



CARINGBAH REDBACKS FOOTBALL CLUB INC
CONSTITUTION

The Rules of the Club

Adopted 11 September 2024
at a Special General Meeting of Members

RULES OF CARINGBAH REDBACKS FOOTBALL CLUB

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PART 1 PRELIMINARY

The name of the Association shall be **CARINGBAH REDBACKS FOOTBALL CLUB INCORPORATED** (“the Association”).

The primary objective of the Association shall be to promote, foster, encourage and participate in the sport of soccer football and the enjoyment thereof, by organising and managing teams.

The Association shall be affiliated with the local governing body, the Sutherland Shire Football Association.

The Association colours will be red and black, and the emblem a Redback spider on a red soccer ball on a black shield, reading Caringbah Redbacks Football Club.

Rule 1.1 Definitions

1.1.1 In these rules, except in so far as the context or subject matter otherwise indicates or requires:

- a) “Member” means, unless otherwise specified, ordinary members, senior members, junior members, parent members, honorary life members.
- b) “Secretary” means:
 - (i) The person holding such office under these rules as Secretary of the Association; or
 - (ii) Where no such persons hold that office – the President of the Association.
- c) “Special General Meeting” means a General Meeting of the Association other than an Annual General Meeting or Committee Meeting.
- d) “The Act” means the Associations Incorporation Act 2009 (NSW).
- e) “The Regulation” means the Associations Incorporation Regulation 2022 (NSW).

Rule 1.2 Interpretation

1.2.1 In these rules:

- a) A reference to a function includes a reference to a power, authority and duty; and
- b) A reference to the exercise of a function includes, where a function is a duty, a reference to the performance of the duty.

1.2.2 The provisions of the Interpretations Act 1987 (Cth) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART 2 MEMBERSHIP

Rule 2.1 Membership Qualifications

- 2.1.1 A person is qualified to become a member of the Association if, but only if:
- a) That person is a natural person who:
 - i) Has a principal place of residence as a property located within the Sutherland Shire Local Government Area;
 - ii) Has applied for membership of the Association as provided by Rule 2.3; and
 - iii) Has been approved for membership of the Association by the Committee of the Association.

Rule 2.2 Forms of Membership

- 2.2.1 There shall be five forms of membership of the Association. Those forms of membership shall be:
- a) Ordinary Member,
 - b) Senior Member,
 - c) Parent Member,
 - d) Junior Member, and
 - e) Honorary Life Member.
- 2.2.2 To be an Ordinary Member, a person must:
- a) Be over the age of 18 years,
 - b) Have completed an approved non-player membership application or renewal form, and
 - c) Be approved for Ordinary Membership by the Executive Committee.

An Ordinary Member may not engage, under any circumstances, in playing soccer for any team within the Association for the duration of their membership as an Ordinary Member.

An Ordinary Member may hold any other form of Membership, including Honorary Life Member.

- 2.2.3 To be a Senior Member, a person must:
- a) Be over the age of 18 years,
 - b) Have completed an approved membership application or renewal form, and
 - c) Be approved for Senior Membership by the Executive Committee.

All Junior Members shall automatically become a Senior Member on their 18th birthday.

2.2.4 To be a Parent Member, a person must:

- a) Be over the age of 18 years,
- b) Be listed as a parent or legal guardian of a Junior Member on an approved membership application or renewal form, and
- c) Be approved for Parent Membership by the Executive Committee.

A Parent Member may also be a Senior Member.

2.2.5 To be a Junior Member, a person must:

- a) Be under the age of 18 years but over the age of 4 years,
- b) Have a parent or legal guardian complete an approved membership application or renewal form, and
- c) Must be approved for Junior Membership by the Executive Committee.

