



**MACARTHUR RAMS FOOTBALL
CLUB INCORPORATED**

RULES OF INCORPORATION

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ABBREVIATIONS:

Association	Macarthur District Soccer Football Association Inc
A.G.M.	Annual General Meeting
E.D.	Executive Directors
G.M.	General Meeting
G.P.C.	General Purpose Committee
M.D.	Managing Directors
M.G.	Management Group comprising all Directors and Convenors
P.C.	Program Convenors
Rams	Macarthur Rams Football Club Incorporated
S.C.P.	Senior Coaching Panel
S.G.M.	Special General Meeting

PART 1 – PRELIMINARY

INTERPRETATIONS:

1. 1.1 In these Rules, except in so far as context or subject matter otherwise indicates or requires, reference to the masculine gender or the feminine gender, where consistent with the text of these Rules, include the other gender.
“Member” means any Club, Official, Representative player, Supporters Club or Organization whether incorporated or unincorporated which is admitted into membership in accordance with these Rules.
“Ordinary Member” means any member who is a real person who has attained the age of eighteen (18) years who has been elected to membership in accordance with Rule 3 hereof.
“Junior Member” means any person who is a real person who has not attained the age of eighteen (18) years who has been elected to membership in accordance with Rule 3 hereof.
“Foundation Member” means one of the eight Clubs who founded the Macarthur Rams Football Club Inc.
“Life Member” mean those persons who have been elected to Life Membership of the Rams in accordance with these Rules.
“Rams” means the Macarthur Rams Football Club Inc.
“Directors” means the governing body of the Rams.
“Secretary” means,
 - (a) The person holding office under these rules as Secretary of the Rams.
 - (b) Where no such person holds that office – the Public Officer of the Rams.“Special General Meeting” (S.G.M.) means a General Meeting of the Rams other than an Annual General Meeting (A.G.M.) or other General Meeting (if applicable).
“The Act” means the Association’s Incorporation Act, 1984.
“The Regulation” means the Association’s Incorporation Regulation, 1985.
- 1.2 In these Rules,
 - (a) A reference to a function includes a reference to a power authority and duty.
 - (b) A reference to the exercise of a function includes, where a function is a duty, a reference to the performance of the duty.
- 1.3 The provisions of the interpretation Act, 1897, 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 – JURISDICTION

2. 2.1 The jurisdiction of the Rams shall cover all of the following,
 - (a) Member Clubs, Teams, Managers, Coaches, Players.
 - (b) Rams matches played within its boundaries and on grounds used for Football NSW competition and trial purposes.
 - (c) Referees that are appointed who are not members of an official Organization of Referees affiliated with the Rams.

- (d) Representative Players, Officials, Supporters and Teams representing the Rams in matches played in and outside its boundaries.
- (e) The jurisdiction of the Rams shall extend wherever the Club's football activities are undertaken.

PART 3 – MEMBERSHIP

MEMBERSHIP QUALIFICATIONS:

- 3. 3.1 A Club is qualified to be a Member Club of the Rams if, but only if,
 - (a) The Club or Organization is an affiliated and financial member of the Association and undertakes to comply with the Rules of the Rams and with any other Body or Organization of which the Rams is a member or with which it is affiliated.
 - (b) If a Club or Organization admitted to membership in accordance with these Rules provided that no Club or Organization shall be eligible to become elected to membership of the Rams unless the Rules or Constitution of that Club contains within it a provision to the following effect. The Club shall do all such things necessary to implement and enforce any decision of the Rams relating to any Player, Official, Person or Club, who is a member of the Club or seeks to be a member of the Club.
- 3.2 A person is qualified to be an Ordinary Member of the Rams if that person is a natural person who has attained the age of eighteen (18) years.
- 3.3 A person is qualified to be a Junior Member of the Rams if but only if the person is a natural person who has not attained the age of eighteen (18) years and is currently registered with the Rams either as a player or is a Junior Member of a Club of the Association.
- 3.4 A Life Member shall be any member who shall be elected as such by a two-thirds majority of those present at an A.G.M. of the Rams and shall thereafter be entitled to all privileges (including entitlement to vote and take part in the management of the Rams) as an Ordinary Member of the Rams without paying the annual subscription or any special payment for such Life Membership provided that no member shall be elected a Life Member unless he has been a member for a continuous period of not less than ten years and has rendered exceptional service to the Rams. Not more than two (2) Life Members shall be elected in any one financial year. Each nomination being put to a separate vote must attain a two-thirds majority to be elected. Nominations for Life Membership with proposers and seconds remarks will only be accepted up to 42 days before the A.G.M. In the event of there being more than two nominations for Life Membership the Directors will select the two (2) to be proposed for election by the members at the A.G.M.
- 3.5 Existing Life Members of the Association as at 31/10/2006 can be considered for Life Membership of the Rams, thus waiving the years of service and maximum two per annum criteria, upon nomination by two member clubs. Election of Life Members under these special conditions can be made at a General Meeting. Each nomination being put to a separate vote must attain a two-thirds majority to be elected.
- 3.6 All Players, Coaches and Managers registered with or appointed by a Member Club and all members of the Directors of such Member Club and all Players, Coaches and Managers registered with or appointed by the Rams shall be ordinary members of the Rams if they have attained the age of eighteen (18) years or Junior Members if they have not attained the age of eighteen (18) years.

