

GLADESVILLE RAVENS SPORTS CLUB INCORPORATED

CONSTITUTIONAL RULES:

1: NAME

The name of the club shall be the Gladesville Ravens Sport Club Incorporated (referred to in these Rules as “the Club”).

2: OBJECTS

The objects of the Club shall be:

- i) to promote the interests and welfare of all current financial members and their families in sports activities.
- ii) to afford current financial members the opportunity of meeting each other, enjoying each other's company and promoting goodwill for the general welfare of the club.

3: MEMBERSHIP

- i) Subject to these Rules the members of the Club shall be the members of the Club immediately prior to incorporation together with such other people as the Board of Directors admits to membership.
- ii) Any person is entitled to join the Club providing that he/she is regarded as a fit and proper person by the members.
- iii) The Board of Directors at all times reserves the right to decline the admission of an applicant if it is considered in the interest of the Club to do so.
- iv) A person shall become a member of the Club when they register for a sport within the Club. If registering for a “winter” sport that membership shall remain current until 31st December of the year of registration. If registering for a “summer” sport that membership shall be current until 31st March of the year following registration.

All Coaches and Manager in any particular season shall be deemed a Social Member for that particular year unless they are otherwise registered as a Member.

- v) Persons wishing to be members of the Club who do not register for any sport may become “social” members by paying the social membership fee as listed in the By-Laws. Social membership will be current from 1st January until 31st December each year. Social members shall have the same rights and privileges within the Club, as does any other member. Any member whose fees are in arrears for two (2) calendar months shall NOT be entitled to any of the rights and privileges of that membership, unless special dispensation is granted by the Board of Directors.
- vi) No person shall be entitled to resign his or her membership of the Club unless at least one month's written notice of resignation to the Secretary be given and all contributions and dues owing to the Club by the person has been paid.
- vii) To register in any sporting section or become an official of the Club a person must first be a current financial member.

4: MEMBERS LIABILITY

- i) The members of the Club shall have no liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding-up of the Club, except to the amount of any unpaid membership fees.
- ii) Any person who by any means ceases to be a member shall, notwithstanding that the person has ceased to be a member remain liable for and shall pay to the Club all monies which at the time of ceasing to be a member are due by the person to the Club, and shall have no claim whatsoever upon the property of the Club.
- iii) In special circumstances the Board of Directors may accept the resignation of a member and release that member from obligations to the Club notwithstanding that the provisions of these Rules have not been complied with.

5: DISCIPLINING OF MEMBERS

- i) The Board of Directors may call upon any member who it has reason to believe has committed a breach of these Rules, or who is acting or has acted in a manner which is considered inimical to the interests of the Club, to show cause why the member should not be suspended from membership.
- ii) A date shall be fixed by the Board of Directors upon which the explanation of the member shall be heard by a committee appointed by the Board of Directors for that purpose and of which date the member shall receive seven days notice.
- iii) If the member called upon does not show cause, or in the event of the committee so appointed, deeming the member to be guilty of such breach, action or other misconduct, the Board of Directors shall suspend the member and report the suspension to the next General Meeting of the Club which may remove the suspension or expel the member concerned.
- iv) Any member so expelled shall not be re-admitted except upon the vote of the members assembled at an Annual General Meeting.

6: REGISTER OF MEMBERS

A register of members shall be kept by the Club showing the name, address and date of commencement of membership of each member. Provision for noting the date of cessation of membership shall also contained in the register.

7: MANAGEMENT OF THE CLUB

- i) The management of the Club shall be vested in a Board of Directors.
- ii) No ordinary member shall act officially in any matter on behalf of the Club except with the permission of the Board of Directors.
- iii) Composition and Operation of the Board of Directors:
 - a) The Board of Directors shall consist of the Office Bearers (as per Rule 8) and three other members.

