

CONSTITUTION

OF

GEELONG FOOTBALL CLUB LIMITED

PART ONE

1. The name of the company is the GEELONG FOOTBALL CLUB LIMITED.
2. The company is in this Constitution referred to as **the Club**.
3. The principal purposes for which the Club is established are:
 - a) to promote the playing of Australian Rules Football in general and in particular by maintaining, providing, supporting and controlling a team or teams of footballers bearing the name of GEELONG FOOTBALL CLUB to compete in the Australian Football League Competition with other member clubs and if necessary or desirable in the opinion of the Board in any other competition played in the State of Victoria or in any other part of Australia or the world;
 - b) to preserve and foster the ideals of the Club;
 - c) to hold a licence from the Australian Football League (or its successor or any other national Australian Rules Football Competition) entitling the Club to operate an Australian Football League club and to field a football team or teams in the national Australian Rules Football Competition administered by the AFL;
 - d) to purchase, take on, lease, exchange, hire or otherwise acquire any real or personal property which may be conducive as to the interests of the Club;
 - e) AND SOLELY FOR THE PURPOSE OF CARRYING OUT THE ABOVE OBJECTS:
 - i) to establish, rent, hire or own grounds and all the equipment, facilities and items for the playing of football;
 - ii) to establish, maintain and carry on rooms for the accommodation, convenience and enjoyment of Members of the Club upon premises of which the Club is the bona fide occupier and (when duly admitted into the Club rooms in accordance with laws of the State of Victoria and the Rules of the Club) of the friends of Members and generally to afford all such persons the usual privileges, advantages, conveniences, accommodation and means of enjoyment (including lawful games) as are usually provided for the Members of the Club;
 - iii) to promote and assist any sports with similar objects;
 - iv) to purchase or take on lease from time to time, such land, premises or buildings or part of a building or personal property

- as may be required for the purposes of the Club and to construct, alter, add to or maintain such land, premises or buildings or part of a building or personal property required for the purpose of the Club and from time to time to sell, transfer, let, sub-let, mortgage, charge, pledge, dispose of or otherwise deal with the whole or part of the land premises or buildings or part of a building or personal property owned or leased by the Club;
- v) to purchase, acquire, provide, make, hire, establish and maintain and supply to or for Members whether free of charge or otherwise all items or facilities and articles and things, necessary or convenient or for any other of the objects of the Club;
 - vi) to apply from time to time for registration pursuant to the provisions of the Liquor Control Reform Act 1998 of the State of Victoria or any statutory modification or re-enactment thereof or for such licence or licences as it may be from time to time deemed necessary to obtain whether pursuant to the Liquor Control Reform Act 1998 or any other law to enable the Club to provide for or sell to Members or non-members beer, spirits or liquors, tobaccos or any other goods and to apply from time to time for the renewal or an extension of any such registration or licence;
 - vii) to engage and employ players, trainers, coaches, secretaries or managers and all other persons considered necessary for carrying on the activities of the Club and to dismiss such persons and to pay such persons in return for services rendered to the Club salaries, wages, bonuses, gratuities and pensions;
 - viii) to promote and hold either alone or together with or against any other club, person or persons, meetings, competitions and matches including the fielding of teams in connection with football and all kinds of indoor or outdoor sports or pastimes and to contribute towards the giving of prizes, medals and awards therefore;
 - ix) to establish, promote or assist in establishing or promoting or to subscribe to or become a member of or amalgamate or merge with any other entity, club, association or league with objects similar to those of the Club for the establishment or promotion of or amalgamation with which may be beneficial to the Club and to pay any subscription fee or sum payable to such entity, club, association or league which shall be paid bona fide in furtherance of the objects or some of the objects of the Club, provided that no amalgamation or merger may be made with any other entity, club, association or league the distribution of whose income and property is not restricted to an extent at least equally as great as distribution of the income and property of the Club is restricted by this Constitution;

