

Club 1872 - One Rangers Proposal

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Introduction

Club 1872 has been created to bring together Rangers supporters from across the world with one common purpose - to help to restore and then maintain the pre-eminent position of Rangers in Scottish football and to restore our club's fortunes on and off the pitch.

This document will outline what Club 1872 will bring to all Rangers supporters whether they are members of a current group or not. Our aim is to reach supporters in all corners of the globe and bring them together to communicate, participate and assist in the process of restoring the football club we all love to the position we all believe it should hold. An integral part of this process is placing the supporters at the heart of the club, with a substantial shareholding and the ability to ensure that the events of the past few years can never happen again.

There is a huge rebuilding job to be done at Rangers and our simple message is that it will take the collective will and contribution of all Rangers supporters to restore our club. This is a pioneering scheme for a British football club and our aim is to reach a point where we have over 50,000 members all engaged with each other and the club.

Core Principles

The core principles of Club 1872 are as follows:

Independence: An independent organisation for supporters of Rangers Football Club – created, run and controlled by supporters.

Shareholding: Increasing the collective shareholding of the fans in the holding company of Rangers FC and offering a vehicle to bring together shares already held by Rangers supporters individually. A central pillar for Club 1872 is to increase our shareholding in Rangers International Football Club PLC up to first 5%, then 10% and ultimately 25% plus one share. The benefits of achieving each of these levels include:

1. 5% - provides the right to call General Meetings of RIFC and circulate a written statement
2. 10% - Shares cannot be compulsorily acquired following an offer for RIFC
3. 25% plus one – Special Resolutions cannot be passed without agreement

Financial Contribution: Creating a new means for direct investment in the club through specific projects identified by members.

Standing up for Rangers supporters: Promoting and defending the interests of Rangers and our supporters in the media and elsewhere.

Engagement: Providing a meaningful platform for local and international supporters to engage with Rangers on all matters of interest and concern. Serving the Rangers fan base through positive engagement. Club 1872 aims to engage as wide a cross section of the Rangers support as possible and provide ways for both match going and non-match going supporters to contribute to and feel connected to Rangers.

Overview

Club 1872 will be created and run by Rangers supporters for the Rangers support. The independence of Club 1872 is one of its core principles and, at all points in discussions between the constituted supporter groups and Rangers Football Club, this independence has been stressed and asserted.

Legally, Club 1872 will consist of a mix of community interest companies and limited companies where all of the assets of Club 1872 are ring fenced and protected to be preserved for its members through the generations. There will be a single board which is directly elected annually by those who contribute to Club 1872. All key decisions relating to Club 1872 will be made by its contributors on the basis of one vote per member. Decisions will follow the majority.

Club 1872 will unite the existing, formal supporter group structures subject to the approval of each group.

The Rangers Fan Board and Rangers Supporters Assembly will be dissolved.

Rangers Supporters Clubs will continue to service the travel and ticketing needs of many Rangers supporters. Club 1872 will also endeavour, over time, to provide communication, event and fund raising services to supporters clubs.

From its launch, all new members will join Club 1872 rather than the existing supporters groups but the companies through which these groups operate will continue to play a key role in the new structure. This allows the retention of existing shareholdings and monthly contributions but simplifies the public face of the existing organisations into one recognisable brand.

The shares in RIFC will continue to be asset locked and held in the same CIC. These shares will be under the control of the Club 1872 members and their elected board and additional shares acquired by Club 1872 and/or transferred to it will also be held in this way.

A single board will be elected to oversee Club 1872 and to liaise with Rangers Football Club and other relevant parties on all matters of interest to supporters. Club 1872 will become the point of contact for all supporter liaison with Rangers FC and will provide a meaningful platform for discussion of supporter issues directly with senior Rangers FC staff.

A temporary working group board made up of elected representatives of the existing supporter groups will oversee the technical work required to bring together the existing groups until such time as elections can be held for the board of Club 1872. These elections will take place as soon as possible after the launch of Club 1872.

Funds raised through Club 1872 will be spent as determined by its members and according to the constitution. Any alteration to this principle will require the agreement of 75% of the voting members.

The identification of projects will be carried out by the Club 1872 board in conjunction with the members and in discussion with Rangers where necessary and appropriate. The initiation of these projects will be subject to member vote at all times.

Why Unite?

Scale - Despite good membership figures for both of the existing share purchase vehicles for Rangers fans (RF and the RST's Buy Rangers scheme), much more can be done. Our target is to reach out to the tens of thousands of fans who not only regularly attend matches but also those who watch on TV or listen on radio, who read match reports and stories - those who identify themselves as Rangers supporters in a way which does not currently translate into any form of direct engagement with the club.

