

Constitution and Rules of The Roar Supporters Federation (RSF)

1 Interpretation

(1) In these rules:

Act means the *Associations Incorporation Act 1981 QLD*.

A-League means the Hyundai A-League Football league or its successor

Casual Vacancy means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

Club means the Brisbane Roar Football Club and its successors but may include any club or supporters group which the Management Committee decides shall be worthy of support by the Members from time to time.

RSF means the Roar Supporters Federation.

Football means the game, also known as soccer, whether played indoors or outdoors, including the game known as futsal and whether played by players of any gender.

Inaugural Ordinary Member means a person or entity who becomes an Inaugural Ordinary Member pursuant to clause 5 hereof.

In writing includes an email or an electronic copy of an original document.

Management Committee means the Management Committee of the RSF constituted and elected pursuant to clauses 18 and 19 of this Constitution and Rules.

Members means the members for the time being of the RSF present:

a. at a Management Committee meeting, see Rule 23(6); or

b. at a general meeting, see Rule 37(2).

Ordinary Member means a person accepted as such by the Management Committee pursuant to clause 9 hereof and the term shall include Inaugural Ordinary Member where the context permits.

Steering Committee means the persons named in the Schedule hereto and who conceived and brought into being this RSF.

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

(1) The name of the incorporated Association is the **Roar Supporters Federation (RSF)**.

3 Objects

(1) The objects of the RSF are:

a. To provide a coordinated voice for supporters of the Brisbane Roar Football Club or its successors.

b. To have a voice and representation with the Club management, owners and the Football Federation of Australia (FFA) or its successors.

c. To support and promote the interests of Members.

- d. To recruit, encourage and engage with supporters of Football and in particular the Club.
- e. To promote and develop goodwill between supporters of Football at local, national or international level.
- f. To provide such ways and means of support and encouragement to the Club and its players or support staff as the Management Committee shall determine from time to time.
- g. To initiate and support projects and campaigns on issues of concern with respect to the Club or to Football.
- h. To engage with diverse communities, promote diversity and oppose all forms of discrimination in relation to Football.
- i. To oppose any Football related abuse or violence.
- j. To support, contribute to or establish such charity or benevolent Foundation as the RSF may consider is congruent with the other Objects or the interests of the Club and the RSF members.

4 Powers

- (1) The RSF has the powers of an individual.
- (2) The RSF may, for example:
 - a. enter into contracts; and
 - b. acquire, hold, deal with and dispose of property; and
 - c. make charges for services and facilities it supplies; and
 - d. do other things necessary or convenient to be done in carrying out its affairs.
- (3) The RSF may take over the funds and other assets and liabilities of any other club or supporters group.
- (4) The RSF may also issue secured and unsecured notes, debentures and debenture stock for the RSF.
- (5) The RSF may carry out research into and disseminate information on Football related issues.
- (6) The RSF may liaise with all interested parties to achieve the Objects.
- (7) The RSF may work towards ownership of the Club, whether in part or full.

5 Classes of members

- (1) The membership of the RSF consists of any of the following classes of members:
 - a. Inaugural Ordinary Members
 - b. Ordinary Members
 - c. Associate Members
 - d. Honorary Members
- (2) The number of Ordinary Members is unlimited.
- (3) A person who, on the day the RSF is incorporated, or who, on or before a day fixed by the Steering Committee, who is not otherwise disqualified from being an Ordinary Member and who has indicated their intention to the Steering Committee to become a member of the RSF must be admitted by the Management Committee as an Inaugural Ordinary Member. Provided they have paid up to date any current membership fees, an Inaugural Ordinary Member will have all the rights and obligations of an Ordinary Member but shall not be restricted by the 6 month non-voting period set out in clause 5(5) hereof.
- (4) An Ordinary Member whose membership fees have been paid up to date shall have the right to:

- a. Attend, vote and otherwise participate in all general meetings or special general meetings of the RSF whether by proxy or in person.
 - b. Stand for and vote on any election of Management Committee Members or Office Bearers.
 - c. After reasonable notice, inspect the minutes of all general meetings, special general meetings, Management Committee meetings or Sub-Committee or special project meetings of the RSF.
 - d. Inspect the financial statements of the RSF.
 - e. Advice and assistance through the medium of the expertise of any departments set up by the Management Committee to provide benefits for the support of Football and the RSF's membership.
- (5) An Ordinary Member may not cast a vote at any meeting of the RSF unless they have been admitted to membership and paid any membership fees for a period of six months prior to the meeting in question.
- (6) An Associate Member is an organisation or group who affiliate with and adhere to the objectives of the RSF. An Associate Member shall have the right to attend meetings but have no voting rights.
- (7) An Honorary Member is any current player with the Club, and any former player of the Club who is not engaged or involved in any activity with any other A-League football club. Honorary Members shall have the right to attend meetings but have no voting rights.
- (8) No employee or contractor of the Club shall be eligible to be an Ordinary Member.

6 Disqualification from membership

- (1) No employee or contractor of any other Football team competing in the A-League, shall be eligible to be an Ordinary Member.
- (2) No employee or contractor of the Football Federation of Australia or its successor, shall be eligible to be an Ordinary Member.
- (3) No person, corporation, federation, partnership, shareholder or member thereof seeking to acquire ownership or part ownership of the Club, nor any employee or direct contractor of such person, corporation, federation or partnership shall be eligible to be an Ordinary Member. Provided that this sub-rule shall not apply to members of the RSF where the RSF acquires or seeks to acquire ownership or part ownership of the Club.
- (4) No person who conducts themselves, or has within the twelve months preceding a membership application of the RSF conducted themselves, in a way considered to be injurious or prejudicial to the character, Objects or interests of the RSF shall be eligible to be an Ordinary Member.

7 New membership

- (1) An application for membership must be:
- a. in writing; and
 - b. in the form decided by the Management Committee.

8 Membership fees

- (1) The membership fee for each ordinary membership and for each other class of membership (if any):
- a. is the amount decided by the members at an annual general meeting of the RSF; and

- b. is payable when, and in the way, the Management Committee decides.

9 Admission and rejection of new members

- (1) The Management Committee must consider an application for membership at the next committee meeting held after it receives:
 - a. the application for membership; and
 - b. the appropriate membership fee for the application.
- (2) The Management Committee must ensure that, as soon as possible after the person applies to become a member of the RSF, and before the Management Committee considers the persons application, the person is advised whether or not the RSF has public liability insurance.
- (3) The Management Committee must decide at the meeting whether to accept or reject the application and shall in its sole discretion make such determination and no appeal may be made from the decision of the Management Committee.
- (4) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (5) The Secretary of the RSF must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

10 When membership ends

- (1) A member may resign from the RSF by giving a written notice of resignation to the Secretary.
- (2) The resignation takes effect at
 - a. the time the notice is received by the Secretary; or
 - b. a later time if such time is stated in the notice.
- (3) The Management Committee may terminate a member's membership if the member:
 - a. is convicted of an indictable offence; or
 - b. does not comply with any of the provisions of these rules; or
 - c. has membership fees in arrears for at least 2 months; or
 - d. conducts himself or herself in a way considered to be injurious or prejudicial to the character, Objects or interests of the RSF.
- (4) Before the Management Committee terminates a member's membership, the committee must contact the member in writing at the last postal address or by email at the last email address held by the RSF and give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary of the committee must give the member a written notice of the decision.

11 Appeal against termination of membership

- (1) A person, whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.