- x) to subscribe or become a contributing employer to superannuation funds and to maintain same as provided by the existing rules thereof or as such rules are subsequently framed and to grant pensions, retiring allowances, superannuation benefits, long service leave and general benefits to employees (past and present) of the Club by:
 - a) grants of money, insurance or other aid to them and their dependants and connections;
 - b) establishing and/or subsidising funds and trusts; or
 - c) medical housing, recreational and other amenities.
- xi) to accept any trophy, donation or gift of any real or personal property;
- xii) to invest and deal with the monies of the Club not immediately required for carrying on the Club upon such security and in such manner as may from time to time be determined by the Club;
- xiii) to borrow or raise or secure the payment of money in such manner as the Club shall think fit and in particular by the issue of debentures and debenture stock, perpetual or otherwise and/or by similar mortgage or charge or lien upon all or any part of the property of or assets (whether present or future) of the Club and to purchase, redeem or pay off any such loans or securities or accept the surrender of same;
- xiv) to draw, make, accept, endorse, discount and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments and to give any guarantee for the payment of money or the performance of any obligation or undertaking and in that behalf to give any security over the property of the Club;
- xv) to insure against all risks, liabilities and eventualities as may seem advisable and to apply the proceeds of any claim under any insurance in such manner and for such purpose or purposes as shall be thought fit;
- xvi) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them or which may be calculated to advance directly or indirectly the interests of the Club; and
- xvii) to apply through an authorised officer of the Club to the Victorian Commission for Gambling Regulation established under the Gambling Regulation Act 2003 or any statutory modification or re-enactment thereof for a Permit to conduct games authorised in accordance with the Gambling Regulation Act 2003 or hold a Venue Operators Licence pursuant to the provisions of the Gambling Regulation Act 2003 or any statutory modification or re-enactment thereof.

4. The income and property of the Club howsoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this

Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, howsoever by way of profit to Members of the Club.

5. The liability of Members of the Club is limited.
6. Every Member of the Club undertakes to contribute to the assets of the Club in the event of it being wound up while he or she is a Member or within one (1) year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he or she ceased to be a Member and of the costs, charges and expenses of winding up the Club and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding two (2) dollars.
7. If upon the winding up of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the Members of the Club but shall be given or transferred to some institution or institutions having objects similar to the objects of the Club and whose rules or constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this clause, such institution or institutions to be determined by the Members of the Club at or before the time of winding up and in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.
8. References to Member and Members rights and obligations in Part One of this Constitution is to be construed in accordance with each Class of Membership granted by this Constitution and defined in Part 2.

CONSTITUTION
OF
GEELONG FOOTBALL CLUB LIMITED

PART TWO

TABLE OF CONTENTS

	<u>PAGE NO</u>
<i>PRELIMINARY</i>	1
1. DEFINITIONS	1
5. CLUB COLOURS	4
<i>MEMBERSHIP</i>	5
6. MEMBERSHIP CATEGORIES	5
7. ORDINARY MEMBERS.....	5
8. LIFE MEMBERS	6
9. HONORARY MEMBERS	6
9A SOCIAL CLUB MEMBERS.....	7
10. GAMING MEMBERS	10
11. POWER TO PRESCRIBE ADDITIONAL CLASSES OF MEMBERSHIP.....	11
12. SUBSCRIPTION	11
13. REGISTER OF MEMBERS.....	13
14. VOTING AT MEETINGS AND ELECTIONS	13
15. VOTING BY PROXY	14
16. PROXY FORM.....	15
<i>MEETINGS AND PROCEDURES</i>	16
17. ANNUAL GENERAL MEETING	16
18. TYPES OF MEETINGS.....	17
19. SPECIAL GENERAL MEETING	17