- b) The Board of Directors shall be elected by the members of the Club at its Annual General Meeting, and shall hold office until the next ensuing Annual General Meeting.
 - c) The Board of Directors, of which five shall form a Quorum, shall meet as often as shall be deemed necessary for the consideration of matters affecting the members and welfare of the Club.
 - d) An Office Bearer shall not be removed from office except at a General Meeting convened for that purpose.
 - e) The President shall preside at all meetings of the Board of Directors at which he or she is present.
 - f) In the absence of the President or Senior Director as elected by the Director's present shall preside at the meeting.
 - g) Resolutions proposed at any meeting of the Board of Directors shall be decided by a majority of votes.
 - h) In the event of an equality of votes the presiding member shall have a casting vote.
 - i) The office of a member of the Board of Directors shall be vacated if the person ceases to be a member of the Club or is absent, without leave of absence, for four consecutive months from meetings of the Board of Directors.
 - j) The Board of Directors may grant leave of absence to any of its members for a period not exceeding four months.
 - k) In the event of the office of any members of the Board of Directors becoming vacant, a member of the Club shall be elected to the vacant office at the next General Meeting of the Club. If the vacating Board of Directors member was originally co-opted to the Executive as per 10(vi) then the vacant position may be filled as per 10(vi).
 - l) Members of the Board of Directors do not receive any financial or material rewards for their work in the Club and execute their duties as members of the Board of Directors on an honorary basis.
- iv) Powers of the Board of Directors:
- a) The Board of Directors shall have power:
 - . to pay the charges and expenses preliminary and incidental to the formation and promotion of the Objects of the Club.
 - . to take on lease or otherwise obtain, any land, office or building for the purpose of the Club.
 - . to purchase, hire or otherwise acquire any books, newspapers and other property necessary for the Club and to dispose of them, as may be deemed desirable in the interests of the Club.
 - . to appoint any person whose services may be deemed necessary for the carrying out of the purposes of the Club to at any time suspend or discharge that person, or to fix the remuneration (if any) to be paid for such services.

- . to investigate complaints and grievances and to take such action as required by these Rules, or as may be otherwise deemed necessary in the interest of any of the members of the Club.
- . to invest, or place on deposit with such bank as the Board of Directors may determine, any moneys of the Club not immediately required for the purpose thereof, in such manner, as it may think fit and to vary or realise such investment.
- . to make levies for extraordinary purposes of the Club, such amounts being payable to the Secretary or Treasurer.
- . to direct the policy of the Club in all matters affecting the interest of members.

To determine, add, change, create or in anyway amend Club policy

- . to determine upon the form of any action deemed necessary in the interests of the general welfare of the Club.
- b) Notwithstanding any vacancies, the power of the Board of Directors may be exercised by a Quorum.
- c) At each Annual General Meeting of the Club, the Board of Directors shall present the Treasurer's Report and accompanying statements, and a Report stating fully the proceeding of the Club since the last Annual General Meeting of the Club.

8: OFFICE BEARERS AND OFFICIALS

- i) Officer Bearer means a person over the age of eighteen (18) occupying the position of President, Secretary, Director of (Sport) or Director (specify others) or any position of the Management Committee as identified in the Club's Organisation Chart as contained in this Constitution.
- ii) The President shall be the Chief Executive Officer (C.E.O) of the Club, and shall have power to convene General Meetings of the Club and meetings of the Board of Directors.
- iii) All Office Bearers of the Club and their reporting lines shall be as indicated on the Club's organisation Chart.
- iv) In the absence of the President, the Board of Directors may vote any Director as Acting President and he/she shall have all powers of the President and shall perform all duties of the President.
- v) Any Director may be assigned special administrative duties to assist the Club as deemed necessary by the Board of Directors.
- vi) The Secretary shall: -
- a) Be responsible for the general administration of the Club including maintenance of Executive minutes, correspondence and notices of meetings.
 - b) Attend all General Meetings of the Club and the Board of Directors and keep minutes of the same in a book kept for that purpose.
- vii) The Treasurer shall: -

- a) Receive and take charge of all moneys belonging to the Club and shall pay such moneys to the credit of the account of the Club with the appropriate bank decided upon by the Board of Directors.
 - b) Keep a correct account of all moneys received and expended.
 - c) Furnish to the Board of Directors at the meeting before the Annual General Meeting of the Club a detailed report of the financial position of the Club and accompany such reports with a statement of receipts and expenditure and of assets and liabilities.
 - d) Arrange for the accounts of the Club to be audited at least once in each financial year.
 - e) Make all payments on behalf of the Club in accordance with these rules.
- viii) The Publicity Officer shall convene and chair the Publicity Sub-committee, which includes the various sporting publicity officers.
- ix) Sports Directors, with the assistance of the sub-committee, will be responsible for organisation of the particular sports in relation to gradings, registrations, training schedules, allocation of gear and appointment of coaches and managers and representation of the Club at sporting bodies to which we are affiliated. They shall continue to liaise between their teams and the Club Executive throughout the season.
- xii) The Board of Directors may appoint the following officials: -
- a) Members of Sub-Committee
 - b) Coaching Convenor
 - c) Coaches
 - d) Managers
 - e) Other Officials as required
- xiii) Before each year's Annual General Meeting the Board of Directors shall prepare a list of duties and job descriptions for all Office Bearers and Officials. The list shall be made available to candidates for all Office Bearers and Official's positions. The list shall also be distributed to each Office Bearer and official as elected/appointed.
- xiv) No person shall hold more than one office within the Club at anyone time
- xv) No person shall hold the same office within the Club for a period of more than five (5) consecutive years.