2.2.6 To be an Honorary Life Member, a person must:

- a) Be over the age of 18 years,
- b) Be in good standing with the Association,
- c) Have completed either:
 - i) 20 years of service to the Association, or
 - ii) 10 years of service to the Association as an Executive Committee member,
 - iii) 20 years of registration to play soccer with the Association.
- d) Be recommended for Honorary Life Membership to the Committee by any other Member of the Association, and
- e) Be granted Honorary Life Member by Special Resolution at a General Meeting, on recommendation by the Executive Committee.

The Executive Committee shall be granted the power to accept a recommendation from any other member of the Association for a person to be granted Honorary Life Membership, even if such recommended member does not meet the requirements stipulated in Rule 2.2.6 (a) - (c).

An Honorary Life Member may also hold one other form of Membership with the Association.

Rule 2.3 Application for Membership

2.3.1 Application for Membership of the Association shall be:

- a) Made in writing, and
- b) Lodged with the Registrar of the Association.

- 2.3.2 As soon as practicable after receiving an application for membership, the Registrar shall refer the application to the Committee which shall determine whether to approve or reject the application.
- 2.3.3 Where the Committee determines to approve an application for membership, the Registrar shall, as soon as practicable after that determination, enter the applicant into the register of members of the Association. Upon the name being entered, the application becomes a member of the Association.
- 2.3.4 Where the Committee determines to reject an application for membership, the Registrar shall, as soon as practicable after that determination, advise the applicant in writing. Any person aggrieved by such decision shall have a right of appeal pursuant to Rule 2.9.

Rule 2.4 Cessation of Membership

- 2.4.1 A person shall cease to be a Member of the Association if that person:
- a) Does not make an application for renewal,
 - b) Resigns their membership,
 - c) Is expelled from the Association, or
 - d) Dies.

Rule 2.5 Membership Entitlements

- 2.5.1 A right, privilege or obligation which a person has by being a Member of the Association:
- a) Cannot be transferred to another person, and
 - b) Terminates upon cessation of that person's membership.

Rule 2.6 Register of Members

- 2.6.1 The Secretary shall establish and maintain a register of members of the Association, specifying:
- a) The name of each person who is a member of the Association,
 - b) The residential address of each person who is a member of the Association,
 - c) The date that each person became a member of the Association,
 - d) A phone number for each person who is a member of the Association, and
 - e) An email address for each person who is a member of the Association.
- 2.6.2 The register of members shall be kept at the office of the Association or via any electronic form as approved by the Executive Committee.
- 2.6.3 All access to the register of members is subject to the Privacy Act 1988 (Cth).

Rule 2.7 Fees and Subscriptions

- 2.7.1 The Committee shall determine the annual membership fees and any admission fees applicable for each form of Member of the Association.
- 2.7.2 A membership year shall be the calendar year and any annual fees shall be due on the date of registration or renewal of each Member, of the respective calendar year.
- 2.7.3 Membership fees for players and Parent Membership are deemed to be included within the Association registration fees for players and/or others.
- 2.7.4 No member will be registered with the local governing body prior to payment of all registration and match fees.
- 2.7.5 Unless the Executive Committee grants particular approval, a member cannot pay annual membership or registration fees where that member has other existing debts with the Association.
- 2.7.6 Despite Rule 2.7.5, the Executive Committee may determine that a player be registered with the local governing body upon reaching an agreed payment schedule with the requesting member.
- 2.7.7 A member seeking to enter into a payment schedule must:
 - a) Notify the Treasurer of their request to enter into a payment schedule in writing, and
 - b) Prepare a proposed payment schedule for review by the Executive Committee.
- 2.7.8 The Treasurer shall, as soon as practicable after receiving a request for a payment schedule, refer the application to the Executive Committee which shall determine whether to approve or reject the request.
- 2.7.9 Where the Executive Committee determines to approve or reject an application for a payment schedule, the Treasurer shall, as soon as practicable after that determination, notify the Member in writing. Any person aggrieved by such decision does not have a right of appeal pursuant to Rule 2.9.
- 2.7.10 Where the Executive Committee determines to approve an application for a payment schedule, the approved Member agrees to strictly adhere to the payment schedule approved by the Executive Committee.
- 2.7.11 Should a member default on an approved payment schedule, the Treasurer shall, as soon as practicable after identifying the default, de-register such member with the local governing body.
- 2.7.12 If a member is forced out of soccer through illness, injury, moving from the Local Government Area or any other reason acceptable by the Executive Committee, a pro-rata refund of match fees may be payable to such member as determined by the Executive Committee.

