

## **LIFE MEMBERSHIP RESOLUTIONS**

### **LIFE MEMBER RESOLUTION 1 – MITCHELL COIDAN**

"That pursuant to rules 9.1 and 9.2 of the Constitution of Sydney Rangers Football Club Inc, Mitchell Coidan be elected as a Life Member of the Club and his name be recorded in Appendix 1 of the Constitution as a Life Member."

### **LIFE MEMBERSHIP RESOLUTION 2 – JOSEPH ROPPOLO**

"That pursuant to rules 9.1 and 9.2 of the Constitution of Sydney Rangers Football Club Inc, Joseph Roppolo be elected as a Life Member of the Club and his name be recorded in Appendix 1 of the Constitution as a Life Member."

### **LIFE MEMBERSHIP RESOLUTION 3 – GAVIN MEARS**

"That pursuant to rules 9.1 and 9.2 of the Constitution of Sydney Rangers Football Club Inc, Gavin Mearso be elected as a Life Member of the Club and his name be recorded in Appendix 1 of the Constitution as a Life Member."

### **Explanatory notes regarding the Life Membership Resolutions**

1. Mitchell Coidan has been a member of the Club since [add year] and has served as the Club's public officer between [add year] and early 2018. Mitch has provided outstanding service to the Club in his role as public officer, as well as being an active participant in many of the Club's fundraising, football and social activities. As Mitch moved to Melbourne in early 2018, he had to resign as public officer.
2. Joseph Roppolo has been a member of the Club since [add year] and is the immediate past President. Joe has served as President between [add month and year] and [add month] 2017. In addition, Joe has had many leadership roles in the Club's football teams, ranging from Futsal, overseas and domestic competitions and has contributed significantly to the Club's growth and promotion, including with respect to annual Pride/Justin Fashanu cup game with Melbourne Rovers.
3. Gavin Mears has been a member of since [add year] and has served as the Club's President between September 2007 and [add year]. Gavin was an energetic President, widely promoting the Club and remains a very active member. Gavin served as President from the end of our second year in the Canterbury District Football Association winter competition with Balmain District Football Club and greatly contributed to our increased membership. In addition, Gavin's Presidency oversaw our continued participation in international tournaments organised by the International Gay & Lesbian Football Association, as well as annual participation in the Mardi Gras celebrations and tournaments.
4. Currently the Club has only 1 Life Member. This is Sherif Mouakkassa, a former President and one of the founding members of the Club. Appendix 1 of the Constitution currently lists Sherif as Life Member. If Mitch, Joe and Gavin are elected to Life Membership, their names will be added to Appendix 1 as well in accordance with rule 9.4 of the Constitution.
5. The Committee nominates Mitchell Coidan, Joseph Roppolo and Gavin Mears for election to Life Membership and recommends the Life Membership Resolutions to the meeting.
6. Under rule 9.2 of the Club's Constitution, to be passed, each of the Life Membership Resolutions must receive votes in their favour by a two thirds majority of the meeting.
7. Under rule 35.5, only financial Full Playing Members, financial Social Playing Members and Life Members may vote on the life membership resolutions.

## **SPECIAL RESOLUTIONS TO AMEND THE CLUB'S CONSTITUTION**

### **SPECIAL RESOLUTION 1**

"That the Constitution of Sydney Rangers Football Club Incorporated is amended as follows:

Deleting rule 5.1 and inserting instead the following new rule 5.1:

- "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."

### Explanatory notes regarding Special Resolution 1

1. Existing rule 5.1(a) refers to the use of the "My Clubmate membership online portal (at <https://sydneyrangersfc.myclubmate.com>)".
2. Proposed replacement rule 5.1 will not refer to a specific online portal so that the Committee may from time to time designate the manner in which written applications for membership may be made.

### SPECIAL RESOLUTION 2

"That the Constitution of Sydney Rangers Football Club Incorporated is amended as follows:

- Deleting rules 14.1 to 14.5 and inserting instead the following new rules 14.1 and 14.2:

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."
- Deleting 15.1 to 15.5 and inserting the following new rules 15.1 and 15.2:
    - "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."

### **Explanatory notes regarding Special Resolution 2**

1. Proposed new rule 14.1 is more expansive than rule 14.1 in setting out the conduct of disciplinary proceedings against any member.
2. The proposed new rules 14.1 and 14.2 also make it clear that:
  - (a) the Committee may appoint a disciplinary committee to hear and determine a complaint/ charge against a member;
  - (b) refusing to comply with the Club's codes of conduct, regulations or by-laws can also be grounds for disciplinary action;
  - (c) the Committee may pass by laws (not inconsistent with the Constitution) in relation to disciplinary proceedings; and
  - (d) the Committee or disciplinary committee hearing the complaint may reprimand, impose a penalty, fine or suspension or expel a member but only after a finding of guilt and then only after giving the member the opportunity to address the Committee or disciplinary committee on the penalty which might be imposed.
3. Proposed new rule 15.1 will allow members to appeal from a decision on guilt or penalty made by a disciplinary committee to the Committee. A member who was involved with the initial hearing before a disciplinary committee will be excluded from hearing and determining an appeal.
4. Under proposed new rule 15.2, the Committee can make by-laws (not inconsistent with the Constitution) in relation to appeals.
5. Existing rules 15.1 to 15.5 deal with appeals to the Club's members in general meeting. The Committee does consider this to be appropriate because it undermines the authority of the Committee and also is potentially harmful by the airing of sensitive, personal or confidential details throughout the Club's membership. In addition, how the general meeting could conduct an appeal hearing would be logistically fraught.