By unifying, Club 1872 will already hold over a 5% shareholding in Rangers. 10% will be possible in a short space of time.

We believe that membership figures of over 50,000 are achievable if we appeal not only to those interested in share purchase but also those who would like to see more direct investment into projects which will benefit Rangers FC. The beauty of the Club 1872 model is that all fans can be engaged - not just those who are interested in supporter ownership. We believe this wider model for engagement will enhance the aims of supporter ownership whilst at the same time improving all aspects of being a Rangers supporter.

Rangers FC - As a united group it is easier for Rangers FC to lend practical support to Club 1872. Rangers FC has committed to providing this practical and symbolic support should the Club 1872 proposal be adopted. Rangers FC has also committed to regular meetings with Club 1872 - these will take place at least once a quarter and more often at the request of either party. A summary of issues discussed at the meeting will be distributed to members.

Efficiency - With 5 constituted supporters groups, we believe that resources in terms of personnel, expertise, funds and time are spread too thinly. Several groups run a website, have member administration to deal with, take part in marketing and promotion and have board members who have to sacrifice a great deal of time to help run the organisations. By unifying we believe these finite resources can be much more focused on achieving the goals of the Rangers support.

Existing and new resources can be refocused through the set up of dedicated working groups to deal with matters of concern and interest to members.

Unified message - The Rangers support faces huge challenges in terms of public perception, media profile and not least the implications of the Offensive Behaviour at Football Act. Over the past decade we have seen the fan base attacked from all angles and a concerted attempt in some quarters to attach an unwarranted stigma to simply being a Rangers fan.

We have a massive and diverse support which brings tangible benefits to communities across Scotland, charities and the club itself. To address the negative stereotype which is being applied more and more often to our support, we must put across a coherent and positive message. With unity comes strength and the ability to focus the message we wish to portray about Rangers' loyal supporters. Club 1872 will allow us to coordinate that message. We will also be a point of contact for supporters who wish to raise any issues of this type with the club.

Club 1872 Experiences

A number of experiences have been identified that will be offered to members of the Club 1872. The hope is that these experiences will be added to over time.

Experiences can be awarded via the Club 1872 website or random draws.

Ibrox Pre Season Training Day - A members open day at Ibrox during pre-season. Members will be invited to watch training and interact with the players.

Auchenhowie Training day - An opportunity for 10-15 members to watch first team training once every month.

Train Like Rangers Session - An opportunity for 15-20 members to be taken through a genuine first team training session by the Rangers management team.

Hospitality Day - 2 pairs of hospitality tickets for every home match.

Directors Box experience - 1 pair of Directors Box tickets for every home match.

Interview the manager - The opportunity to interview the manager every 2-3 months. Members will be encouraged to submit questions which will then be asked by the winner and the interview will be made available in the members area of the Club1872 website.

Interview your favourite player - As above but with a player of the member's choice instead of the manager.

Dinner with a player - Dinner with a player in the Argyle House Restaurant. Every 2 months. 3-4 winners.

Loving Cup Ceremony - 4 members given the chance to attend the Loving Cup ceremony each year including directors box tickets for the game. In addition we will examine the viability of a members dinner at Ibrox the night of the game.

Voting Rights - Club 1872 members will have an automatic right to vote on the composition of the Club 1872 board, to vote on the shares held by Club 1872 ahead of any RIFC meetings, to vote on how the money raised by Club 1872 is spent and to vote on all other key decisions to be taken by Club 1872.

Media Content - Club 1872 will provide some exclusive content including player and manager interviews and features.

Dinner/Dance - Yearly dinner dance. Discount to members but open to all who follow Rangers

Club 1872 Commercial Partners

Commercial partners will be identified for Club 1872. These may include existing partners of Rangers FC but can also include external parties. Some of these are listed below but there will be ongoing work to identify and approach commercial partners.

Discounts - We will explore discount schemes with preferred retailers. Suggestions so far include Diamond Store, Saville Rogue, Glenmuir.

Website Sponsorship - We will examine website sponsors through our preferred website provider. Any sponsorship will be appropriate to members' interests, unobtrusive and will not impact the functionality of the website.

Ibrox tours - We aim to work in partnership with the Founders Trail to promote the history of the club and provide membership discounts to Founders Trail events.

Website

A new website will be commissioned for Club 1872. It will provide a means for new and existing members to sign up, alter their donations, interact with the organisation and vote on key decisions. It will also provide a members area for exclusive content and discussion. A full tender process has been undertaken to identify the best web and marketing partners for Club 1872 and that work will be progressed if the proposal is adopted.

Membership Pricing

Club 1872 will offer tiered levels of members' monthly donations.