Rule 2.8 Member Liabilities

- 2.8.1 The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association as required by Rule 2.7.

Rule 2.9 Disciplinary Action

- 2.9.1 Where the Committee is of the opinion that a member of the Association:
- a) Has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - b) Has persistently and willfully acted in a manner prejudicial to the interests of the Association; the Committee may, by resolution at a Committee Meeting:
 - i) Expel the member from the Association, or
 - ii) Suspend the member from membership of the Association for a specified period.
- 2.9.2 Prior to any meeting to the Committee convened to consider a motion for the expulsion or suspension of any member in accordance with Rule 2.9.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- a) Setting out the resolutions and the grounds on which it is based,
 - b) Stating that the member may address the Committee at a meeting to be held not later than 28 days after the service of the notice,
 - c) Stating the date, time and place of that meeting, and
 - d) Informing the member that the member may do any or all of the following:
 - i) Attend and speak at the meeting,
 - ii) Submit to the Committee at or prior to the dater of that meeting, written representations relating to the proposed resolution and the grounds on which it is based,
 - iii) Bring one other person to that meeting as a support person.
- 2.9.3 At a meeting of the Committee held as referred to in Rule 2.9.1, the Committee shall:
- a) Give to the member an opportunity to make oral representations,
 - b) Give due consideration to any written representations submitted by the member to the Committee at or prior to the meeting, and
 - c) By resolution, determine whether to confirm or revoke the resolution.
- 2.9.4 Where the Committee confirms a resolution under Rule 2.9.3, the Secretary shall, within 7 days after that confirmation, by notice in writing, inform the member the member of the fact of the member's right of appeal under Rule 2.11.

- 2.9.5 A resolution confirmed by the Committee under Rule 2.9.3 does not take effect:
- a) Until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise their right of appeal, or
 - b) Where within that period, the member exercises their right of appeal, unless and until the Association confirms the resolution pursuant to Rule 2.11.4.

Rule 2.10 Dispute Resolution

2.10.1 Where a dispute arises, a person shall have the ability to submit a grievance to the Committee of the Association.

2.10.2 The Association shall take all steps as outlined within the Dispute Resolution Procedure under Rule 2.10.3.

2.10.3 The Dispute Resolution process of the Association is as follows:

a) Purpose and Scope:

To be used by the Committee to document and process all grievances/complaints received on behalf of the Association.

to effectively receive and process any grievance or complaint that is received by the Association from players, parents, coaches, managers, committee members, other clubs, local governing body, or the general public.

b) Responsibility:

The Committee has overall responsibility for handling of all grievances/complaints received by the Association and is obligated to make every effort to resolve the problem. This function where appropriate may be delegated to a subcommittee or to a Dispute Co-ordinator appointed by the Committee.

The Dispute Co-ordinator (if appointed) is to receive, document and co-ordinate processing and actioning of the grievance/complaint as well as give acknowledgement in the form of feedback to the person(s) initiating the grievance/complaint.

c) Receiving:

A grievance / complaint must be received in writing addressed to the Secretary of the Association, who will refer it to the Committee.

d) Actioning:

When the grievance/complaint is received and documented, the Committee or Dispute Coordinator (if appointed) will determine the most appropriate form of action to rectify the situation.

e) Unresolved Dispute:

If the dispute/grievance has reached a point where the Committee has made every effort to resolve the situation but the initiator is still unsatisfied and wishes to take the matter further, then it may be referred for mediation to:

the local governing body; or
the Community Justice Centre.