- 3.6 No Ordinary Member or Junior Member shall be entitled to receive notice of meetings, to nominate any person for membership or nominate any other person to stand for the Directors of the Rams or to vote in any election or any ballot of the Rams of members of the Directors of the Rams or to vote at any General Meeting of the Rams other than as expressly authorized by these Rules.
- 3.7 Only real persons shall be entitled to be nominated or to fill any Directors position under Section 18 of these rules. (Election of Directors).
- 3.8 Foundation Members: as admitted at the first meeting are: -
 - (a) Ingleburn RSL Youth Soccer Club
 - (b) East Campbelltown Soccer Club
 - (c) Picton Rangers Soccer Club
 - (d) Fields United Soccer Club
 - (e) Minto District Soccer Club
 - (f) Bradbury Ambarvale Soccer Club
 - (g) Gunners Soccer Club
 - (h) Campbelltown Cobras Soccer Club

NOMINATION FOR MEMBERSHIP:

4. 4.1 A nomination of a person for membership of the Rams, renewable annually,
 - (a) Shall be made by a member of the Rams in writing in the appropriate form. (Appendix 1A – Form Rams 01/01)
 - (b) Shall be lodged with the Secretary of the Rams.
 - (c) Nominations shall close on the **30th June** each year
- 4.2 A nomination of a Club for Club membership of the Rams, renewable annually,
 - (a) Shall be made by a member of the Rams in writing on the appropriate form. (Appendix 1B – Form Rams 01/02)
 - (b) Shall be lodged with the Secretary of the Rams.
 - (c) Nominations for new membership shall close at midnight on **31st January** each year.
 - (d) Nominations for renewal of a Member Club shall close at midnight on **31st January** each year.
- 4.3 As soon as practicable after receiving each nomination for membership, the Secretary shall refer each nomination to the Directors whom shall determine whether to approve or to reject the nomination.
- 4.4 Where the Directors determine to approve a nomination for membership, the Secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under the rules by a member as entrance fee and annual subscription fee.
- 4.5 The Secretary shall, on payment by the nominee of the fees referred to in Rule 4.4 within the period referred to in that Rule, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Rams.
- 4.6 An appeal shall lie in respect of the acceptance or rejection by the Directors of an application by a person or Club for membership to the Rams in a G.M. Any such appeal against acceptance or rejection of an application for membership shall be brought by either the person, or a person representing the Club whose membership has been rejected or by an existing member Club of the Rams. Such appeal shall be made in writing and received by the Secretary of the Rams within 14 days of acceptance or rejection of the application for membership. The Secretary shall cause such appeal to be added to the business paper of the next G.M. of the Rams. Whereupon such appeal being heard as part of General Business of the Rams and the Rams shall resolve the issue of membership by way of a simple majority.

CESSATION OF MEMBERSHIP:

5. 5.1 A Member Club or person shall cease to be a member of the Rams if that Club Member or person,
- (a) Resigns that membership.
 - (b) Is expelled from the Rams.
 - (c) In the case of an Ordinary or Life Member if that person dies, or in the case of a Member Club if that Club shall cease to exist.
 - (d) Fails to pay their annual membership fee within a period of 28 days from the date appointed in Rule 9 thereof. (fees and subscriptions etc)
- 5.2 In the case of a Player, Coach or Manager if their registration is not renewed or received.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE:

6. 6.1 A right, privilege or obligation which a person or Club has by reason of being an Ordinary Member, Junior Member or a Member Club of the Rams.
- (a) Is not capable of being transferred or transmitted to another person or Club.
 - (b) Terminates upon cessation of the person's or Club's membership.

RESIGNATION OF MEMBERSHIP:

7. 7.1 A member of the Rams is not entitled to resign that membership except in accordance with Rule 7.2.
- 7.2 A member of the Rams who has paid all amounts payable by the member to the Rams
- 7.3 Where a member of the Rams ceases to be a member pursuant to Rule 7.2, and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS:

8. 8.1 The Public Officer of the Rams shall establish and maintain a register of members of the Rams specifying the name and address of each person or Member Club who is a member of the Rams, together with the date on which the person or Club became a Member.

FEES, SUBSCRIPTIONS ETC:

9. 9.1 A Member Clubs of the Rams shall, upon admission to membership, pay to the Rams a fee of \$100.00. Annual membership fees shall be determined by the Directors within 45 days of holding the A.G.M. which shall be payable by the 1st of February each year.
- 9.2 No joining fee shall be payable in respect of Ordinary, Life or Junior Members, Players, Coaches or Managers or other Officials of the Rams.