20. SPECIAL RESOLUTION	17
21. ALTERATION OF THIS CONSTITUTION.....	18
22. QUORUM.....	18
23. WHEN QUORUM NOT PRESENT	18
24. EXERCISE OF POWERS AT GENERAL MEETING	18
25. WHEN PRESIDENT NOT PRESENT.....	19
26. POWER TO ADJOURN THE MEETING	19
27. DECLARATION OF CHAIRMAN CONCLUSIVE	19
28. POLL	19
29. CHAIRMAN’S DECISION ON QUESTIONS OF PROCEDURE.....	20
ELECTIONS.....	20
30. ELIGIBILITY	20
31. NOMINATION PROCEDURE	20
33. ELECTION PROCEDURE	21
34. VOTING PROCEDURE.....	21
36. DEATH OF A CANDIDATE	22
37. VALIDITY OF THE ELECTION.....	23
38. EXTRAORDINARY ELECTION	23
BOARD.....	24
39. STRUCTURE.....	24
40. APPOINTMENT OF PRESIDENT AND VICE-PRESIDENT.....	25
41. CASUAL VACANCY.....	25
42. ELIGIBILITY	25
44. DISQUALIFICATION OF BOARD MEMBERS	26
44B.AFL ADMINISTRATOR	27
44C.AFL ADMINISTRATOR	27
BOARD MEETINGS AND PROCEDURES.....	27
45. MEETINGS OF THE BOARD	27
49. CHIEF EXECUTIVE OFFICER.....	28

GENERAL PROVISIONS.....	28
50. SPECIAL POWERS.....	28
51. SUB-COMMITTEES.....	30
53. AFL DIRECTORS	30
54. CAPTAIN AND VICE CAPTAIN	30
55. COACH AND TRAINING STAFF.....	31
56. BY-LAWS	31
58. DISCIPLINARY POWERS	32
63. COMMON SEAL.....	33
64. INDEMNITY	33
65. AUDITOR.....	34
66. LICENSING PROVISIONS.....	34
69. PROHIBITION OF UNLAWFUL GAMES AND GAMBLING	34
75. GUESTS	36

Company Limited by Guarantee

CONSTITUTION

OF

GEELONG FOOTBALL CLUB LIMITED

PART TWO

PRELIMINARY

1. DEFINITIONS

In this Constitution unless the subject or context otherwise requires:

- 1.1. **Act** means the Corporations Act 2001 or any statutory modification or re-enactment thereof.
- 1.2. **AFL** means the Australian Football League or its successor.
- 1.3. **AFL Licence Agreement** means the licence agreement between the Club and the AFL dated the 10th day of December 1985 or any modification or amendment thereof.
- 1.4. **Appointed Member** means a member of the Board appointed pursuant to clause 39.2.
- 1.5. **Authorised Gaming Visitor** means any person who has been admitted as an Authorised Gaming Visitor to the Club in accordance with clause 10.6.
- 1.6. **Board** means and includes the members of the Board of Directors of the Club referred to in clause 39 for the time being duly elected or appointed as such.
- 1.7. **Casual Appointee** means a member of the Board appointed pursuant to clause 41.3.
- 1.8. **Chief Executive Officer** means and includes any person from time to time appointed by the Board in accordance with clause 49 to perform under that name specified duties and powers in connection with the administration or carrying on of the business of the Club as may be directed or authorised by the Board or this Constitution.
- 1.9. **Clash** means when the playing guernsey of the Club for games

designated as away games is deemed by the AFL to have insufficient contrast in colours and design to the playing guernsey of the home team.

- 1.10. **Class of Membership** means any Subscription based Membership including:
- 1.10.1. Ground Entry Entitlement Subscription;
 - 1.10.2. Social Club Subscription;
 - 1.10.3. Gaming Subscription; or
 - 1.10.4. Any other Subscription introduced by the Board pursuant to Clause 11.1.
- 1.11. **the Club** means the Geelong Football Club Limited.
- 1.12. **Elected Member** means a member of the Board elected pursuant to clauses 30 - 38 inclusive.
- 1.13. **Financial Year** means a twelve (12) month period concluding on the 31st day of October.
- 1.14. **Gaming Member** means any person who has been admitted as a Member of the Club in accordance with clause 10.
- 1.15. **Ground Entry Entitlement** means an entitlement for entrance to the Club's AFL home and away games.
- 1.16. **Honorary Member** means a person who has been accorded the privileges of membership pursuant to clause 9 or by a resolution of the Board.
- 1.17. **Life Member** means a Member who has been elected to life membership pursuant to clause 8.
- 1.18. **Liquor Control Reform Act** shall mean the Liquor Control Reform Act 1998 or any statutory modification or re-enactment thereof.
- 1.19. **meetings of the Club** includes the Annual General Meeting and any Special General Meeting convened in accordance with this Constitution.
- 1.20. **Member** means any person fitting within the categories of membership in accordance with clause 6.
- 1.21. **Month** means a calendar month.
- 1.22. **Notice** in relation to a notice of any meeting sent by post is taken to be given two (2) days after it is posted and, in relation to a notice of any meeting sent by fax or other electronic means, is taken to be given on the business day after it is sent.