- f) Timeframes:
 - i) The Secretary upon receipt of a grievance / complaint must forward it to the Committee at its next scheduled meeting, and must acknowledge its receipt to the initiator.
 - ii) The Committee should make all attempts to settle and finalise all grievances/complaints within 28 days of receiving that complaint.
- g) Reporting:
 - i) The Dispute Co-ordinator (if appointed) will present a period report on all grievances/complaints received at each monthly Committee meeting.

Rule 2.11 Right of Appeal

- 2.11.1 A member may appeal in writing to the Association in General Meeting against a resolution of the Committee which is confirmed under Rule 2.9.4, within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.
- 2.11.2 Upon receipt of a notice from a member under Rule 2.11.1, the Secretary shall notify the Committee which shall convene a Special Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 2.11.3 At a Special General Meeting of the Association convened under Rule 2.11.2:
 - a) No business other than the question of appeal shall be transacted,
 - b) The Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and
 - c) The members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 2.11.4 If at the Special General Meeting, the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3 THE COMMITTEE

Rule 3.1 Constitution

- 3.1.1 The Committee of the Association shall consist of two groups:
 - a) The Executive Committee, and
 - b) The General Committee.
- 3.1.2 The Executive Committee shall consist of:
 - a) The President,

- b) The Vice President,
- c) The Secretary,
- d) The Treasurer, and
- e) The Registrar.

3.1.3 The General Committee shall consist of:

- a) The Assistant Treasurer,
- b) The Assistant Registrar,
- c) The Member Protection and Information Officer,
- d) The Technical Director,
- e) The Canteen Controller,
- f) The Gear Controller, and
- g) Any other member of the Committee not appointed to a specified position listed under Rule 3.1.2 and Rule 3.1.3(a) to (g).

3.1.4 Each Committee member shall be elected at the Annual General Meeting, pursuant to Rule 3.3.

3.1.5 Each member of the Committee shall, subject to these Rules, hold office until the commencement of the Annual General Meeting of the Association following the date of the member's election, but is eligible for re-election, subject to Rule 3.3.9 and Rule 3.3.10.

Rule 3.2 Powers

3.2.1 The Committee shall be called the Committee of the Association and, subject to the Act, the Regulation and these rules, and to any resolution passed by the Association in General Meeting:

- a) Shall control and manage the affairs of the Association,
- b) May exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a General Meeting of Members of the Association,
- c) Has power to perform all such acts and do all such things, as appear to the Committee, to be necessary or desirable for the proper management of the affairs of the Association, and
- d) Has the power to form sub-committees and appoint persons to serve on such sub-committees as may be desirable and appropriate to exercise all its duties and to delegate to such sub-committees such powers as the Committee itself may exercise, provided however that any decision of any sub-committee so formed shall be subject to review by the Committee at any time without notice by ordinary resolution.

Rule 3.3 Election

- 3.3.1 Candidates nominated for election to the Committee must be members of the Association, over the age of 21 years, and their nominations shall be in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and shall be delivered to the Secretary not less than 7 days prior to the Annual General Meeting at which the election is to take place.
- 3.3.2 The nominees for the position of President must have served as a member of the Committee for a period of not less than 24 months within the last three years.
- 3.3.3 If there is no prior nomination for any position during the specified time, nominations from the floor of the meeting can be called for.
- 3.3.4 If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies and dealt with in accordance with Rule 3.4.2.
- 3.3.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 3.3.6 If the number of nominations received exceed the number of vacancies to be filled, a ballot shall be held.
- 3.3.7 The ballot for the election of the Executive Committee and General Committee shall be conducted at the Annual General Meeting in such usual, reasonable and proper manner as the Presiding Member may direct.
- 3.3.8 Those committee members vacating positions are eligible to be re-elected into their previous positions provided that they have not held that position for a consecutive period of more than 5 years. Persons from the vacating committee who have been in their position for 5 consecutive years can be elected into a different position on the incoming committee.
- 3.3.9 If a position cannot be filled within 8 weeks of the Annual General Meeting (during which time the new committee is to seek expressions of interest), a person who has completed 5 consecutive years in the now vacant position can be asked to complete another term at the express request of the Committee.
- 3.3.10 The members may, by ordinary resolution at the Annual General Meeting where such election is to take place, agree that a member vacating a position is eligible to be re-elected, despite Rule 3.3.8.
- 3.3.11 The Committee positions that Rule 3.3.8 applies to are:
 - a) The President,
 - b) The Vice President,
 - c) The Secretary, and
 - d) The Treasurer.