MEMBERS LIABILITIES:

10. 10.1 The liability of a member of the Rams to contribute towards the payment of the debts and liabilities of the Rams or the costs charges and expenses of the winding up of the Rams is limited to the amount, if any, unpaid by the member in respect of membership of the Rams as required by Rule 9.

DISCIPLINE OF MEMBERS:

11. 11.1 Members of the Rams shall be disciplined if any member shall willfully refuse or neglect to comply with the provisions of the Rules of the Rams or shall be guilty of any conduct of which, in the opinion of the Directors or Sub-Committee, is unbecoming of a member or prejudicial to the interest of the Rams. The Directors or Sub-Committee shall have power to reprimand, fine, suspend and expel such member from the Rams. Provided that at least 7 days before the meeting of the Directors or Sub-

- Committee at which a resolution to reprimand and/or fine and/or suspend and/or expel such member or any combination thereof is put, the member shall have had notice in writing of such meeting and of what is alleged against the member and that the member shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defense the member may think fit and provided further that no member shall be expelled from the Rams unless the resolution for his expulsion is passed by a majority of two-thirds of those Directors or Sub-Committee members present and voting.
- 11.2 In addition thereto any member who is guilty of a breach of playing rules or rules of the game of Football may be dealt with by a resolution of the By-Laws of the Rams which By-Law shall also have the power to reprimand and/or fine and/or suspend and/or expel any such member in the manner as determined in the By-Laws.
- 11.3 The Sub-Committee as defined in Rule 11.1 shall be known as the General Purpose Committee (G.P.C.) and the Directors shall determine members of the General Purpose Committee.
- 11.4 Executive Directors shall not be members of the GPC, refer also By-Law 114.

RIGHT OF APPEAL OF DISCIPLINED MEMBER:

12. 12.1 A member may appeal to the Directors against a resolution of the G.P.C., which was passed under Rule 11.1, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 12.2 Upon receipt of a notice from a member under Rule 12.1, the Secretary shall notify the Executive Directors, which shall convene a meeting to be held within 21 days after the date on which the Secretary received the notice.
- 12.3 Any member dealt with by a resolution pursuant to Rule 11.2 may appeal to the Board of Directors in accordance with the Rules of the Rams.
- 12.4 In addition thereto any member may exercise any right to appeal that is available to him to Soccer NSW Ltd.

PART 4 – DIRECTORS & PROGRAM CONVENORS

THE MANAGEMENT GROUP:

13. 13.1 The Directors and Program Convenors of the Rams shall be known as the **Management Group**. The Management Group shall consist of,
- (a) The Executive Directors of the Association.
 - (b) The following Program Convenors.
- 13.2 There shall be a minimum of four and a maximum of six Executive Directors appointed
- (a) Chairman
 - (b) Secretary
 - (c) Financial Controller
 - (d) a minimum of one and a maximum of three Director positions
- 13.3 The Program Convenors shall be named,
- (a) Men's Senior Representative Football Convenor
 - (b) Youth League Convenor
 - (c) Properties and Equipment Convenor

- (d) Metro League Convenor
- (e) Development Academy Convenor
- (f) Coaching Clinic Convenor

RESPONSIBILITIES AND ACCOUNTABILITIES OF THE DIRECTORS:

EXECUTIVE DIRECTORS

14. The Executive Directors of the Rams shall be appointed by the Board of Macarthur District Soccer Football Association Inc. (MDSFA) for a period as resolved by MDSFA.

14.1 Chairman

- (a) Ensure that all Rules and By-laws of the Rams are adhered to
- (b) Chair all Management Group meetings.
- (c) Chair the Rams General Meetings.
- (d) Chair all A.G.M.'s and S.G.M.'s.
- (e) Be a master signatory of all bank accounts.
- (e) Instruct the Secretary to call Executive Director meetings for extraordinary business if no date was set at the preceding Executive Director meeting.
- (f) Instruct the Secretary to call regular Director meetings.
- (g) Ensure that all Sub-committees are properly constructed and operational

14.2 Secretary

- (a) Shall be the Public and Child Protection Officer of the Rams.
- (b) Shall hold the common seal of the Rams. Shall attend to all correspondence.
- (c) Be a master signatory of all bank accounts.
- (b) Shall be a Rams Delegate.
- (c) Shall prepare the Annual Report.
- (d) Cause minutes to be taken at all meetings and circulate copies of said minutes as directed by the E.D.
- (e) Shall cause a record to be taken of the attendance at all meetings.
- (f) Shall cause notices of meetings to be forwarded in accordance with these Rules and By-Laws.
- (g) Maintain a register of defaulting, suspended or other ineligible players.