- (3) If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

12 General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the Secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the membership should not be terminated.
- (3) Also, the Management Committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

13 Register of Members

- (1) The Management Committee must keep a register of members of the RSF.
- (2) The register must include the following particulars for each member:
 - a. the full name of the member;
 - b. the postal and/or residential and/or email address of the member;
 - c. the date of admission as a member;
 - d. the date of death (if known) or date of resignation of the member;
 - e. details about the termination or reinstatement of membership;
 - f. the class of membership;
 - g. any other particulars decided by the Management Committee or the members at a general meeting.
- (3) The register must be available for inspection by Ordinary Members of the RSF at all reasonable times.
- (4) A member must contact the Secretary to arrange an inspection of the register.
- (5) However, the Management Committee may, on the application of a member of the RSF, withhold information about the member (other than the member's full name) from the register available for inspection.

14 Prohibition on use of information on register of members

- (1) A member of the RSF must not:
 - a. use information obtained from the register of members of the RSF to contact, or send material to, another member of the RSF for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the RSF for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - c. use or disclose information obtained from the register of members of the RSF for any purpose not connected to the Objects of the RSF.
- (2) Sub-Rule (1) does not apply if the use or disclosure of the information is done for the purposes of or in pursuit of the Objects of the RSF.

15 Appointment or election of Secretary

- (1) The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
 - a. a member of the RSF elected by the RSF as Secretary; or
 - b. any of the following persons appointed by the Management Committee as Secretary to fill a casual vacancy:
 - (i) a member of the RSF's Management Committee;
 - (ii) another member of the RSF;
 - (iii) another person.
- (2) If the RSF has not elected an interim officer as Secretary for the RSF before its incorporation, the members of the Management Committee must ensure a Secretary is appointed or elected for the RSF within 1 month after incorporation.
- (3) If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the RSF within 1 month after the vacancy happens.
- (3) If the Management Committee appoints a person mentioned in Sub-Rule (1)(b)(ii) as Secretary, the person becomes a member of the Management Committee.
- (4) If the Management Committee appoints a person mentioned in Sub-Rule (1)(b)(iii) as Secretary, the person does not become a member of the Management Committee.

16 Removal of Secretary

- (1) The Management Committee of the RSF may at any time remove a person appointed by the committee as the Secretary.
- (2) If the Management Committee removes a Secretary who is a person mentioned in Rule 15(1)(b)(i), the person remains a member of the Management Committee.

17 Functions of Secretary

The Secretary's functions include, but are not limited to:

- a. calling meetings of the RSF, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the RSF; and
- b. keeping minutes of each meeting; and
- c. keeping copies of all correspondence and other documents relating to the RSF; and
- d. maintaining the register of members of the RSF.

18 Membership of Management Committee

- (1) The RSF shall be governed by a Management Committee.
- (2) The Management Committee of the RSF consists of a President, Vice-President, Treasurer, Secretary and up to 6 Ordinary or Inaugural Ordinary Members of the RSF elected at a general meeting.
- (3) A member of the Management Committee, other than a Secretary appointed by the Management Committee under Rule 15(1)(b)(iii), must be an Ordinary or Inaugural Ordinary Member of the RSF.
- (4) A member of the Management Committee shall be elected for a term of 2 years.
- (5) At each annual general meeting of the RSF, the members of the Management Committee whose term of two years has expired must retire from office, but are eligible, on nomination, for re-election. However no person may be elected for more than three consecutive terms.

(6) An Ordinary or Inaugural Ordinary Member of the RSF may be appointed to a casual vacancy on the Management Committee under Rule 21.

19 Electing the Management Committee

- (1) A member of the Management Committee may only be elected as follows:
 - a. any 2 Ordinary Members of the RSF may nominate another Ordinary Member (the *candidate*) to serve as a member of the Management Committee;
 - b. the nomination must be:
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the Secretary at least 14 days before the annual general meeting at which the election is to be held.
 - c. each member of the RSF present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Management Committee;
 - d. if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person:
 - a. is an adult; and
 - b. is not ineligible to be elected as a member under Section 61A of the Act.
- (3) A list of the candidates names in alphabetical order, with the names of the Ordinary Members who nominated each candidate, must be circulated to Ordinary Members at their last known email address and posted in a conspicuous place in the office or usual place of meeting of the RSF if the RSF has such, for at least 7 days immediately preceding the annual general meeting.
- (4) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised:
 - a. whether or not the RSF has public liability insurance; and
 - b. the amount of the insurance if the RSF has public liability insurance.