Rule 3.4 Casual Vacancies

- 3.4.1 For the purpose of these Rules, a casual vacancy in the office of a member of the Committee occurs if the member:
- a) Ceases to be a member of the Association,
 - b) Becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth),
 - c) Resigns from office by notice in writing given to the Secretary.
 - d) Is removed from office in accordance with Rule 3.5,
 - e) Is absent without the consent of the Committee from 3 consecutive Committee Meetings, or
 - f) Becomes mentally ill or mentally disordered pursuant to Section 14 and Section 15 of the Mental Health Act 2007 (NSW).
- 3.4.2 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the commencement of the Annual General Meeting next following the date of appointment.

Rule 3.5 Removal of Member

- 3.5.1 The Association in a Special General Meeting may, by resolution, remove any member of the Committee (or sub-committee) from office before the expiration of the member's term of office and may by such resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 3.5.2 Where a member of the Committee to whom a proposed resolution referred to in Rule 3.5.1 of this section relates, makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or President may send a copy of the representations to each member of the Association, or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- 3.5.3 The removal of a member from the office of President or the removal of more than two members from office at the same General Meeting shall require a Special Resolution.

Rule 3.6 Meetings and Quorum

- 3.6.1 The Committee shall meet together for the dispatch of business and adjourn at such times and places and at such frequencies as the Committee may determine not less than 3 times in each period of 12 months.
- 3.6.2 Committee Meetings may be convened:
- a) at any time, with or without notice by the President, or
 - b) By any 2 members of the Committee, notice oral or written of which shall be given by the Secretary to each member of the Committee at least 48 hours (or such other

period as shall be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.

- 3.6.3 Notice of a meeting given under Rule 3.6.2(b) shall specify the general business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business that the Committee members present at the meeting unanimously agree to treat as urgent business.
- 3.6.4 Business at such Committee Meetings will include:
- a) A form of motion for the confirmation of Minutes of the preceding Committee Meeting or any Special General Meeting held since the previous Committee Meeting as a true and accurate account of the proceedings at that meeting,
 - b) A form of motion to receive correspondence not previously dealt with by the Committee,
 - c) A form of motion to receive reports from members of the Committee and any Sub-Committees, and
 - d) Any other General Business of the Association.
- 3.6.5 A quorum for the purpose of a Committee Meeting is present where not less than 25% of members of the Committee are present.
- 3.6.6 No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 3.6.7 If at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, those Committee members present shall be authorised to declare that the persons present constitute a quorum for considering that business and any subsequent business at that meeting.
- 3.6.8 At a Committee Meeting:
- a) The President, or in the President's absence the Vice President, shall preside, or
 - b) If the President and the Vice President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the majority of members present at the meeting shall preside.

Rule 3.7 Sub-Committee Delegation

- 3.7.1 The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the powers and functions of the Committee as the Committee thinks fit, other than:
- a) This power of delegation; or
 - b) A function that is a duty imposed on the Committee by the Act or by any other law.

- 3.7.2 A function, the exercise of which has been delegated to a Sub-Committee under Rule 3.7.1 may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- 3.7.3 A delegation under Rule 3.7 may be made subject to such limitations or conditions as to the exercise of any function the subject thereof, or as to time and circumstances, as may be specified by the Committee.
- 3.7.4 Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- 3.7.5 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have had it been done or suffered by the Committee.
- 3.7.6 The Committee may revoke wholly or in part any delegation under this rule.

