

CONSTITUTION – RANGERS ASSOCIATION FOOTBALL CLUB

xx-x-2013

THE CLUB

1. NAME

1.1. The name of the Club is Rangers Association Football Club ("the Club").

2. REGISTERED OFFICE

2.1. The Registered Office of the Club is PO BOX 24, Blenheim, 7240.

3. PURPOSE OF THE CLUB

3.1. The purposes of the Club shall be:

- (a) promote, foster and develop the game of football
- (b) maintain affiliation to the associations of Marlborough Football, Mainland Football and NZ Football
- (c) do anything necessary or helpful to the above purposes.

3.2. Pecuniary gain is not a purpose of the Club.

MANAGEMENT OF THE CLUB

4. MANAGING COMMITTEE

4.1. The Club shall have a managing executive committee ("the Committee"), comprising the following persons (the "Officers"):

- (a) The President; and
- (b) The Secretary; and
- (c) The Treasurer; and
- (d) The Vice-President; and
- (e) The Junior Coordinator; and
- (f) Such other Members as the Club shall decide.

4.2. Only Members of the Club may be Committee Members unless otherwise agreed by the executive committee.

4.3. There shall be a minimum of two Committee Members, in addition to the Officers.

5. APPOINTMENT OF COMMITTEE MEMBERS



- 5.1.** At an Annual General Meeting, the Members present may decide by majority vote:
- 5.1.1. How large the Committee will be;
 - 5.1.2. Who will hold the “Officer” positions of President, Vice-President, Secretary, Treasurer and Junior Coordinator
 - 5.1.3. Whether any Committee Member may hold more than one position as an officer;
- 5.2.** The term of each “Officer” position will be 2 years, after which they must retire however they shall be eligible for re-election in conjunction with rule 7.1.

6. CESSATION OF COMMITTEE MEMBERSHIP

- 6.1.** Persons cease to be Committee Members when:
- 6.1.1. They resign by giving written notice to the Committee; or
 - 6.1.2. They are removed by majority vote of the Club at a Club Meeting; or
 - 6.1.3. Their Term expires.
- 6.2.** If a person ceases to be a Committee Member, that person must within one month give to the Committee all Club documents and property.

7. NOMINATION OF COMMITTEE MEMBERS

- 7.1.** Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. [See also rule 21.4(b)] All retiring members of the Committee shall be eligible for re-election.
- 7.2.** If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 7.3.** If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Club Member to fill that vacancy until the next Annual General Meeting.
- 7.4.** If any Committee Member is absent from three consecutive meetings without leave of absence the President may declare that person’s position to be vacant.

8. ROLE OF THE COMMITTEE

- 8.1.** Subject to the rules of the Club (“The Rules”), the role of the Committee is to:
- 8.1.1. Administer, manage, and control the Club;
 - 8.1.2. Carry out the purposes of the Club, and Use Money or Other Assets to do that;



- 8.1.3. Manage the Club's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- 8.1.4. Set accounting policies in line with generally accepted accounting practice
- 8.1.5. Delegate responsibility and co-opt members where necessary
- 8.1.6. Ensure that all Members follow the Rules;
- 8.1.7. Decide how a person becomes a Member, and how a person stops being a Member;
- 8.1.8. Decide the times and dates for Meetings, and set the agenda for Meetings;
- 8.1.9. Decide the procedures for dealing with complaints;
- 8.1.10. Set Membership fees, including subscriptions and levies;
- 8.1.11. Make regulations.

8.2. The Committee has all of the powers of the Club, unless the Committee's power is limited by these Rules, or by a majority decision of the Club.

8.3. All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.

8.4. Decisions of the Committee bind the Club, unless the Committee's power is limited by these Rules or by a majority decision of the Club.

9. ROLES OF COMMITTEE MEMBERS

9.1. The President is responsible for:

- 9.1.1. Ensuring that the Rules are followed;
- 9.1.2. Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
- 9.1.3. Chairing Meetings, deciding who may speak and when;
- 9.1.4. Overseeing the operation of the Club;
- 9.1.5. Providing a report on the operations of the Club at each Annual General Meeting.