14.3 Financial Controller

- (a) Cause functional banking of all monies.
- (b) Be a master signatory of all bank accounts.
- (c) Preparation of all budgets and cause preparation of all functional budgets.
- (d) Preparation of annual accounts.
- (e) Cause issuing of functional monthly statements and variance reports.
- (f) Pay all accounts passed for payment by the Directors.
- (g) Conduct separate records for each of the football programs.

14.4 Other Executive Directors appointed shall develop, monitor and implement programs in conjunction with resolutions of the Board.

PROGRAM CONVENORS

15. The Program Conveners, as elected by the Rams Directors, roles include the following responsibilities.

15.1 Men's Senior Representative Convener

- (a) Implement policies as determined by the Directors in relation to the Men's Senior Representative teams.
- (b) Shall Chair and Record minutes of all Men's Senior Representative teams Coaching Panel meetings and copy to the Secretary.
- (c) Act as the Liaison Officer between Men's Senior Representative Players, Coaches and Managers.
- (d) Shall authorize payments of accounts within the policies and budget of the Directors.
- (e) Maintain the budget for the Men's Senior Representative teams within the policies of the Directors.
- (f) Shall be Men's Senior Representative teams Rams delegate to the representative body conducting such competitions.
- (g) Other duties as prescribed by the Directors.

15.2 Youth League Convenor

- (a) Implement policies as determined by the Directors in relation to the Boys Youth League Representative teams.
- (b) Shall Chair and Record minutes of all Boys Youth League Representative teams, Coaching Panel meetings and copy to the Secretary.
- (c) Act as the Liaison Officer between Boys Youth League Teams, Coaches and Managers and other appointed officials.
- (d) Shall authorize payments of accounts within the policies and budget of the Directors.
- (e) Maintain the budget for the Youth League teams within the policies of the Directors.
- (f) Shall be Boys Youth League delegate to the representative body conducting such competitions.

15.3 Metro League Convenor

- (a) Implement policies as determined by the Directors in relation to the Metro League teams.
- (b) Shall Chair and Record minutes of all Metro League teams, Coaching Panel meetings and copy to the Secretary.
- (c) Act as the Liaison Officer between Metro League Players, Coaches and Managers and other appointed officials.
- (d) Shall authorize payments of accounts within the policies and budget of the Directors.
- (e) Maintain the budget for the Metro League teams within the policies of the Directors.
- (f) Shall be Metro League delegate to the representative body conducting such competitions.

15.4 Properties and Equipment Convener

- (a) Implement policies as determined by the Directors in relation to the management of facilities in liaison with the Association.
- (b) Record minutes of all Properties/Equipment Meetings and copy to the Secretary.
- (c) Authorize payments of accounts within the policies and budget of the Directors.
- (d) Maintain the budget for the Properties/Equipment management within the policies of the Directors.
- (e) Present a financial statement and variance report at all Properties/Equipment meetings and copy to the Financial Controller.
- (f) Establish policies for the use and safeguarding of properties and equipment.
- (g) Other duties as prescribed by the Directors.

15.5 Representative Football Program Co-coordinator

- (a) Oversee completion and lodgment of all relevant documentation for football programs within Macarthur Rams.

- (b) Act as the Liaison Officer between the Directors and the Program Conveners, Representative Players, Coaches and Managers and other appointed officials.
 - (c) Chair G.P.C. meetings as appropriate.
 - (d) Assist Conveners with receipting monies, Child Protection issues and code of conduct matters.
 - (e) Other duties as prescribed by the Directors.
- 15.6 Development Academy Convener**
- (a) Implement policies as determined by the Directors in relation to the management of the Development Academy in liaison with the Association and its Member Clubs.
 - (b) Record minutes Development Academy General Meetings and copy to the Secretary.
 - (c) Authorize payments of accounts within the policies and budget of the Directors.
 - (d) Maintain the budget for the Development Academy within the policies of the Directors.
 - (e) Act as the Liaison Officer between Development Academy Players, Coaches and other appointed officials.
 - (f) Other duties as prescribed by the Directors.
- a. Coaching Clinic Convener**
- (a) Implement policies as determined by the Directors in relation to the management of the Coaching Clinics in liaison with the Association and its Member Clubs.
 - (b) Authorize payments of accounts within the policies and budget of the Directors.
 - (c) Maintain the budget for the Coaching Clinics within the policies of the Directors.
 - (d) Act as the Liaison Officer between Coaching Clinic participants, Coaches and other appointed officials.
 - (e) Other duties as prescribed by the Directors.

POWERS AND DELEGATION OF THE DIRECTORS:

16. 16.1 The Directors of the Rams, subject to the Act, the regulation and these Rules and to any resolution passed by the Rams in an A.G.M. or S.G.M.
- (a) Shall control and manage the affairs of the Rams.
 - (b) May exercise all such functions as may be exercised by the Rams other than those functions that are required by these Rules to be exercised by a General meeting of members of the Rams.
 - (c) Has power to perform all such Acts and do all such things as appear to the Directors to be necessary or desirable for the proper management of the affairs of the Rams.
 - (d) To form such 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 Directors themselves may exercise. Provided, however that any decision of any Sub-Committee so formed shall be subject to review by the Directors.
 - (e) Develop, implement and maintain policies of the Rams.