Rule 3.8 Voting and Decisions

- 3.8.1 Matters arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting.
- 3.8.2 Each member present at a meeting of the Committee or any Sub-Committee (including the Presiding Member at the meeting) is entitled to vote but, in the event of an equality of votes on any question, the Presiding Member may exercise a second or casting vote.
- 3.8.3 Subject to Rule 3.6.6, the Committee may act notwithstanding any vacancy on the Committee.
- 3.8.4 Any act or thing done or suffered, or purporting to have been done or suffered by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee.

Rule 3.9 Indemnity

- 3.9.1 If any prosecution, action or suit at law is commenced against any member of the Committee or of a Standing Sub-Committee or any other officer, servant or agent of the Association for anything done by them in the proper discharge of their duties, such person or persons shall be indemnified by the Association for all damage, costs and expenses which may be incidental to, or result from such prosecution, action or suit at law and the Association shall be empowered to apply the property and funds of the Association for such purposes.
- 3.9.2 No member of the Committee or of a Standing Sub-Committee or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of the Committee or Standing Sub-Committee or other officer or for joining in any receipt or other act for the sake of conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of title of any property acquired by order of the Committee for or on behalf of the Association in or upon which any money of the Association shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her respective office or in relation thereto, unless the same shall happen through his own act or willful default.

PART 4 GENERAL MEETINGS

Rule 4.1 Annual General Meeting

- 4.1.1 With the exception of the first Annual General Meeting, the Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- 4.1.2 2. The Association shall hold its first Annual General Meeting:
- a) Within the period of 18 months after its incorporation under the Act; and
 - b) Within the period of 2 months after the expiration of the first financial year of the Association.
- 4.1.3 Rule 4.1.1 and Rule 4.1.2 have effect subject to any extension or permission granted by the Commissioner for Fair Trading, Department of Customer Service under Section 37 (2)(b) of the Act.
- 4.1.4 The Annual General Meeting of the Association shall, subject to Act and other stipulations under Rule 4.1, be convened on such date and at such place and time as the Committee sees fit.
- 4.1.5 In addition to any other business that may be transacted at an Annual General Meeting, the Business of an Annual General Meeting shall be:
- a) To confirm the Minutes of the last preceding General Meeting held since that meeting, whether that be the last Annual General Meeting or a Special General Meeting.
 - b) To receive from the Committee reports upon the activities of the Association during the last preceding financial year.
 - c) To elect members of the Committee of the Association.
 - d) To receive and consider the Financial Statements, which is required to be submitted to members pursuant to either Section 44 or Section 48 of the Act (depending on the definition of the Association based on its funds received for the financial year).
- 4.1.6 An Annual General Meeting shall be specified as such in notice convening it.

Rule 4.2 Special General Meeting

- 4.2.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 4.2.2 The Committee shall, on the requisition in writing of not less than 5% of the total numbers of ordinary members, convene a Special General Meeting of the Association.
- 4.2.3 A requisition of members for a Special General Meeting must:
- a) State the purpose of the Meeting,
 - b) Be signed by the Members making the requisition,
 - c) Be lodged with the Secretary, and

- d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4.2.4 If the Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members of the Association who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- 4.2.5 A Special General Meeting convened by a member or members as referred to in Rule 4.2.4 shall be convened, as nearly as is practicable in the same manner as the Annual General Meeting is convened by the Committee.

Rule 4.3 Meeting Notice

- 4.3.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post, hand delivery or email to each member at that member's address appearing in the register of members or published in an official publication of the Association and/or the Association's website or social media platform(s), a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 4.3.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member by pre-paid post, hand delivery or email to each member at that member's address appearing in the register of members, specifying, in addition to the matter required under Rule 4.3.1, the intention to propose the resolution as a special resolution.
- 4.3.3 No business other than that specified in the notice convening a Special General Meeting or Annual General Meeting shall be transacted at the meeting.