20 Resignation, removal or vacation of office of Management Committee member

- (1) A member of the Management Committee may resign from the committee by giving written notice of resignation to the Secretary.
- (2) The resignation takes effect at:
 - a. the time the notice is received by the Secretary; or
 - b. the later time if a later time is stated in the notice.
- (3) A member may be removed from office at a general meeting of the RSF if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member if the member is guilty of misconduct in office.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in Section 64(2) of the Act.

21 Vacancies on Management Committee

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the RSF to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (3) However, if the number of committee members is less than the number fixed under Rule 24(1) as a quorum of the Management Committee, the continuing members may act only to:
 - a. increase the number of Management Committee members to the number required for a quorum; or
 - b. call a general meeting of the RSF.

22 Powers of the Management Committee

- (1) Subject to these rules or a resolution of the members of the RSF carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the RSF.
- (2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the RSF on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- (3) The Management Committee may exercise the powers of the RSF:
 - a. to borrow, raise or secure the payment of amounts in a way the members of the RSF decide; and
 - b. to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the RSF in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the RSFs property, both present and future; and
 - c. to purchase, redeem or pay off any securities issued; and
 - d. to borrow amounts from members and pay interest on the amounts borrowed; and
 - e. to mortgage or charge the whole or part of its property; and
 - f. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the RSF; and
 - g. to provide and pay off any securities issued; and
 - h. to invest in a way the members of the RSF may from time to time decide.
- (4) For Sub-Rule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
 - a. the financial institution for the RSF; or
 - b. the financial institution nominated by the Management Committee if there is more than 1 financial institution for the RSF..
- (5) The Management Committee may:
 - a. from time to time co-opt to its membership other persons to assist in special projects or the administration of the RSF on terms to be decided by the Management Committee.

- b. initiate and appoint sub-committees on such terms as it sees fit to assist in carrying out its functions or to undertake special projects.

23 Meetings of Management Committee

- (1) Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least once every 4 months to exercise its functions.
- (3) The Management Committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Management Committee.
- (5) The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in Sub-Rule (5) is taken to be present at the meeting.
- (7) A motion arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the motion is decided in the negative.
- (8) A member of the Management Committee must not vote on a motion about a contract or proposed contract with the RSF if the member has an interest whether financial or otherwise either directly or indirectly in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) Any of the President, Vice-President or Secretary is to preside as chairperson at a Management Committee meeting, subject to the determination of the Management Committee.

If there is no President Vice-President or Secretary, or if the President, Vice-President or Secretary is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting. This person should continue in this role if the President, Vice-President or Secretary arrives after 10 minutes from the proposed start of the meeting unless the Management Committee makes a decision to reassign the chairperson for the meeting.

24 Quorum for, and adjournment of, Management Committee meeting

- (1) At a Management Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the members of the committee may discuss the business of the meeting but may not pass any binding motion. A subsequent meeting or an adjourned meeting of the Management Committee may ratify any decisions made at the prior meeting for which no quorum was formed.
- (3) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting:
 - a. the members present at that meeting may adjourn it for at least 1 day; and
 - b. the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.

- (4) If, at an adjourned meeting mentioned in Sub-Rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

25 Special meeting of Management Committee

- (1) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- (3) A request for a special meeting must state:
 - a. why the special meeting is called; and
 - b. the business to be conducted at the meeting.
- (4) A notice of a special meeting must state:
 - a. the day, time and place of the meeting; and
 - b. the business to be conducted at the meeting.
- (5) A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

26 Minutes of Management Committee meetings

- (1) The Secretary must ensure full and accurate minutes of all motions, matters, resolutions and other proceedings of each Management Committee meeting are recorded.
- (2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.
- (3) The Secretary shall cause a notice of meeting, agenda and minutes of the previous meeting to all members of the Management Committee at least 3 working days before the scheduled meeting date.