16.2 (Delegation by Directors to Sub-Committees)

- (a) The Directors may delegate to one or more Sub-Committees (consisting of such persons as the Directors think fit) the exercise of such of the powers and functions of the Directors as the Directors think fit.
- (b) All sub-committees appointed by the Directors, shall have a written charter detailing the powers and responsibilities of that sub-committee.
- (c) A function, the exercise of which has been delegated to a Sub-Committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- (d) A delegation under this section shall be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or to time or circumstances, as shall be specified by the Directors.
- (e) Notwithstanding any delegation under this Rule, the Directors may continue to exercise any function delegated.
- (f) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Directors.
- (g) The Directors may revoke wholly or in part any delegation under this Rule.
- (h) A Sub-Committee may meet and adjourn as it thinks proper, or as directed by the Directors.

CONSTITUTION AND MEMBERSHIP:

- 17.1 Each Director shall, subject to these rules, hold office until the conclusion of the A.G.M. of the Association (as per the Alternate Year Rule for election) following the date of the member's election, but is eligible for re-election.
- 17.2 In the event of a casual Director vacancy the Directors may appoint a person to fill the vacancy (subject to Rule 18.6- election of directors) and the person so appointed shall hold office until the conclusion of the next A.G.M. following the date of the appointment

ELECTION OF PROGRAM CONVENORS:

- 18. 18.1 Nominations of candidates for election as Program Conveners, as defined in Rule 15 and sub clauses of Rule 15
 - (a) Shall be made in writing (appendix 1C – Form Rams 01/03), signed by an Executive member of two individual Member Clubs and/or Life Members not being the same person, accompanied by the written consent of the candidate with a personal resume (which may be endorsed on the form of the nomination),

and shall be delivered to the Secretary no later than 14 days prior to the A.G.M. at which the election is to take place.

- (b) If insufficient nominations are received in writing then, at the time nominations are called for during the course of the A.G.M., provided such nomination is moved by two members of the Rams and the candidate either orally, if he be in attendance at the meeting, or in writing including a personal resume if he not be in attendance at the meeting indicates his consent to nomination.
- 18.2 If only one nomination is received for a position, the person nominated shall subject to Rule 18.6 be deemed to be elected.
- 18.3 If more than one nomination is received for a position, a ballot shall be held.
- 18.4 Any vacant Convenor positions shall be deemed to be casual vacancies.

CASUAL VACANCIES:

19. 19.1 For the purpose of these Rules, a casual vacancy in the office of a Director or Convenor occurs if the member,
- (a) (1) Dies.
 - (2) Becomes an insolvent under administration within the meaning of the Companies (New South Wales) code.
 - (3) Resigns office by notice in writing given to the Secretary.
 - (4) Is removed from office under Rule 19.
 - (5) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (6) Is absent without the consent of the Directors from three (3) consecutive Directors or Management Group meetings.
- (b) Position is not filled at an A.G.M.

REMOVAL OF A MEMBER:

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MEETINGS AND QUORUM:

21. 21.1 The Directors shall meet together for the dispatch of business and adjourn at such times and such places and at such frequency as the Directors may determine.
- 21.2 By any two Directors, notice of which shall be given by the Secretary to each member of the Directors at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Directors) before the time appointed for the holding of the meeting.
- 21.3 Notice of a meeting given under Rule 21.2 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business, which the Directors at the meeting unanimously agree to treat as urgent business.
- 21.4 Any four (4) Directors constitute a quorum for the transactions of the business of a meeting of the Directors.
- 21.5 No business shall be transacted by the Directors 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 within seven (7) days.
- 21.6 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 21.7 At a meeting of the Directors,
- (a) The Chairman or, in the Chairman's absence, the Financial Controller shall preside.
 - (b) If the Chairman and the Financial Controller are absent or unwilling to act such, one of the remaining Directors as may be chosen by those present at the meeting to preside.

VOTING DECISIONS OF DIRECTORS:

22. 22.1 Questions arising at a meeting of the Directors or of any Sub-Committee appointed by the Directors shall be determined by a majority of the votes of the Directors, Management Group or Sub-Committee present at the meeting.
- 22.2 Subject to Rule 21.4 re: quorum, the Directors may act notwithstanding any vacancy in their numbers.
- 22.3 Any act or thing done or suffered, or purporting to have been done or suffered, by the Directors or by a Sub-Committee appointed by the Directors, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Directors or Sub-Committee.

PART 5 - GENERAL MEETINGS

ANNUAL GENERAL MEETING - HOLDING OF:

23. 23.1 With the exception of the first A.G.M. of the Rams, the Rams shall, at least once in each calendar year and after the expiration of each financial year of the Rams, that being the 30th September, an A.G.M. of the Members must be convened.
- 23.2 The Rams shall hold its first A.G.M.,
- (a) Within the period of 18 months after its incorporation under the Act.
 - (b) Within the period of 2 months after the expiration of the first financial year of the Rams.
- 23.3 Rule 23.1 and Rule 23.2 have effect subject to any extension or permission granted by the Commission under Section 27.3 of the Act.