- 1.23. **Office** means the Registered Office for the time being of the Club.
- 1.24. **Officer** has the same meaning as is provided in the Act.
- 1.25. **Ordinary Member** means any person so admitted to the Club in accordance with clause 7.
- 1.26. **Ordinary Voting Member** means any Ordinary Member that holds any one of the following Class of Membership and whose name is entered in the Register:
- 1.26.1. a Ground Entry Entitlement Subscription entitling the Member to attend not less than five (5) home and away games; or
- 1.26.2. a Life Member.
- 1.27. **Ordinary Non Voting Member** means any other Ordinary Member that holds any one of the following Class of Membership and whose name is entered in the Register:-
- 1.27.1. a Ground Entry Entitlement Subscription entitling a Member to attend less than five (5) home and away games or no Ground Entry Entitlements at all;
- 1.27.2. Social Club Subscription;
- 1.27.3. Gaming Subscription.
- 1.28. **Players** means Players on the Club's current playing lists including senior listed players, rookie listed players and Victorian Football League listed players.
- 1.29. **Register** means the Register of Members of the Club to be kept pursuant to clause 13.1.
- 1.30. **Seal** means the Common Seal of the Club.
- 1.31. **Social Club Member** means any person who has been admitted as a Member of the Club in accordance with clause 9A.
- 1.32. **Subscription** means payment for any Class of Membership by a Member
- 1.33. **Year** means calendar year.
- 1.34. **writing** and **written** include printing and other modes of reproducing or representing words in a visible form.

Words importing persons include corporations and all legal entities;

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 as in force at the date at which this Constitution became binding on the Company and in accordance with the Act.

Except as otherwise provided, this Constitution shall be construed with reference to the provisions of the Act and terms used in this Constitution unless otherwise defined shall be taken as having the same meaning as they have when used in the Act.

2. The Club is established for the objects and under the terms and conditions set out in Part One of this Constitution.
3. Notwithstanding the provisions of any other clauses in this Constitution, this Constitution shall be read subject to the terms and conditions (if any) contained in the AFL Licence Agreement to the extent of any inconsistency, but only to the extent permitted by law.
4. The number of Members of the Club shall be unlimited.

5. CLUB COLOURS

5.1 Subject to clause 5.2 hereof:

5.1.1 the colours of the Club shall be navy blue and white. The colour “navy blue” shall be deemed to mean that colour having an identical visual appearance to the colour designated as Pantone Matching System colour 289C irrespective of the colour composition formula utilised to derive such colour;

5.1.2 the playing guernsey of the Club for all games designated as home games or finals games irrespective of playing venue shall be navy blue and white in colour, having such colours alternately incorporated in an equal number of hoops each having a depth of approximately six (6) centimetres;

5.1.3 subject further to clauses 5.1.4 and 5.1.5 the playing guernsey of the Club for games designated as away games shall be navy blue and white in colour. The content ratio of the colours as a percentage area of the surface of the guernsey excluding the back panel to which a player’s number is affixed, shall be such that neither colour shall have a surface area in content in excess of seventy (70)per cent;

5.1.4 the design of the guernsey in clause 5.1.3 shall incorporate a horizontal band design forming part of the heritage of the Club; and

5.1.5 where there is a Clash the playing guernsey of the Club will be predominantly navy blue design with the Club’s registered logo on the front panel;

- 5.2 The playing guernsey referred to in this clause shall be registered and approved by the AFL in accordance the rules of the AFL.