9.2. The Vice-President is responsible for:

- 9.2.1. All of the President's responsibilities in the President's absence;

9.3. The Secretary is responsible for:

- 9.3.1. Recording the minutes of Meetings;
- 9.3.2. Keeping the Register of Members;
- 9.3.3. Holding the Club's records, documents, and books except those required for the Treasurer's function;
- 9.3.4. Receiving and replying to correspondence as required by the Committee;
- 9.3.5. Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- 9.3.6. Advising the Registrar of Incorporated Societies of any rule changes;

9.4. The Treasurer is responsible for:

- 9.4.1. Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;



- 9.4.2. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Clubs' accounting policies (see 8.1.4).
- 9.4.3. Providing a financial report at each Annual General Meeting;
- 9.4.4. Providing financial information to the Committee as the Committee determines.

10. COMMITTEE MEETINGS

- 10.1.** Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;
- 10.2.** No Committee Meeting may be held unless more than half of the Committee Members attend;
- 10.3.** The President shall chair Committee Meetings, or if the President is absent, then the Vice-President shall chair, if both are absent then the Committee shall elect a Committee Member to chair that meeting;
- 10.4.** Decisions of the Committee shall be by majority vote;
- 10.5.** The President or person acting as Chair/President has a casting vote, that is, a second vote;
- 10.6.** Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 10.7.** Subject to these Rules, the Committee may regulate its own practices;
- 10.8.** The President or his nominee shall adjourn the meeting if necessary.
- 10.9.** Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President/ of the Club, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Club Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

CLUB MEMBERSHIP

11. TYPES OF MEMBERS

- 11.1.** Membership may comprise different classes of membership as decided by the Club.
- 11.2.** Members have the rights and responsibilities set out in these Rules.

12. ADMISSION OF MEMBERS

- 12.1.** To become a Member, a person ("the Applicant") must:
- 12.1.1. Complete an application form, if the Rules, Bylaws or Committee requires this; and
- 12.1.2. Supply any other information the Committee requires.
- 12.2.** The Committee may interview the Applicant when it considers Membership applications.



12.3. The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

13. THE REGISTER OF MEMBERS

13.1. The Secretary shall keep a register of Members, on Goalnet (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

13.2. If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.3. Each Member shall provide such other details as the Committee requires.

13.4. Members shall have reasonable access to the Register of Members.

14. CESSATION OF MEMBERSHIP

14.1. Any Member may resign by giving written notice to the Secretary.

14.2. Membership terminated in the following way:

14.2.1. If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Club, the Committee may give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:

14.2.1.1. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Club;

14.2.1.2. State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership.

14.2.1.3. State that if, within 14 days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s Membership.

14.2.1.4. State that if the Committee terminates the Member’s Membership, the Member may appeal to the Society.

14.2.2. 14 days after the Member received the Committee’s Notice, the Committee may in its absolute discretion by majority vote terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Club at the next Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.



14.2.3. If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Club Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Club Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Club Meeting.

14.2.4. When the Member is heard at a Club Meeting, the Society may question the Member and the Committee Members.

14.2.5. The Club shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Club's decision will be final.

15. OBLIGATION OF MEMBERS

15.1. All Members (and Committee Members) shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.

MONEY AND OTHER ASSETS OF THE CLUB

16. USE OF MONEY AND OTHER ASSETS

16.1. The Club may only Use Money and Other Assets if:

- 16.1.1. It is for a purpose of the Club; or
- 16.1.2. It is not for the sole personal or individual benefit of any Member; and
- 16.1.3. That Use has been approved by either the Committee or by majority vote of the Club.

17. JOINING FEES, SUBSCRIPTIONS AND LEVIES

17.1. If any Member does not pay a Subscription or levy by the date set by the Committee or the Club, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Club) have no Membership rights and shall not be entitled to participate in any Club activity.

18. ADDITIONAL POWERS

18.1. The Club may:

- 18.1.1. Employ people for the purposes of the Club;
- 18.1.2. Exercise any power a trustee might exercise;
- 18.1.3. Invest in any investment that a trustee might invest in;



19. FINANCIAL YEAR

19.1. The financial year of the Club begins on 1st January of every year and ends on 31st December of the next year.

20. ASSURANCE OF FINANCIAL STATEMENTS

20.1. The Club shall appoint an accountant to review the annual financial statements of the Club (“the Reviewer”).

The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Club’s accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Club. If the Club appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

20.2. The Committee is responsible to provide the Reviewer with:

20.2.1. Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters

20.2.2. Additional information that the reviewer may request from the Committee for the purpose of the review; and

20.2.3. Reasonable access to persons within the Club from whom the reviewer determines it necessary to obtain evidence.

20.3. No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the Members at any properly convened Club Meeting.

CONDUCT OF MEETINGS

21. CLUB MEETINGS

21.1. A Club Meeting is either an Annual General Meeting or a Special General Meeting.

21.2. The Annual General Meeting shall be held once every year no later than five months after the Clubs balance date. The Committee shall determine when and where the Club shall meet within those dates.