ANNUAL GENERAL MEETING - CALLING OF AND NECESSARY BUSINESS

24. 24.1 The A.G.M. of the Rams shall, subject to the Act and to Rule 23, be convened on such date and at such place and time as the Directors see fit.
- 24.2 In addition to any other business which may be transacted at an A.G.M., the business of an A.G.M. shall be,
- (a) To confirm the minutes of the last preceding A.G.M. and of any S.G.M., not previously confirmed.
 - (b) To receive from the Directors reports upon the activities of the Rams during the last preceding financial year.
 - (c) To elect Program Conveners of the Rams and other Sub-Committee positions as per the By-Laws. (By-Law 114)
 - (d) To receive and consider the statement, which is, required to be submitted to members pursuant to Section 26.6 of the Act.
- 24.3 An A.G.M. shall be specified as such in the notice convening it.
- 24.4 A member being a Member Club shall have two (2) votes, Life Members shall have one (1) vote only, but in the event of an equality of votes on any question, the person presiding may exercise a casting vote only.

RAMS GENERAL MEETINGS:

25. 25.1 General meetings of the Rams shall take place at such places and times, as the Directors shall from time to time determine.
- 25.2 Business at such Rams General meetings

Shall include,

- (a) Confirmation of minutes of preceding General meeting or any S.G.M. held since the previous General meeting.
- (b) To receive reports from the Directors and Program Conveners.
- (c) General Business.

SPECIAL GENERAL MEETINGS - CALLING OF:

- 26. 26.1 The Directors may convene a S.G.M. of the Rams under rule 27.
- 26.2 The Directors shall, on the requisition in writing of not less than **three (3)** Member Clubs, convene a S.G.M. of the Rams.
- 26.3 A requisition of Member Clubs for a S.G.M.,
 - (a) Shall state the purpose of the meeting.
 - (b) Shall be signed by the members making the requisitions.
 - (c) Shall be lodged with the Secretary.
 - (d) May consist of several documents in similar form, each signed by one or more of the Member Clubs making the requisition.

- 26.4 If the Directors fail to convene a S.G.M. to be held within one (1) month after the date on which the requisition of members is lodged with the Secretary, any one or more of the members who made the requisition may convene a S.G.M. to be held not later than 3 months after that date.
- 26.5 A S.G.M. convened by a Member Club or Clubs as referred to in Rule 26.4 shall be convened, as nearly as is practicable in the same manner as S.G.M.'s are convened by the Directors and any member who thereby incurs expense is entitled to be reimbursed by the Rams for any expense so incurred.

NOTICE:

- 27 27.1 Except where the nature of the business proposed to be dealt with at a S.G.M. or A.G.M. requires a special resolution of the Rams, the Secretary shall, at least 7 days before the date fixed for the holding of the S.G.M. or A.G.M., cause to be sent by pre-paid post, facsimile, email or other form of electronic transmission to each Member Club, Life Member, Director or Program Convener a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 27.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Rams, the Secretary, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in Rule 27.1 specifying, in addition to the matter required under Rule 27.1, the intention to propose the resolution as a special resolution.
- 27.3 No business other than that specified in the notice convening a S.G.M. or A.G.M. shall be transacted at the meeting except in the case of an A.G.M., business that may be transacted pursuant to Rule 24.2.

PROCEDURE:

- 28. 28.1 No items of business shall be transacted at an A.G.M., S.G.M. or General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 28.2 Five (5) members present in person (being members entitled under these rules to vote at an A.G.M., S.G.M. or G.M.) five (5) of whom shall be Member Clubs, constitute a quorum for the transaction of the business of an A.G.M., S.G.M. or G.M.

- 28.3 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 shall stand adjourned to the same time and (unless another place is specified at the time of 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.
- 28.4 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 meeting shall be abandoned.

PRESIDING MEMBER:

29. 29.1 The Chairman or, in the Chairman's absence, the Financial Controller shall preside as Chairman at each A.G.M., S.G.M. and G.M. of the Rams.
- 29.2 If the Chairman, Financial Controller or the next senior Director is absent from the A.G.M., S.G.M. or G.M. or unwilling to act, the members entitled to vote who are present shall elect one of their number to preside as Chairman at the meeting.
- 29.3 The presiding member of all meetings shall have a casting vote only.

ADJOURNMENT:

30. 30.1 The Chairman of an A.G.M., S.G.M. or G.M. at which a quorum is present may, with the consent of the majority of members present at the meeting, and entitled to vote, 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.
- 30.2 Where an A.G.M., S.G.M. or G.M. is adjourned for 14 days or more, the Secretary shall give written notice of the adjourned meeting to each member of the Rams entitled to receive such notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.3 Except as provided in Rule 30.1 and Rule 30.2, notice of an adjournment of an A.G.M., S.G.M. or G.M. of the business to be transacted at an adjourned meeting is not required to be given.