9. PUBLIC OFFICER

- i) The Board of Directors shall ensure that a person is appointed as Public Officer.
- ii) The first Public Officer shall be the person who completed the application for incorporation of the Association.
- iii) The Board of Directors may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is eighteen years of age or older and a resident of New South Wales.

- iv) The Public Officer shall be deemed to have vacated their position in the following circumstances: -
 - a) death
 - b) resignation
 - c) remove by the Committee or at a General Meeting
 - d) bankruptcy or financial insolvency
 - e) mental illness
 - f) residency outside New South Wales
- v) When a vacancy occurs in the position of Public Officer the Board of Directors shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
- vi) The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances: -
 - a) appointment (within 14 days)
 - b) a change of residential address (within 14 days)
 - c) a change in the Club's objects or rules (within 14 days)
 - d) a change in the membership of the Board of Directors
 - e) (within 14 days)
 - e) a change of the club's financial affairs (within one month after the Annual General Meeting)
 - f) a change in the Club's name (within one month)
- vii) The Public Officer may be an Office Bearer, Board of Directors member, or any other person regarded a suitable for the position by the Board of Directors

10. ELECTION OF OFFICERS

- i) Nominations in the prescribed form, i.e., nominated and seconded by two financial members and providing the nominee consents to stand for office, shall be taken by the Secretary. If a member nominated and seconded should not be in attendance at a General Meeting, his written consent to stand for office must be presented to the Secretary prior to the ballot.
- ii) The Board of Directors shall appoint a member who shall not be a candidate for election, to act as Returning Office for the purposes of the election.
- iii) If the candidates duly nominated do not exceed the number required for election, they shall be declared duly elected, but if the number so nominated exceeds the number required for election then a ballot shall be taken.
- iv) In the case of an equality of votes for any two or more candidates the Returning Officer shall have a casting vote to decide which of the candidates is elected.
- v) A ballot paper shall be informal if it contains votes for more or less than the number of representatives required.
- vi) In the event that no person is nominated for a position for which nominations are called at an Annual General Meeting, the Board of Directors may appoint or co-opt a member to that position at a subsequent Board of Directors Meeting, except for the positions of President, Secretary or Treasurer.
- vii) Nothing in these Rules shall preclude the retiring members of the Board of Directors from performing all acts and carrying out the duties pertaining to

their offices until their successors are declared by the Returning Officer to be duly elected.

11. REMOVAL FROM OFFICE

- i) The Club at any General Meeting with the consent by vote of the majority of the members present in person remove from the Club any member except an Office Bearer.
- ii) An Office Bearer or member of the Board of Directors shall only be removed in accordance with Rule 7 (iii) (d)

12. MEETINGS OF THE CLUB

- i) General Meetings
 - a) General Meetings of the Club may be convened by the Secretary or the President or upon a Special Request to the Secretary in writing by Twenty (20) or more current financial members
 - b) No resolution or other business that is not stated in the Notice convening the meeting, or included within the objects and purposes, for which the meeting is convened, shall be considered or transacted.
 - c) No amendment upon any resolution contained in the Notice convening the meeting, which is not directly, pertinent thereto shall be allowed.
 - d) The President, or in his/her absence the Senior Director, or in his/her absence the Junior Director, or a Director nominated by the Board of Directors shall preside at all General Meeting of the Club.
 - e) In the event of neither the President nor the Directors being present within 15 minutes of the time appointed for the meeting, the members present may appoint from those members present, a chairperson to preside at the meeting.
 - f) The President or Directors if presiding at any meeting or any member appointed to preside at any meeting shall at the meeting have a casting as well as a deliberate vote.
 - g) Whenever any General meeting is adjourned, for want of a Quorum, to a future day, the Secretary shall give notice thereof to the members of the Club.
 - h) If within half an hour from the time appointed for the meeting a Quorum of members has not at any time been present, the meeting shall stand adjourned at a date within fourteen days thereof, and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than seven) shall constitute a quorum.
 - l) The President, Directors or other appointed presiding officer of any General meeting may, with the consent of the General Meeting, adjourn such meeting from time-to-time and from place-to-place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - j) At any General Meeting, twenty members present in person shall form a Quorum.