MEMBERSHIP

6. MEMBERSHIP CATEGORIES

The Members of the Club shall consist of persons who are:

- 6.1. Ordinary Members:
 - 6.1.1. Ordinary Voting Members; and
 - 6.1.2. Ordinary Non-Voting Members
- 6.2. Life Members
- 6.3. Honorary Members
- 6.4. Social Club Members
- 6.5. Gaming Members

7. ORDINARY MEMBERS

- 7.1. Any person is eligible to be an Ordinary Member of the Club provided he or she complies with the provisions of clause 7.2. Ordinary Membership is for one (1) year commencing on the 1st day of January each year.
- 7.2. Any person may become an Ordinary Member when he or she:
 - 7.2.1. complies with requirements as determined by the Board from time to time;
 - 7.2.2. completes a membership application in the form approved by the Board electing any one of the Classes of Membership; and
 - 7.2.3. lodges the membership application with the Club on or before the date specified by the AFL in each year as the day by which membership for competing clubs closes or if no such date is specified, the 15th day of June in any relevant year.
- 7.3. The Board may at its absolute discretion refuse any application for Ordinary Membership.

- 7.4. No application for Ordinary Membership under clause 7.2 may be accepted if it appears from the application that, or if in the opinion of the Board, the applicant for membership is a nominee of another person or is acting as trustee for any other persons in relation to the application.
- 7.5. An Ordinary Member wishing to renew his or her membership must comply with requirements as determined by the Board from time to time.
- 7.6. Only Ordinary Voting Members will be entitled to all the rights and privileges of the Club including the entitlement to attend meetings of the Club, the right to vote upon any Club matter, including the election of the Board and the right to be elected as a member of the Board, save and except an Ordinary Voting Member who has not attained the age of eighteen (18) years shall not be entitled to vote on any Club matters, nor be elected to the Board.
- 7.7. An Ordinary Non-Voting Member is entitled to attend meetings of the Club, but is unable to vote upon any Club matter, including the election of the Board, nor to be elected as a member of the Board, nor have any right, title or interest in or to any of the property of the Club.

8. LIFE MEMBERS

- 8.1. The Board shall confer the privileges of Life Membership on all those who on the date of the adoption of this Constitution were Life Members of the Club.
- 8.2. The Board may at its discretion annually elect as Life Members any person who has rendered outstanding service to the Club.
- 8.3. The name of each Life Member shall be entered on to the Register.
- 8.4. Any person elected to Life Membership shall be exempt from payment of any further subscription and shall upon election of the Board under clause 8.2 become an Ordinary Voting Member.

9. HONORARY MEMBERS

- 9.1. The Board at its discretion, may appoint any person or persons as Honorary Members for any particular year including but not limited to the following persons:

- 9.1.1. persons who are officials or players of any sporting or games team which is competing at the Club premises on any particular day;
 - 9.1.2. officials of the AFL, the Victorian Football League or any Association or sporting body whose teams regularly compete at the Club's premises whilst holding office as officials; and/or
 - 9.1.3. any person over the age of eighteen (18) years who is a guest of the Club attending the functions of the Club.
- 9.2. An Honorary Member is not entitled to attend meetings of the Club nor to vote upon any Club matters, nor to be elected as a member of the Board, nor shall such Honorary Member have any right, title or interest in or to any of the property of the Club.
- 9.3. A person will not:
- 9.3.1. be admitted as an Honorary Member; or
 - 9.3.2. be exempted from the obligation to pay the ordinary subscription for membership of the Club;
- unless the person is of a class specified in this Constitution and the admission or exemption is in accordance with this Constitution.

9A SOCIAL CLUB MEMBERS

- 9A.1 Any person who was a Honorary Life Member of the Geelong Football Social Club as at the date of it's merger with the Club (commencement date) shall be a Social Club Honorary Life Member of the Club.
- 9A.2 Any person who was a Foundation Life Member or Ordinary Life Member of the Geelong Football Social Club at the commencement date shall be a Social Club Life Member of the Club.
- 9A.3 Social Club Honorary Life Members and Social Club Life Members shall be entitled to all the privileges and shall be subject to all the obligations of a Social Club Member other than the payment of subscriptions

SOCIAL CLUB HONORARY LIFE MEMBERS

- 9A.4 The Board may at its discretion annually elect as a Social Club Honorary Life Member any person who has rendered outstanding service to the Club.