21.3. Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.

21.4. The Secretary shall:

21.4.1. Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting

21.4.2. Additionally, the Secretary will provide, appropriate:

21.4.2.1. A copy of the Chair/President’s Report on the Clubs operations and of the Annual Financial Statements as approved by the Committee,



21.4.2.2. A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)

21.4.2.3. Notice of any motions and the Committee's recommendations about those motions.

21.4.2.4. If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.5. All Members may attend and vote at Club Meetings.

21.6. No Club Meeting may be held unless at least [number] % of eligible Members attend. (This will constitute a quorum.)

21.7. All Club Meetings shall be chaired by the President. If the President is absent, the Vice-President shall chair the meeting, if both are absent then the Club shall elect another Committee Member to Chair that meeting. Any person chairing a Club Meeting has a casting vote.

21.8. On any given motion at a Club Meeting, the President shall in good faith determine whether to vote by:

21.8.1. Voices;

21.8.2. Show of hands; or

21.8.3. Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the President will have a casting, that is, second vote.

21.9. The business of an Annual General Meeting shall be:

21.9.1. Receiving any minutes of the previous Club's Meeting(s);

21.9.2. The President's report on the business of the Club;

21.9.3. The Treasurer's report on the finances of the Club, and the Annual Financial Statements;

21.9.4. Election of Committee Members;

21.9.5. Motions to be considered;

21.9.6. General business.

21.10. The President or his nominee shall adjourn the meeting if necessary.

21.11. Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Club, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Club Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

22. MOTIONS AT CLUB MEETINGS

22.1. Any Member may request that a motion be voted on ("Member's Motion") at a particular Club Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide



information in support of the motion (“Member’s Information”). The Committee may in its absolute discretion decide whether or not the Club will vote on the motion. However, if the Member’s Motion is signed by at least [number] % of eligible Members:

22.1.1. It must be voted on at the Club Meeting chosen by the Member; and

22.1.2. The Secretary must give the Member’s Information to all Members at least 14 days before the Club Meeting chosen by the Member; or

22.1.3. If the Secretary fails to do this, the Member has the right to raise the motion at the following Club Meeting.

22.2. The Committee may also decide to put forward motions for the Club to vote on (“Committee Motions”) which shall be suitably notified.

ALTERING THE RULES

23. ALTERING THE RULES

23.1. The Club may alter or replace these Rules at a Club Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

23.2. Any proposed motion to amend or replace these Rules shall be signed by at least [number] % of eligible Members and given in writing to the Secretary at least 28 days before the Club Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

23.3. At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

23.4. When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

BYLAWS

24. BYLAWS TO GOVERN THE SOCIETY

24.1. The Committee may from time-to-time make, alter or rescind bylaws for the general management of the club, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Club. A copy of the bylaws for the time being shall be available for inspection by any member on request to the Secretary.

WINDING UP

25. WINDING UP

25.1. If the Club is wound up:



- 25.1.1. The Club's debts, costs and liabilities shall be paid;
- 25.1.2. Surplus Money and Other Assets of the Club may be disposed of:
 - 25.1.2.1. By resolution; or
 - 25.1.2.2. According to the provisions in the Incorporated Societies Act 1908; but
- 25.1.3. No distribution may be made to any Member;
- 25.1.4. The surplus Money and Other Assets shall be distributed to: [see S.27 of the Act]
 - 25.1.4.1. (i) [Stipulate one or more organisations/purposes].

DEFINITIONS

26. DEFINITIONS AND MISCELLANEOUS MATTERS

26.1. In these Rules:

- 26.1.1. "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- 26.1.2. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Club.
- 26.1.3. "Club Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- 26.1.4. "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- 26.1.5. "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- 26.1.6. It is assumed that
 - 26.1.6.1. Where a masculine is used, the feminine is included
 - 26.1.6.2. Where the singular is used, plural forms of the noun are also inferred
 - 26.1.6.3. Headings are a matter of reference and not a part of the rules
- 26.1.7. Matters not covered in these rules shall be decided upon by the Committee.