- k) All current financial members shall have one vote and all resolutions has to be decided by a majority vote.
 - l) At any General Meeting unless a ballot be required under these Rules, or is determined upon at the meeting, every resolution shall be decided by a show of hands, or in such other way as the presiding member thinks fit.
 - m) On the demand of at least three members present at any General Meeting, a ballot shall be taken at the meeting or at any adjournment thereof and in such manner as the presiding member thinks fit.
 - n) In all cases where there is an equality of votes the presiding member shall give a casting vote and the presiding member shall declare the result.
 - o) No objection shall be made to the validity of any vote except at the meeting at which the vote is tendered, and every vote not disallowed at the meeting shall be valid.
 - p) After all business introduced by the Board of Directors has been disposed of it shall be possible for any member, with the consent of all the members present, to bring under the Notice of the Meeting, any business or matters within the Objects or purposes of the Club.
 - q) No member, excepting the mover of the original motion, who, shall have the right of reply, and be allowed fifteen minutes to open then ten minutes to reply, shall be allowed to speak more than once on the motion except in explanation or contradiction of a misstatement, and no speaker shall occupy a longer period than ten minutes. The meeting, may, however, by a resolution put by the chairman on the proposal of two members and without debate, grant an extension of time for members to speak, no further discussion shall take place after the mover has replied.
- ii) Annual General Meetings
- a) An annual General Meeting of the Club shall be held each year within six months from the end of the financial year for the Club (except the Annual General Meeting, which shall be held within two months form the first financial year and within 18 months of incorporation).
 - b) At the Annual General Meeting the following business shall be transacted: -
 - i) to adopt the minutes of the last preceding Annual General Meeting and any Special General Meeting held since that meeting.
 - ii) to receive from the Board of Directors or Officials, annual reports upon the activities of the Club during the last preceding year.
 - iii) receipt and consideration of a statement from the Board of Directors which is not misleading and gives a true and fair view for the last financial year of the Club's income and expenditure, assets and liabilities, mortgages, charges and other securities, and trust properties.
 - iv) the chairperson shall next declare all offices vacant and the elections of Office Bearers and other members of the Board of Directors shall then take place.

- v) the meeting shall continue to General Business and include any alterations to the Objects and/or Rules by Special Resolution.

13. RIGHT OF VOTING

Each Club member shall be entitled to vote, providing that, as a current member he/she has been financial for a period of more than three months: -

Voting entitlements at General Meetings and Annual General meetings shall only be given to:

- i) Current Club members 18 years of age and over
- ii) only one financial parent of a current Club member who is under the age of 18 at the time of the meeting.

14. SPECIAL RESOLUTIONS

- i) A Special Resolution must be passed by a General Meeting of the Club to effect the following changes:
 - a) a change of the Club's name
 - b) a change of the Club's rules
 - c) a change of the Club's objects.
 - d) an amalgamation with another incorporated Association
 - e) to voluntarily wind up the Club and distribute its property.
 - f) to apply for registration as a Company or Co-Operative.
 - g) To remove any particular sport from the Club's activities
 - h) To approve expenditure of over \$50,000 for any single purpose or item unless such a payment is intended to be paid to one of the Club's sporting associations or a Club's salary member of staff.
- ii) A Special Resolution shall be passed in the following manner:
 - a) a notice must be sent by post or email to all current financial members' 18 years & over advising them of the intention to hold a General Meeting to consider a Special Resolution.
 - b) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting.
 - c) a quorum must be present at the meeting.
 - d) at least three-quarters of those present must vote in favour of the resolution.
 - e) in situation where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Fair Trading for permission to pass the resolution in some other way.
- iii) **CHANGES TO BY-LAWS**
 The By -Laws of this constitution may be altered by the approval of two thirds majority of a Board of Directors meeting attended by at least 75% of the full strength of that Committee.