Where members can afford to do so, we would encourage them to join the first tier donating £18.72 to Club 1872. The next entry point is at £10 per month and the final band requires a monthly donation of £5 per month. The more members can donate the quicker we can achieve our aims and the bigger the contribution we can make to Rangers.

Existing life members of RF and the RST will become life members of Club 1872. Where possible, we would also encourage those members to donate to Club 1872 either monthly through one of the payment plans or on a one off basis, as they can afford, but there is no compulsion for them to do so and full membership rights will be retained for all existing life members.

All members of Club 1872 will have one vote in all votes taken by Club 1872 whatever the level of their donation.

Membership Migration

It is our intention for existing shareholder group members to be migrated into Club 1872 as seamlessly as possible. With this in mind we are providing some guidance here on what existing members of RF and the RST should expect. More specific details and instructions will be sent to members of both organisations at the point of migration should this proposal be adopted.

Rangers Supporters Trust

Existing members of the RST who are making monthly direct debit contributions will automatically become members of Club 1872. You do not need to make any further arrangements and will receive an email with instructions on how to sign up and create a profile for the new Club 1872 web platform.

At the expiry or cancellation of your existing Direct Debit, Credit or Debit Card arrangement with the RST you will be contacted to set up a new direct debit or card donation with Club 1872 should you wish to continue your membership.

Existing RST members who are not currently paying a monthly direct debit contribution but hold shares through Buy Rangers will be contacted to decide what they wish to do. It is intended for all shares held by the RST to be transferred into the shareholding CIC for Club 1872. The mechanics of this will be fully communicated to RST members prior to any such transfer. Following the launch of Club 1872, the RST will not raise any further funds through additional signups to the Buy Rangers scheme.

Existing RST members who are not currently paying a monthly direct debit contribution and do not hold shares through Buy Rangers will be contacted to see if they wish to join Club 1872 directly through the Club 1872 website.

RST Life Members will receive life membership of Club 1872 in recognition of their life membership of the RST. Should they wish to contribute monthly to Club 1872 they will have this facility on the Club 1872 website and we would encourage them to do so.

Should RST members vote in favour of the Club 1872 proposal they will be contacted prior to launch with more detailed information on their options.

Rangers First

Existing members of RF who are still making their monthly direct debit or credit/debit card contributions at any level will automatically become members of Club 1872. You do not need to

make any further arrangements and will receive an email with instructions on how to sign up and create a profile for the new Club 1872 web platform.

At the expiry or cancellation of your existing Direct Debit, Credit or Debit Card arrangements you will be contacted to set up a new Direct Debit or card donation directly with Club 1872.

RF members whose direct debits or card payments have ended will be contacted to see if they wish to sign up directly for Club 1872.

RF Life Members will receive life membership of Club 1872 in recognition of their life membership of RF. Should they wish to contribute monthly to Club 1872 they will have this facility on the Club 1872 website and we would encourage them to do so.

Should RF members vote in favour of the Club 1872 proposal they will be contacted prior to launch with more detailed information on their options.

Migration of Existing Funds

Existing funds held by Rangers First and the Rangers Supporters Trust will remain ring fenced solely for increasing the supporter shareholding in RIFC - ideally through participation in a rights issue so that the monies raised benefit Rangers FC but with the ability to also make market purchases. This is in recognition of the terms on which the funds were provided to those organisations.

The only alternative use of these funds which may be considered by members is the provision of a loan to RIFC on the same terms as have been provided by other shareholders/lenders, with that loan being repaid to allow it to be converted into an equity shareholding when a share issue takes place. Before any such arrangement was advanced, it would be subject to a vote of the Club 1872 membership and a prior commitment from RIFC.

It is expected that the funds ring fenced for share purchase at the launch of Club 1872 would be in excess of £800,000

Ongoing Funds

The proposed split of funds following the launch of Club 1872 is as follows.

47.5% - to purchase shares in RIFC. This may be through share purchases from existing shareholders, as part of future share offerings initiated by RIFC or through the provision of loans which are converted to equity.

47.5% - Club 1872 projects identified by members following a vote. **It should be noted that this will always include the option of the funds being allocated to purchase shares if that is what the membership decide.** Setting funds aside in this way gives the members more flexibility to decide how they are spent. It is not envisaged that these funds would be provided to Rangers for general working capital purposes but rather they would be provided for defined purposes laid out and voted on by the members. The use of these funds would be subject to members' vote at all times.

5% - Club 1872 administration costs. This will include the funding of support roles to improve response time for membership queries and improve member interaction with Club 1872. The board of Club 1872 will oversee this spending and provide a full breakdown to members on an annual basis. Over time and with growth in numbers it is hoped that the 5% set aside for administration

can gradually be reduced.