VOTING DECISIONS:

31. 31.1 A question arising at any meeting of the Rams 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 Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Rams, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- 31.2 At an A.G.M., S.G.M. or G.M. of the Rams, a poll may be demanded by the Chairman or by not less than two (2) members eligible to vote who are present in person at the meeting.
- 31.3 Where the poll is demanded at an A.G.M., S.G.M. or G.M. the poll shall be taken,
(a) Immediately in the case of a poll which relates to the election of the chairman of the meeting or to the question of an adjournment.

- (b) In any other case, in such manner and at such time before the close of the meeting as the Chairman directs and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION:

- 32. 32.1 A resolution of the Rams is a special resolution if,
 - (a) It is passed by a majority which comprises not less than three (3) quarters of such members of the Rams as, being entitled under these rules so to do, vote in person at a S.G.M. or A.G.M. of which not less than 21 day's written notice specifying the intention to propose the resolution was given in accordance with these rules.
 - (b) Where it is made to appear to the Commission (Department of Fair Trading) that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) – the resolution is passed in a manner specified by the Commission.

VOTING:

- 33. 33.1 Upon any questions arising at any General Meeting of the Rams, a Member Club has two (2) votes and Life Members shall have one (1) vote only.
- 33.2 All votes shall be given personally.
- 33.3 In the case of an equality of votes on a question at a General Meeting, the Chairman of the meeting is entitled to exercise a casting vote only.
- 33.4 A member is not entitled to vote at any General meeting of the Rams unless all money due and payable by the member to the Rams has been paid.
- 33.5 Clubs must pay all accounts in full, putting any queries/complaints in writing, in letter form detailing alleged discrepancies. No amounts are to be deducted before payment.

APPOINTMENT OF PROXIES:

- 34. 34.1 No member shall attend or vote at any meeting of the Rams or of any Directors of the Rams or vote at any election of the Rams as a proxy of another person.

PART 6 - MISCELLANEOUS

MEMBERSHIP OF SOCCER NEW SOUTH WALES LIMITED

- 35. 35.1 The Rams shall at all times be bound by the Constitution, Rules and Regulations of Soccer New South Wales Limited.
- 35.2 Where there is any inconsistency between any provision of the Constitution and or Rules and Regulations of the Rams and those of Soccer New South Wales Limited, then to the extent of such inconsistency the Constitution of Rules and Regulations of Soccer New South Wales Limited shall prevail.
- 35.3 The Rams shall be bound by the lawful decisions of the Board of Soccer New South Wales Limited and it shall do all things reasonably necessary to implement and enforce such decisions.
- 36. 36.1 The Rams shall do all such things necessary to implement and enforce any decision of Soccer New South Wales Limited relating to any player, Official, person or Club who is a member of or affiliated with the Rams or seeks to be a member or affiliated with the Rams.

INSURANCE:

- 37. 37.1 The Rams shall effect and maintain insurance pursuant to Section 44 of the Act.

- 37.2 In addition to the insurance required under Rule 37.1, the Rams may effect and maintain other insurance.

FUNDS - SOURCE:

38. 38.1 The funds of the Rams shall be derived from entrance fees, and annual subscriptions of members, donations, and sponsorship and, subject to any resolution passed by the Rams in A.G.M. or S.G.M., such other sources as the Directors determine.
- 38.2 The Rams will also derive funding in the form of a grant from the Association Member Clubs, School Holiday Coaching Clinics and the Development Academy Program.

FUNDS - MANAGEMENT:

39. 39.1 Subject to any resolution passed by the Rams in General meeting, the funds of the Rams shall be used in pursuance of the objects of the Rams in such manner as the Directors determine.
- 39.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) of the designated signatories, one of whom shall be a master signatory.
- 39.3 All money received by the Rams shall be deposited the next banking day or within 48 hours and without deduction to the credit of the relevant Ram's Program bank account.
- 39.4 The Rams shall, as soon as, and where practicable after receiving any money, issue an appropriate receipt.
- 39.5 The Macarthur Rams shall conduct at least two (2) bank accounts one being for the Macarthur Rams (incorporating the Senior and Youth leagues) and the other in the name of the Metropolitan League and any other bank accounts deemed necessary by the Directors.

ALTERATION OF OBJECTS AND RULES:

40. 40.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Rams.

COMMON SEAL:

41. 41.1 The common seal of the Rams shall be kept in the custody of the Public Officer.
- 41.2 The common seal shall not be affixed to any instrument except by the authority of the Directors and affixing of the common seal shall be attested by the signatures of two (2) Directors.

CUSTODY OF BOOKS ETC:

42. 42.1 Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Rams.