Rule 4.4 Meeting Procedure

- 4.4.1 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that business.
- 4.4.2 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.
- 4.4.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved and in any other case 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.
- 4.4.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 3) shall constitute a quorum.

Rule 4.5 Presiding Member

- 4.5.1 The President or, in the President's absence the Vice President, shall preside as chairperson at each General Meeting of the Association.
- 4.5.2 If the President and Vice President are absent from a General Meeting or unwilling to act, the members present shall elect one of their numbers to act as Presiding Member at the meeting.

Rule 4.6 Adjournments

- 4.6.1 The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 4.6.2 Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 4.6.3 Except as provided in Rule 4.6.1 and Rule 4.6.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting are not required to be given.

Rule 4.7 Voting

- 4.7.1 A matter arising at a General Meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands, a poll is demanded, a declaration by the Presiding Member that a resolution has, on a show of hands, been carried or carried unanimously, or carried by a particular majority or lost, an entry to that effect in the Minute Book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 4.7.2 At a General Meeting of the Association, a poll may be demanded by the Presiding Member or by not less than 3 members present in person or by duly appointed proxy.
- 4.7.3 Where a poll is demanded at a General Meeting, the poll shall be taken:
 - a) Immediately in the case of a poll which relates to the election of the Presiding Member of the meeting or to the question of an adjournment, or
 - b) In any other case, in such manner and at such time before the close of the meeting as the Presiding Member directs and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
- 4.7.4 A resolution of the Association is a special resolution if:
 - a) It is passed by a majority which comprises not less than 75% of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a General Meeting of which not less than 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 Commissioner for Fair Trading, Department of Customer Service that it is not possible or practicable for the resolution to be passed in the manner specified in Rule 4.7.4(a), the resolution is passed in a manner specified by the Commissioner for Fair Trading, Department of Customer Service.

- 4.7.5 Upon any question arising at a General Meeting of the Association, a member has one vote only.
- 4.7.6 All votes shall be given personally or by duly appointed proxy.
- 4.7.7 In the case of an equality of votes on a question at a General Meeting, the Presiding Member of the meeting is entitled to exercise a second or casting vote.
- 4.7.8 A member or duly appointed proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid.

Rule 4.8 Proxy Appointment

- 4.8.1 Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 4.8.2 The notice appointing the proxy shall be in writing, signed by the member, in the approved form under Rule 8.1.

PART 5 FUND MANAGEMENT

Rule 5.1 Source of Funds

- 5.1.1 The funds of the Association shall be derived from entrance fees and annual subscriptions of members, levies on registered players, donations, sponsorships and without limiting in any way, by such other means and sources as the Committee determines.
- 5.1.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 5.1.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

Rule 5.2 Management of Funds

- 5.2.1 Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee determines.
- 5.2.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Executive Committee on behalf of the Association.
- 5.2.3 All access to funds of the Association shall be restricted to the Executive Committee.

- 5.2.4 The income and property of the Association shall be used only for promotion of the objects of the Association and shall not be paid or transferred to members by way of dividend, bonus or profit.

Rule 5.3 Insurance

- 5.3.1 The Association shall effect and maintain insurance pursuant to Clause 39 of the Regulations.
- 5.3.2 In addition to the insurance required under Rule 5.3.1, the Association may effect and maintain any other insurance as the Committee sees fit.

Rule 5.4 Payment to Members

- 5.4.1 A member of the Executive Committee shall not be appointed to any salaried office of the Association and no remuneration or other benefit shall be given by the Association to any member of the Executive Committee except:
- a) Repayment of out-of-pocket expenses.
 - b) Interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's Bankers for money lent to the Association.