SOCIAL CLUB MEMBER

- 9A.5 To become a Social Club Member of the Club a person must:
- 9A.5.1 comply with any requirements as determined by the Board from time to time;
 - 9A.5.2 complete a membership application in the form approved by the Board from time to time; and
 - 9A.5.3 be aged eighteen (18) years or over at the time of application.

SOCIAL CLUB CONCESSION MEMBER

- 9A.6 To become a Social Club Concession Member of the Club a person must:
- 9A.6.1 be in receipt of a full Commonwealth pension or be a full time student aged fifteen (15) years or over on 1 January of the relevant year;
 - 9A.6.2 meet the guidelines to obtain a “Concession” as set by the AFL;
 - 9A.6.3 comply with any requirements as determined by the Board from time to time; and
 - 9A.6.4 complete a membership application in the form approved by the Board from time to time.

SOCIAL CLUB JUNIOR MEMBER

- 9A.7 To become a Social Club Junior Member of the Club a person must:
- 9A.7.1 be aged over eleven (11) years, but less than fifteen (15) years on 1 January of the relevant year; or be a child of a Social Club Honorary Life Member, Social Club Life Member, Social Club Member or Social Club Concession Member;
 - 9A.7.2 comply with such requirements as determined by the Board from time to time; and
 - 9A.7.3 complete a membership application in the form approved by the Board from time to time.
- 9A.8 A Social Club Junior Member will not:
- 9A.8.1 be entitled to attend any meeting of the Club;
 - 9A.8.2 have any vote at any meeting of the Club;
 - 9A.8.3 be eligible to be elected to the Board;

9A.8.4 be permitted entry to the Gaming Room or any other area licensed by the Victorian Commission for Gambling Regulation or any body or entity regulating gaming in Victoria pursuant to the Gambling Regulation Act 2003 or any statutory modification or re-enactment thereof; and

9A.8.5 be permitted entry into any area of the Club which is licensed by any body or entity regulating licensed premises in Victoria pursuant to the Liquor Control Reform Act or any statutory modification or re-enactment thereof, unless in accordance with the provisions of the Liquor Control Reform Act or any statutory modification or re-enactment thereof.

9A.9 Notwithstanding anything contrary contained in clauses 9A.5, 9A.6 or 9A.7 the Board may at its absolute discretion refuse any application for membership as a Social Club Member, a Social Club Concession Member or a Social Club Junior Member.

BENEFITS AND DUTIES OF SOCIAL CLUB MEMBERS

9A.10 As a minimum all Social Club Members shall be entitled to occupy the designated seating area and the use of facility services subject to the provisions of the Liquor Control Reform Act and Gambling Regulation Act 2003, for all AFL scheduled home matches for the Club.

The designated seating area means amenities and seating, such number of seating to be determined by the Board acting reasonably, and to be at least equivalent to that previously provided to Social Club Members when the previous A.R. Jennings Stand was in existence. The facility services means the services of a hospitality nature, which are made available to Social Club Members and their guests, within the A.R. Jennings Stand.

9A.11 All Social Club Members, Social Club Concession Members and Social Club Junior Members must purchase a relevant Class of Membership.

SOCIAL CLUB VISITORS

9A.12 Any Social Club Member (other than a Social Club Junior Member) may admit persons over the age of eighteen (18) years to the Club as visitors upon such terms and conditions and to such room or rooms as the Board may determine.

9A.13 The Board reserves the right to exclude persons from being admitted as a visitor to the Club.

9A.14 The Board may determine the standard of dress to be worn by visitors of Social Club Members and any visitor not conforming to

that standard may be refused admittance to or be requested to leave the Club's premises.

- 9A.15 A visitor's book shall be provided within the entrance foyer to the Club's premises and Social Club Members introducing visitors must enter the names and addresses of the visitors into the visitor's book opposite their own names and social club membership numbers. Any Social Club Member detected failing to comply with this clause may be called before the Board and unless a satisfactory explanation, acceptable to the Board, is given may be expelled from the Club or otherwise disciplined as the Board thinks fit.
- 9A.16 While and so long as a visitor of a Social Club Member remains on or within the immediate proximity of the Club premises, the Social Club Member introducing the visitor will be responsible for the conduct of the visitor and for any debts incurred upon the Club premises by the visitor.
- 9A.17 Notwithstanding any of the above, a visitor of a Social Club Member may be supplied with liquor on the Club premises when not in the company of a Social Club Member at a particular function or a particular occasion in respect of which a permit has been granted under section 27 and 28 of the Liquor Control Reform Act or any statutory modification or re-enactment.