### **SPECIAL RESOLUTION 3**

"That the Constitution of Sydney Rangers Football Club Incorporated is amended as follows:

- Replacing the heading to rule 16 to that it reads "Powers of the Committee, Appointment of the Public Officer and Club's regulations, codes of conduct, by-laws and policies".
- Adding the following new rules 16.3, 16.4 and 16.5 immediately following existing rule 16.2:
  - "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.

#### **Explanatory notes regarding Special Resolution 3**

1. Proposed new rules 16.3 to 16.5 will give the Committee the specific ability to make regulations, codes of conduct, by-laws and policies regarding the Club's advancement, management and administration which would be binding on members.
2. Although the Committee likely already has that ability under its general powers, it is preferable that the ability to make regulations, codes of conduct, by-laws and policies is included in the Club's Constitution. They must be publicised by the Committee e.g. by means of bulletins.
3. The proposed new rules are based on rules contained in the Model Sports Club Constitution published by the NSW Office of Sports & Recreation.

### **SPECIAL RESOLUTION 4**

"That the Constitution of Sydney Rangers Football Club Incorporated is amended by deleting rules 18.2, 18.3 and 18.4 and inserting instead the following new rules 18.2, 18.3 and 18.4:

- "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."

#### **Explanatory notes regarding Special Resolution 4**

1. Existing rules 18.2 and 18.4 of the Club's Constitution provide that if insufficient nominations are received for election to the Committee or if the number of nominations received is equal to the number of vacancies to be filled for election to the Committee, the nominees are taken to be elected. In the case of insufficient nominations, further nominees are called at the annual general meeting.

2. The proposed new rules will not provide for automatic election of candidates for election to the Committee where there are insufficient nominations or nominations equal to the number of vacancies to be filled. Instead, all candidates will only be declared elected if they are approved by members at the annual general meeting.
3. The proposed new rules will ensure that members have the ability to confirm candidates are elected to the Committee where insufficient nominations or a number equal to the number of vacancies to be filled are received for election to the Board.

### **SPECIAL RESOLUTION 5**

"That the Constitution of Sydney Rangers Football Club Incorporated is amended by deleting rule 21.1(g) and inserting instead the following new rule 21.1(g):

"(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.""

#### **Explanatory notes regarding Special Resolution 5**

1. Rule 21.1 of the Club's Constitution sets out the circumstances when a casual vacancy arises on the Committee. Existing rule 21.1(g) of the Club's Constitution provides that a casual vacancy arises if a Committee member is absent without the consent of the Committee from all meetings of the Committee held during a period of 4 months.
2. The Committee meets at least once every month, but may meet more often. Existing rule 21.1(g) is inadequate to ensure that Committee members attend sufficient number of Committee meetings to deal with the Club's activities.
3. Proposed new rule 21.1(g) will encourage greater attendance at Committee meetings by its members and is more consistent with club constitutions generally.

### **SPECIAL RESOLUTION 6**

"That the Constitution of Sydney Rangers Football Club Incorporated is amended by deleting rule 9.3 and inserting instead the following new rule 9.3:

"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, other than those fees or subscriptions applicable to registration and insurance for playing in competitions (so that these fees and subscriptions will continue to be payable by them).""

#### **Explanatory notes regarding Special Resolution 6**

1. Existing rule 9.3 of the Club's Constitution provides that Life members are entitled to all the benefits of membership of Full Playing Members but are not required to pay any fees or subscriptions.
2. The proposed new rule 9.3 will ensure that Life Members must still pay for registration fees and insurance relating to playing in competitions. The Club's annual membership fees comprise an annual fee paid to the Club, and competition and insurance fees for those members playing in competitions. The Club's annual fee portion would not be payable by Life Members, but the portion relating to competition/registration and insurance fees would be payable by them.

### **GENERAL NOTES REGARDING THE SPECIAL RESOLUTIONS**

1. Under rule 34.1(a) of the Constitution, to be passed each special resolution must receive votes in its favour from at least three quarters of those eligible members voting in person or by proxy at the annual general meeting.
2. Under rule 35.5, only financial Full Playing Members, financial Social Playing Members and Life Members may vote on the special resolutions.
3. The Committee recommends the Special Resolutions to the annual general meeting.
4. Pursuant to section 14 of the *Associations Incorporation Act 2009* (NSW), if a Special Resolution is passed, the changes made by that resolution will take effect when notice of the change is registered with the Commissioner for Fair Trading, Department of Finance, Services and Innovation. The Committee will arrange for notice to be given to the Commissioner of any special resolutions being passed shortly after the annual general meeting.