Any alterations to By -Laws will be made subject to ratification at the next Annual General Meeting or Special General meeting of the Club that occurs after such alterations are made.

15. MISCELLANEOUS

- i) The Club shall effect and maintain insurances required under the Associations Incorporation Act together with any other insurance, which may be required by law or regarded as necessary by the Club.
- ii) The funds of the Club shall be derived from the fees of members, donations, grants and such other sources approved by the Club.
- iii) The Common Seal of the Club shall be kept in the custody of the Public Officer and shall only be affixed to a document with the approval of the Board of Directors. The stamping of the Common Seal shall be witnessed by the signatures either of two members of the Board of Directors or of one member of the Board of Directors and the Public Officer or Secretary
- iv) The Club may at any time pass a special resolution determining whom any surplus property is to distribute in the event that the Club should be wound up. The distribution of surplus property shall be in accordance with section 53 (2) of the Associations Incorporation Act 1984.
- v) Service of documents on the Club is effected by servicing them on the Public Officer or by serving them personally on two members of the Board of Directors.
- vi) Notices sent by post or email shall be deemed to have been received two days after the date of sending.
- vii) The income and property of the Club shall be used only for promotion of the objects of the Club and shall not be paid or transferred to members by way of dividend, bonus or profit.
- viii) One Auditors shall be elected at the Annual General Meeting. At least once a year and at the other times when directed by the Board of Directors, they shall audit the books, accounts and vouchers of the Club. They shall certify whether in their opinion the Treasurer's statement and report is properly drawn up and exhibits a true and correct view of the state of affairs of the Club, according to the best of their information and the explanation given to them and as shown by the books of the Club.
- ix) The financial year of the Club shall terminate on September 30 each year.
- x) The colours of the Club shall be black and white. All sporting attire shall be of a design as set down by the Board of Directors. Such attire may include the Club's emblem (a black raven) or another insignia. Where required by a sporting association, the Board of Directors shall approve an alternative colour. The name shall be Gladesville Ravens followed by the sport played e.g. Gladesville Ravens Football Club or Gladesville Ravens Netball Club,
- xi) Honorary Life Membership
 - i) The Club may confer honorary life membership on a member who has during a period of seven (7) years or more made an outstanding contribution to the work of the Club. An honorary life member may attend, speak and vote at all General Meetings of the Club and shall be entitled to hold executive office.

- ii) Nominations in writing signed by at least three members of the Board of Directors to be submitted to that Committee at least two months prior to the next Annual General Meeting.
 - iii) The Board of Directors may recommend a maximum of two nominations per year to the Annual General Meeting.
 - iv) Such nominations must be approved by a two thirds majority of a Board of Directors meeting attended by at least 75% of the full voting strength of that Committee.
 - v) Honorary life membership may be conferred on nominees recommended by the Board of Directors if such recommendation is approved by a two thirds majority of those present and voting at the Annual General Meeting.
 - vi) Honorary life membership shall be forfeited in the event of misconduct detrimental to the policy, welfare and interests of the Club provided such forfeiture is approved by a two thirds majority of an Board of Directors Meeting attended by at least 75% of the full voting strength of the Committee.
- xii) Football NSW Limited Required Provisions
- i) Gladesville Ravens Sports Club shall at all times be bound by the Constitutional Rules, Regulations of Football New South Wales Limited;
 - ii) Where there is any inconsistency between any provision of the Constitution and or Rules and Regulations of Gladesville Ravens Sports Club and those of Football New South Wales Limited, then to the extent of such inconsistency the Constitution or Rules and Regulations of Football New South Wales shall prevail;
 - iii) Gladesville Ravens Sports Club shall be bound by lawful decisions of the Board of Football New South Wales and it shall do all things reasonably necessary to implement and enforce for such decisions.
- xiii) The Board shall ensure that copies of the following shall be posted on the Club website:
- (i) the current Constitution;
 - (ii) all policies of the Club that currently affect the Members or the Club; and
 - (iii) notification of any policies under review or development by the Board.

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BY LAWS

1.1 The Social Membership Fee for the club shall be \$5 payable annually.

2.1 The Sports Directors of the Club shall be:

Men's Soccer Director
 Women's Soccer Director
 Netball Director

3.2 Policies currently in force are

- a) PLAYER GRADING POLICY
- b) TROPHIES AND AWARDS POLICY
- c) MAJOR SPORTS TOURS POLICY