10. GAMING MEMBERS

- 10.1. Any person is eligible to be a Gaming Member of the Club provided he or she shall comply with the conditions in clause 10.2.
- 10.2. To become a Gaming Member of the Club a person must:
- 10.2.1. be over the age of eighteen (18) years as at 1st day of January of the relevant year of membership;
 - 10.2.2. comply with any requirements as determined by the Board from time to time;
 - 10.2.3. complete a membership application in the form approved of by the Board from time to time; and
 - 10.2.4. lodge the completed and signed application for membership with the Club.
- 10.3. The Board may at its absolute discretion refuse any application for Gaming Membership.
- 10.4. A Gaming Member is entitled to enter on the licensed premises of the Club for the purpose of operating gaming machines

lawfully installed therein and for the purpose of access to the licensed facilities of the Club.

- 10.5. A Gaming Member is not entitled to attend meetings of the Club, nor to vote upon any Club matter, nor to be elected as a member of the Board, nor will a Gaming Member have any right, title or interest in or to any of the property of the Club.
- 10.6. An Authorised Gaming Visitor is a person who:
- 10.6.1. is over the age of eighteen (18) years;
 - 10.6.2. is present on the licensed premises of the Club;
 - 10.6.3. whose place of residence is more than ten (10) kilometres from the licensed premises of the Club;
 - 10.6.4. whose name and residential address and date of admission to the licensed premises is recorded on the register of Authorised Gaming Visitors required to be kept under section 10(4)(b)(ii) of the Liquor Control Reform Act or any statutory modification or amendment thereof; and
 - 10.6.5. comply with such requirements as are determined by the Board from time to time or as are required by this Constitution.

11. POWER TO PRESCRIBE ADDITIONAL CLASSES OF MEMBERSHIP

- 11.1. Subject to this Constitution the Board shall have the power to prescribe additional Classes of Membership of the Club and to fix qualifications, rights, privileges and obligations of all classes of Members.

12. SUBSCRIPTION

- 12.1. Subscriptions for Classes of Membership of the Club (other than Social Club Members, Social Club Concession Members and Social Club Junior Members) must be paid on or before the date specified by the AFL in each year as the date by which membership for competing clubs closes or if no such date is specified the 15th day of June in any relevant year.
- 12.2. Any Ordinary Voting Member who has not paid his or her Subscription by such date shall be deemed to be an Ordinary Non-Voting Member.
- 12.3. Subscriptions for all Social Club Members for the following year

- shall be due on the 1st day of November of the preceding year and paid before the 31st day of December in such year.
- 12.4. The annual Subscriptions for each Class of Membership will be any sum fixed by the Board from time to time .The Board reserves the right to vary any sum payable for any and all Classes of Membership.
- 12.5. The annual Subscription for Social Club Members shall be the aggregate of:
- 12.5.1. the Social Club Member Subscription fee;
- 12.5.2. an amount equal to the fee charged for a seat (excluding any booking fees) in a comparable position for all home games scheduled to be played at venues at which the Club plays it's home games for the applicable year; and
- 12.5.3. the fee for the relevant membership ticket of the Club.
- 12.6. Subscription fees for classes of Social Club Membership as at the commencement date shall be the aggregate of:
- 12.6.1. for Social Club Junior Members – forty (40) per cent of the amounts determined pursuant to clauses 12.4.1 and 12.4.2 and the fee for the relevant membership ticket of the Club.
- 12.6.2. for Concession Social Club Members – sixty (60)per cent of the amounts determined pursuant to clauses 12.4.1 and 12.4.2 and the fee for the relevant membership ticket of the Club.
- 12.7. The Board shall have the power to make provision for payment of membership or Subscription fees in such manner and on such terms, including by instalments, as the Board determines.
- 12.8. The Social Club Member Subscription fee referred to in Clause 12.5.1 shall, in accordance with clause 12.4, be reviewed annually with any increase to be no greater than the increase in the relevant preceding twelve (12) month period for which data is most readily available to the Club in the Consumer Price Index (CPI) published by the Australian Government Statistician under the heading “All Groups” for Melbourne. If the CPI is discontinued or suspended then the calculation is to be made using whatever index is substituted for it or if no index is substituted for it, it is to be made using the index for calculation which the auditor for the Club decides is appropriate in the circumstances.