27 Appointment of Sub-Committees

- (1) The Management Committee may appoint a Sub-Committee consisting of members of the RSF considered appropriate by the committee to help with the conduct of the RSFs operations.
- (2) A member of the Sub-Committee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (3) A Sub-Committee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A Sub-Committee may meet and adjourn as it considers appropriate.
- (6) A motion arising at a Sub-Committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the motion is decided in the negative.

28 Acts not affected by defects or disqualifications

- (1) An act performed by the Management Committee, a Sub-Committee, or a person acting as a member of the Management Committee, is taken to have been validly performed.
- (2) Sub-Rule (1) applies even if the act was performed when:
 - a. there was a defect in the appointment of a member of the Management Committee, Sub-Committee or person acting as a member of the Management Committee; or
 - b. a Management Committee member, Sub-Committee member or person acting as a member of the Management Committee was disqualified from being a member.

29 Resolutions of Management Committee without meeting

- (1) A resolution confirmed in writing by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in Sub-Rule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

30 First annual general meeting

The first annual general meeting must be held within 6 months after the end date of the RSF's first reportable financial year.

31 Annual general meeting

- (1) Each subsequent annual general meeting must be held:
 - a. at least once each year; and
 - b. within 6 months after the end date of the RSF's reportable financial year.
- (2) The date and venue of the annual general meeting of the RSF shall be determined by the Management Committee taking into account the convenience of the members, the accessibility of the venue bearing in mind the likely travel and accommodation arrangements of the members.

32 Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations first annual general meeting

- (1) This rule applies only if the RSF is:
 - a. a level 1 incorporated association; or
 - b. a level 2 incorporated association to which section 59 of the Act applies; or
 - c. a level 3 incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the RSF:
 - a. receiving the RSF's financial statement and audit report, for the last reportable financial year;
 - b. presenting the financial statement and audit report to the meeting for adoption;
 - c. electing a President, Vice-President, Treasurer, Secretary and members of the Management Committee where such election is necessary;

- d. for a level 1 incorporated RSF, appointing an auditor or an accountant for the present financial year;
- e. for a level 2 incorporated RSF, or a level 3 incorporated RSF, to which section 59 of the Act applies, appointing an auditor, an accountant or an approved person for the present financial year.

33 Business to be conducted at annual general meeting of other level 2 incorporated associations

- (1) This rule applies only if the RSF is a level 2 incorporated federation to which section 59A of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the RSF:
 - a. receiving the RSF's financial statement, and signed statement, for the last reportable financial year;
 - b. presenting the financial statement and signed statement to the meeting for adoption;
 - c. electing a President, Vice-President, Treasurer, Secretary and members of the Management Committee where such election is necessary;
 - d. appointing an auditor, an accountant or an approved person for the present financial year.

34 Business to be conducted at annual general meeting of other level 3 incorporated associations

- (1) This rule applies only if the RSF is a level 3 incorporated association to which section 59B of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the RSF:
 - a. receiving the RSF's financial statement, and signed statement, for the last reportable financial year;
 - b. presenting the financial statement and signed statement to the meeting for adoption;
 - c. electing a President, Vice-President, Treasurer, Secretary and members of the Management Committee where such election is necessary.

35 Notice of general meeting

- (1) The Secretary may call a general meeting of the RSF.
- (2) The Secretary must give at least 14 days' notice of the meeting to each member of the RSF.
- (3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (4) The Management Committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing:
 - a. a meeting called to hear and decide the appeal of a person against the Management Committee's decision:
 - (i) to reject the person's application for membership of the RSF; or
 - (ii) to terminate the person's membership of the RSF;
 - b. a meeting called to hear and decide a proposed special resolution of the RSF.