PART 6 BOOKS AND RECORDS

Rule 6.1 Custody of Records

- 6.1.1 Except as otherwise provided by the Rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

Rule 6.2 Inspection of Records

- 6.2.1 The records, books and other documents of the Association shall be made open to inspection, free of charge, by any member of the Association upon request in writing to the Secretary.
- 6.2.2 An inspection of the records, books and other documents of the Association is to take place at the time and place, or by the means, agreed on and, failing agreement, at the Association's primary address at a time and on a date, or by the means, fixed by the Secretary.
- 6.2.3 If an applicant and the Association fail to reach an agreement within 3 days after the Association receives the application, the Association must immediately give the applicant a written notice fixing a specified time (between 9 am and 5 pm) on a specified date (not later than 10 days after the Association receives the application), or a specified means, for the inspection to take place.

- 6.2.4 A person entitled to inspect a document may take extracts from, or make a copy of, the document but must not, without the consent of the Association, remove the document from the custody of the Association.

Rule 6.3 Common Seal

- 6.3.1 The Common Seal of the Association shall be kept in the custody of the Secretary.
- 6.3.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of 2 members of the Committee or have 1 member of the Committee and of the Secretary.

Rule 6.4 Amendments to Constitution

- 6.4.1 The Constitution of the Association may be added to, altered, rescinded or otherwise amended by Special Resolution of the Association.

Rule 6.5 Service of Notices

- 6.5.1 For the purpose of this Constitution, a notice may be served by or on behalf of the Association on any member either personally or by sending it by post or email to the member at the member's address or email address shown in the register of members. This shall include the serving of Notices of Meetings under Rule 4.2 which may be served personally, by post or by email in lieu of other specified means of distribution.
- 6.5.2 If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- 6.5.3 Where members share the same address a notice for all members, if sent to one of the members at that address, shall be deemed to have been sent to all members resident at that address, notwithstanding that a member at that address may request the Secretary in writing to send them such notices individually.
- 6.5.4 A general notice placed in the Association's newsletter, on the Association's internet website or on the Association's social media platforms is considered to have been provided to members on the day it is placed on the website, the day the newsletter is available for collection at its normal initial place of distribution or the day it was placed on social media, whichever is the earlier.

Rule 6.6 Surplus Property

- 6.6.1 Upon the winding up or dissolution of the Association, the surplus property is to be distributed to an organisation having like objects to the Association and located within the Sutherland Shire Local Government Area. The determination of the organisations nominated to receive the surplus property shall be determined by the members of the Association by Special Resolution.

PART 7 CODE OF CONDUCT

Rule 7.1 Code of Conduct

- 7.1.1 The Committee shall be empowered to create, amend revise and/or replace the Code of Conduct for the Association at any time with or without notice to the members of the Association.
- 7.1.2 All members of the Association shall abide by the Code of Conduct located either in physical or electronic form in a location determined by the Committee from time to time.

Rule 7.2 Acknowledgement and Acceptance

- 7.2.1 The Code of Conduct shall be binding on all Committee members and Members of the Association respectively, where amended from time to time. All Committee members and Members must comply with the terms of the Code of Conduct.
- 7.2.2 A member's failure to adhere to the Code of Conduct may be subject to any disciplinary action pursuant to Rule 2.9.

PART 8 APPENDIX

Rule 8.1 Proxy Appointment Form

I, _____
(full name)

of _____
(address)

being a member of Caringbah Redbacks Football Club Incorporated hereby appoint

The Chairperson Or _____
(full name of proxy)

of _____
(proxy's address)

also being a member of Caringbah Redbacks Football Club Incorporated entitled to vote, as mt proxy to vote on my behalf at the Annual / Special General Meeting of the Association to be held on

_____ / _____ / _____ and at any adjournment of that meeting.
(date) (month) (year)

My proxy is authorized to vote:

- At their discretion on any matters at the meeting; or
- As directed in favour / against the following resolutions:

In addition to the above directions, my proxy is authorized to vote at their discretion on any other matters at the meeting.

Signature of member appointing proxy _____ / _____ / _____
Date