Note: Members will be able to amend the portion of their own contribution which is spent on shares or Club 1872 projects. They can access this through their profile on the website and can opt to have their full contribution (minus administration costs) spent either only on shares or only on projects.

Club 1872 Projects

The projects which can be undertaken by Club 1872 are limitless as long as they benefit Rangers FC and the Rangers community.

The vision is to utilise some of the funds raised through supporter donations to improve every aspect of the experience of supporting Rangers. There is a realisation that whilst increasing supporter ownership in the club is a key principle of Club 1872, it is not a shared priority for all supporters. These supporters can now participate knowing that the focus is not solely on increasing shareholding.

Projects that have been mooted previously include:

- 1) Completion of a fan zone around Ibrox to provide better facilities for match going supporters
- 2) A club museum
- 3) Improvements and renovations to Ibrox itself (including investigation into safe standing)
- 4) Investment in youth development
- 5) Purchasing Ibrox or otherwise securing our iconic home for supporters.

This is by no means an exhaustive list and members would be regularly encouraged to put forward suggestions. All projects will be formally scoped and costed.

Constitution

There will be five entities which will form Club 1872. Each of the entities will share the same Board of Directors and have the ability to co-opt other persons to assist with the day to day running of their area of operation.

The entities which will form Club 1872 will be:

Rangers First 2014 CIC – shareholding vehicle
Rangers Supporters Trust CIC – projects
Supporters Voice Limited – communication
Club 1872 Limited – ownership of Club 1872 IP and any other Club 1872 assets other than shares in RIFC and the monies donated for shares or projects
Rangers Supporters clubs including NARSA and ORSA– RSC liaison and support

Each entity will provide that the following matters are to be determined by majority vote of its contributors on the basis of one member one vote:

1. Any changes to the memorandum and articles of association (Constitution and Rules). These documents will be prepared and published before launch of Club 1872.
2. Any resolutions tabled by RIFC e.g. General Meetings.

3. Any other key decisions with regard to matters affecting Rangers FC or Club 1872

The objects of Club 1872 will be to carry on activities which benefit the community of Rangers supporters, to engage with and become a part owner of the entity which owns Rangers Football Club and to protect Rangers Football Club and its assets financially and promote its footballing success.

Club 1872 will be, and must as a shareholder in RIFC remain, entirely independent of Rangers FC but it will aim to co-operate and communicate with it on measures designed to benefit Rangers FC and the Rangers support. Any material contracts or arrangements between Club 1872 and Rangers will be subject to members' approval.

Board and Election Process

The Club 1872 board will be made up of 7 board members - elected by Club 1872 members on a one member/one vote basis.

The Rangers Supporters Clubs will have a representative who will be able to attend each meeting of the board to provide representation for RSCs collectively. This position will be elected and subject to the same vetting process as the full board.

The board of Club 1872 will be elected on an annual basis with all sitting board members required to stand for re-election should they wish to continue on the board.

The auditors will be responsible for overseeing the voting and conduct of the election process. They will vet candidates according to the Club 1872 rules.

Support Roles

Two support roles have so far been identified as essential to increasing and maintaining the membership of Club 1872. These will be funded within the 5% budget for running the organisation. Professional and dedicated support will enable the organisation to grow in the long term.

There will be a role for a membership administrator to deal with membership queries on a daily basis. This would be a full time position and would also cover website content updates, social media posts and general member communication.

The other role is for a marketing expert to run social media campaigns, digital marketing, traditional marketing and events. This role would be filled by a retained consultant who would work on all aspects of marketing Club 1872.

Appendix A - Rangers Supporters Clubs

Rangers Supporters Clubs

It is envisaged that as part of the changes brought about by the formation of Club 1872, all registered Rangers Supporters Clubs (RSCs) will be brought together.

This will require a great deal of work but will provide continuity of representation and support for all RSCs. We recognise the challenges faced by RSCs over the past few years and are committed to assisting them in any way possible through this process.

The Engagement entity for supporters clubs is subject to review and a sub-group of the Working Group has been set up to progress this.

It is also envisaged that RSCs will be organised geographically to allow a greater degree of support from Rangers FC and Club 1872.

More detail on this reorganisation will be communicated in due course.

North American Rangers Supporters Association

It is envisaged that representation for NARSA will also be provided but no discussions have yet been held with NARSA and this will be undertaken if the Club 1872 proposals are adopted.

Oceanic Rangers Supporters Association

It is envisaged that representation for ORSA will also be provided but no discussions have yet been held with ORSA and this will be undertaken if the Club 1872 proposals are adopted.