(6) A notice of a general meeting must state the business to be conducted at the meeting.

36 Quorum for, and adjournment of, a general meeting

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the RSF's last general meeting plus 1 Ordinary Member.
- (2) However, if all members of the RSF are members of the Management Committee, the quorum is the total number of members less 1 Ordinary Member.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the RSF, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the RSF;
 - a. the meeting is to be adjourned for at least 7 days; and
 - b. the Management Committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under Sub-Rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37 Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in Sub-Rule (1) is taken to be present at the meeting.
- (3) At each general meeting:
 - a. subject to the decision of the members, the President, Vice-President or Secretary is to preside as chairperson; and
 - b. if there is no President or Vice-President or Secretary, or if the President or Vice-President or Secretary is not present within 15 minutes after the time fixed for the start of the meeting, or the President or Vice-President or Secretary is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - c. the chairperson must conduct the meeting in a proper and orderly way.

38 Voting at general meeting

- (1) At a general meeting, each motion, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the Management Committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the manner the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

39 Special general meeting

- (1) The Secretary must call a special general meeting by giving each member of the RSF notice of the meeting within 14 days after:
 - a. being directed to call the meeting by the Management Committee; or
 - b. being given a written request signed by:
 - (i) at least 33% of the number of members of the Management Committee when the request is signed; or
 - (ii) at least the number of ordinary members of the RSF equal to double the number of members of the RSF on the Management Committee when the request is signed plus 1 Ordinary Member; or
 - c. being given a written notice of an intention to appeal against the decision of the Management Committee to terminate a person's membership.
- (2) A request mentioned in Sub-Rule (1)(b) must state:
 - a. why the special general meeting is being called; and
 - b. the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the Secretary:
 - a. is directed to call the meeting by the Management Committee; or
 - b. is given the written request mentioned in Sub-Rule (1)(b); or
 - c. is given the written notice of an intention to appeal mentioned in Sub-Rule (1)(c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

40 Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

[Name of RSF]:
 I, _____ of _____,
 being a member of the RSF, appoint _____
 of _____
 as my proxy to vote for me on my behalf at the (annual) general meeting of the RSF, to be held
 on the _____ day of _____ 20____
 and at any adjournment of the meeting.
 Signed this _____ day of _____ 20____ .
 Signature

- (2) The instrument appointing a proxy must:

- a. if the appointor is an individual, be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - b. if the appointor is a corporation:
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the RSF or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:
- (a) [*Name of RSF*]:
 - (b) I, _____ of _____, being a member of the RSF, appoint _____, i. of _____ as my proxy to vote for me on my behalf at the (annual) general meeting of the RSF, to be held on the _____ day of _____ 20____ and at any adjournment of the meeting.
 - (c) Signed this _____ day of _____ 20____.
 - (d) Signature _____
 - (e) This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions—
 - 1. [*List relevant resolutions*]
- (8) No member may exercise the right to vote as a proxy for more than two members in addition to the member's own vote.

41 Minutes of general meetings

- (1) The Secretary must ensure full and accurate minutes of all motions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes:
 - a. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - b. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the RSF that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the RSF, the Secretary must, within 28 days after the request is made:
 - a. make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - b. give the member copies of the minutes of the meeting.
- (4) The RSF may require the member to pay the reasonable costs of providing copies of the minutes.
- (5) The minute book may be kept and recorded in digital or electronic form.

42 By-laws

- (1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the RSF.
- (2) A by-law may be set aside by a vote of members at a general meeting of the RSF.

43 Alteration of rules

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

44 Common Seal

- (1) The Management Committee must ensure the RSF has a common seal.
- (2) The common seal must be:
 - a. kept securely by the Management Committee; and
 - b. used only under the authority of the Management Committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:
 - a. the Secretary; or
 - b. another member of the Management Committee; or
 - c. someone authorised by the Management Committee.