INSPECTION OF BOOKS ETC:

43. 43.1 The records, books and other documents of the Rams shall be open to inspection, free of charge on written request by any member club.

SERVICES OF NOTICES:

44. 44.1 For the purpose of these Rules, a notice may be served by or on behalf of the Rams upon any member either personally or by sending it by post to the member at the member's address shown in the register of members or by facsimile, email or other form of electronic transmission.
- 44.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- 44.3 Where a document is sent to a person by any form of electronic transmission, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the member at the time of transmission by the Rams.

PATRONS:

45. 45.1 The Rams may elect Patrons of the Rams at an A.G.M. or S.G.M. as they desire. Patrons shall hold office for as long as the Rams may determine. Patrons shall be entitled to attend all meetings of the Rams but shall not be entitled to vote there at.

BY-LAWS:

46. 46.1 The Rams may at an S.G.M., A.G.M. or G.M. alter or repeal all such By-Laws as it may deem necessary or expedient for the proper conduct and management of the Rams.

PART 7 - PAYMENTS TO DIRECTORS

PAYMENTS TO DIRECTORS:

- 47 47.1 Directors shall not be appointed to any salaried office of the Rams or any office of the Rams paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Rams to any member of the Directors 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 Rams bankers for money lent to the Rams.
 - (c) Honorariums if any as determined by the A.G.M.

SURPLUS PROPERTY:

- 48 48.1 In the winding up of the Rams the surplus property of the Rams shall, subject to any trust affecting that property or any part of it vest in the Association.

****** END OF RULES ******

Macarthur Rams Football Club Inc.



APPLICATION FOR MEMBERSHIP OF BY A PERSON

**To the Secretary
Macarthur Rams Football Club Incorporated
P.O. Box 951, Campbelltown NSW 2560**

I _____
(Full name of applicant)

Of _____
(address)

(occupation)

hereby apply to become a member of the above named incorporated club. In the event of my admission as a member, I agree to be bound by the rules of the club for the time being in force.

(signature of applicant)

Date: _____

I _____
(Full name of proposer)
nominate the applicant for membership of the Association.

being a member of the Club,

(signature of proposer)

Date: _____

I _____
(Full name of seconder)
second the applicant for membership of the Club.

being a member of the Club,

(signature of proposer)

Date: _____

Macarthur Rams Football Club Inc.



APPLICATION FOR MEMBERSHIP OF MACARTHUR RAMS BY A CLUB

To the Secretary
Macarthur Rams Football Club Incorporated
P.O. Box 951, Campbelltown NSW 2560

(Full name of Club or Organisation)

(postal)

hereby applies to become a Member Club of the above named Incorporated Club. In the event of the Clubs admission as a member, the Club agrees to be bound by the Rules of the Club for the time being in force.

The current Committee (Name, Address and Home Phone Number) of the Club consists of

President	_____	_____
		(Phone)
Secretary	_____	_____
		(Phone)
Treasurer	_____	_____
		(Phone)

Date _____

signature of Club Secretary (if unincorporated)

OR if incorporated
THE COMMON SEAL OF _____
(Director)

was affixed in the presence of _____
(Secretary)

Macarthur Rams Football Club Inc.



APPLICATION FOR MEMBERSHIP OF MACARTHUR RAMS INC BY A CLUB

I _____
(Full name of proposer)
nominate the applicant for membership of the Club.

being a representative of a member club of the Club,

(signature of proposer)

Date: _____

I _____
(Full name of seconder)
second the applicant for membership of the Club.

being a representative of a member club of the Club,

(signature of proposer)

Date: _____

Other information relevant to the application.

1. If available Business Phone and Fax numbers and e-mail address for the

President	_____	_____	_____
	(Phone)	(Fax)	(e-mail address)
Secretary	_____	_____	_____
	(Phone)	(Fax)	(e-mail address)
Treasurer	_____	_____	_____
	(Phone)	(Fax)	(e-mail address)

2. The Clubs 24 hour, 7 day accessible FAX number _____

The Clubs main email address: _____

**Macarthur Rams Football Club Inc.
P.O. Box 951, Campbelltown NSW 2560**



NOMINATION FORM FOR PROGRAM CONVENER

The following nomination is in accordance with the Rules of Incorporation of Macarthur Rams Football Club Inc. for the position/s as defined in the By-Laws.

I _____ hereby nominate _____
(Member Club / Life Member)

of _____ Phone No. _____
(Club name/address)

for the position of _____

Being a Program Convenors position for the Management Group as defined in the Rules of Incorporation as defined in the Constitutional By-Laws.

Signature of Proposer _____
(Being a Member Club Executive member or Life Member)

Signature of Seconder _____
(Being a Member Club Executive member or Life Member)

I _____ hereby accept the nomination for the position of
Program Convener of the Macarthur Rams
Football Club Inc.

Signature of Nominee _____
(full name)

Address of Nominee _____

Phone No _____ Fax No _____ E-mail address _____



