (a) Income and property of the Club shall be:
 - (i) derived from such sources; and
 - (ii) managed in such manner,
 as the Board determines from time to time, subject always to the Act and this Constitution.
- (b) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (c) Except as prescribed in this Constitution or the Act:
 - (i) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member or Director; and

- (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.
- (d) Nothing in rules 31(b) or 31(c) shall prevent payment in good faith to any Member for:
 - (i) any services actually rendered to the Club whether as an employee, director or otherwise;
 - (ii) goods supplied to the Club in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Club; or
 - (v) any out-of-pocket expenses incurred by a Member on behalf of the Club,
 provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

32 WINDING UP

- (a) Subject to this Constitution the Club may be wound up or its registration cancelled in accordance with the Act.
- (b) The liability of the Members of the Club is limited.
- (c) Every Member aged 18 and above undertakes to contribute to the assets of the Club if it is wound up or cancelled while they are a Member, or within one (1) year after ceasing to be a Member. Such contributions are to be applied to the payment of the debts and liabilities of the Club contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up or cancelling the registration of the Club, such an amount not exceeding one dollar (\$1.00).

33 DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or cancellation of the registration of the Club there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members. Instead, the assets or property shall be given or transferred to another organisation(s) that has objects similar to those of the Club. Such organisation(s) must prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club by this Constitution. Such organisation(s) will be determined by the Members in a General Meeting at or before the time of winding up or cancellation. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other Court as may have, or acquire, jurisdiction in the matter.

34 ALTERATION OF CONSTITUTION

This Constitution shall not be altered or replaced except by Special Resolution.

35 BY-LAWS

35.1 Board to Formulate By-Laws

The Board may formulate, issue, adopt, interpret and amend By-Laws for the proper advancement, management and administration of the Club, the advancement of the Objects and Football in the local area. Such By-Laws must be consistent with this Constitution and any policy directives of the Board.

36 BY-LAWS BINDING

All By-Laws are binding on the Club and all Members.

36.1 Regulations Deemed Applicable

All By-Laws, clauses, rules, and regulations of the Club (by whatever name) in force at the date of the approval of this Constitution (as long as such By-Laws, clauses, rules, or regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be By-Laws and shall continue to apply and be in operation.

36.2 Changes Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by such means as are determined and approved by the Board from time to time, for example in an email bulletin or notice on the Club's website. The Club shall take reasonable steps to distribute such changes to Members. All changes are binding on all Members.

37 STATUS AND COMPLIANCE OF CLUB**37.1 Recognition of Club**

The Club is a Member of the Association and FNSW and is recognised by those bodies as the entity responsible for the delivery of Football in the Local area in accordance with the Objects but subject always to compliance with this Constitution and the Association and FNSW's constitutions.

37.2 Constitution of the Club

This Constitution will clearly reflect the objects of the Association and FNSW and will generally conform to the Constitutions of those bodies, subject always to the Act.

37.3 Association and FNSW

The Club may not resign, disaffiliate or otherwise seek to withdraw from its Association and/or FNSW without approval by Special Resolution.

37.4 Membership of and Affiliation with other organisations

The Club may become a member of, or affiliate with, any other organisation consistent with the pursuit of the objectives outlined in rule 3.

38 NOTICE

- (a) Notices may be given by the Club to any person entitled under this Constitution to receive any notice. The notice can be:
 - (i) sent by pre-paid post to the Member's last known registered address; or
 - (ii) sent by electronic mail to the Member's last known electronic mail address; or
 - (iii) prominently posted on the Club's website.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected the next day after posting.
- (c) Where a notice is sent by electronic mail or by posting on the Club's website, service of the notice shall be deemed to be effected the next day after it was sent or posted.

39 INDEMNITY

- (a) Every Director and employee of the Club will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Director or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.

- (b) The Club shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - (i) in the case of a Director, performed or made while acting on behalf of and with the authority, express or implied, of the Club; or
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Club.

APPENDICES

Appendix 1 - Life Members

COIDAN, Mitchell

HICKS, Christopher

LUMB, Robert

MAURER, Roland

MEARS, Gavin

MOUAKKASSA, Sherif

ROBINSON, Mark

ROPPOLO, Joseph

Appendix 2**Proxy Nomination Form**

I, _____, being a member of Sydney Rangers Football Club Incorporated hereby appoint _____ being a member of Sydney Rangers Football Club Incorporated, 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