45 Funds and accounts

- (1) The funds of the RSF must be kept in an account in the name of the RSF in a financial institution decided by the Management Committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the RSF.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the RSF must be made by cheque or electronic funds transfer and must be signed or authorised by any 2 of the following:
 - a. the President;
 - b. the Secretary;
 - c. the Treasurer;
 - d. any 1 of 3 other members of the RSF who have been authorised by the Management Committee to sign cheques issued by the RSF.
- (5) However, 1 of the persons who signs the cheque or authorises the electronic funds transfer must be the President, the Secretary or the Treasurer.
- (6) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (7) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- (8) All expenditure must be approved or ratified at a Management Committee meeting.

46 General financial matters

- (1) On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the RSF must be used solely in promoting the RSF's objects and exercising the RSF's powers.
- (3) No portion of the income or funds of the RSF shall be paid or transferred directly or indirectly, by way of profit, to any member of the RSF or to any organisation affiliated to the RSF, provided that nothing in this article shall prevent the payment in good faith of reasonable and proper remuneration to any officer, member or employee of the RSF in return for services actually rendered to the RSF or in recoupment of any expenses paid or incurred on behalf of the RSF.
- (4) No member may cast a vote on any resolution at any meeting of the RSF (including Management or sub-committee meetings) where the member has any actual, perceived or potential conflict of interest including personal, financial or commercial interests whether directly or indirectly in relation to that resolution.
- (5) At any meeting of the RSF (including Management or Sub-Committee meetings) any member having an actual, perceived, or potential conflict of interest must disclose such conflict and the relevant meeting may determine whether the member so disclosing shall be permitted to remain within the meeting or to speak on that issue or resolution.
- (6) The RSF shall ensure that there is in place at all times adequate public liability insurance and adequate directors and officers insurance.
- (7) Every member of the Management Committee, and every officer, member or employee of the RSF (whether honorary or otherwise) shall be indemnified by the RSF in respect of all payments reasonably and properly made by, or losses or liabilities reasonably and properly incurred by such member, officer or servant in good faith in carrying out their role or responsibility in connection with the RSF.
- (8) The Management Committee shall cause the RSF to pay from the funds of the RSF such monies as are necessary to indemnify members, officers, servants or agents of the RSF in accordance with the foregoing paragraph 7.
- (9) No member of the Management Committee and no officer of the RSF shall be liable for the acts, receipts, neglects or defaults of any other member of the Management Committee, officer or employee of the RSF or for any loss or damage occasioned by any error of judgement or oversight on their part or for any loss, damage or liability accruing from the good faith execution of the duties of their office or in relation thereto.

47 Documents

The Management Committee must ensure the safe custody of books, documents, digital or electronic records, instruments of title and securities of the RSF.

48 Financial year

The end date of the RSF's financial year is the 30th day of June in each year.

49 Winding Up

- (1) The RSF may be wound up by a special resolution of members passed at a general meeting called for that purpose. A special resolution to wind up the RSF may only be

passed by a vote of seventy-five percent of those present or by proxy in favour of such resolution.

(2) A general meeting called for the purpose of winding up the RSF may only be called after 28 days' notice to the members.

50 Distribution of surplus assets to another entity

- (1) This rule applies if the RSF:
 - a. is wound-up as set out above or under part 10 of the Act; and
 - b. has surplus assets.
- (2) The surplus assets must not be distributed among the members of the RSF.
- (3) The surplus assets must be given to another entity:
 - a. having objects similar to the RSF's objects; or
 - b. having charitable objects associated with Football or sport in general; and
 - c. the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule the meaning of *surplus assets* is used as defined in section 92(3) of the Act.

SCHEDULE

Steering Committee

Neil Ballment

David Green

John Heidemann

Chris Kelly

Chris McAlister

Michael McNally

Richard Moss

Wally Vicig

END