13. REGISTER OF MEMBERS

- 13.1. Upon receipt (subject to such application not being refused in accordance with clause 7.3) of a membership application or a renewal of membership, the Chief Executive Officer shall cause to be entered in the Register the name and address of the Member and the number of the membership ticket issued to him or her.

The Register must be kept on the Club premises in a form or manner approved by the Liquor Control Reform Act and contain the name and address of each Member and particulars of payment of the last subscription for membership paid by each Member.

- 13.2. The Chief Executive Officer shall keep on the Club premises in a form or manner approved by the relevant regulatory authority a register of Authorised Gaming Visitors containing the name and residential address of each Authorised Gaming Visitor admitted to the premises and the date of that admission.

The register of Authorised Gaming Visitors must be kept open for inspection by all authorised personnel or officers.

14. VOTING AT MEETINGS AND ELECTIONS

- 14.1. Subject to this Constitution only Ordinary Voting Members will be entitled to vote at any meeting of the Club or any election for members of the Board once his or her name has been entered on the Register subject to having attained the age of eighteen (18) years.

- 14.2. For the avoidance of doubt, any Ordinary Voting Member aged seventeen (17) years at the date of application for membership who turns eighteen (18), prior to any meeting and close of voting of the Club, will be eligible to vote at such meeting of the Club or election for members of the Board.

- 14.3. Save as provided by this Constitution and in particular clause 14.5, each Ordinary Voting Member present at a meeting of the Club or on any election for members of the Board will have one (1) vote only

- 14.4. In the case of an equality of votes the Chairman of any meeting of Club at any meeting shall have a casting vote in addition to his or her vote as a Member.

- 14.5.

- 14.5.1. Ordinary Non-Voting Members, Social Club Honorary Life Members, Social Club Life Members, Honorary

Members, Gaming Members and Authorised Gaming Visitors are not be eligible to vote at any meeting of the Club or at any election of members of the Board nor will their attendance at any meeting of the Club count for the purposes of the quorum.

- 14.5.2. Nothing in this Constitution precludes a Social Club Honorary Life Member, Social Club Life Member or Honorary Member becoming an Ordinary Voting Member within the meaning of clause 7 and in that capacity being entitled to vote.
- 14.5.3. Social Club Members and Social Club Concession Members are by virtue of their purchase of this Class of Membership of the Club, as provided by clause 9A.12, entitled to vote.
- 14.6. The Board may at its discretion allow Ordinary Voting Members to vote on any matter they are entitled to vote on pursuant to this Constitution electronically, including through the Internet at a securely held website.
- 14.7. The Board will determine the procedure and process for any and all voting conducted electronically and notify all Ordinary Voting Members of that procedure and process prior to any meeting of the Club.

15. VOTING BY PROXY

- 15.1. An Ordinary Voting Member may appoint a proxy to vote at a meeting of the Club. The proxy appointed need not be a Member of the Club.
- 15.2. The instrument appointing a proxy may be made in writing or via electronic means at the hand of the appointor and unless otherwise provided in this Constitution shall be deposited at the Office of the Club or at any other place by any means including but not limited to electronic means or by such other means as may be specified for that purpose in the Notice convening the meeting not less than two (2) days before the time for holding the meeting or taking of a poll at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
- 15.3. Every instrument of proxy whether for a specified meeting or otherwise shall be addressed to the Club and be in the form or to the effect as follows:

16. PROXY FORM

GEELONG FOOTBALL CLUB LIMITED

Proxy

I,
being an Ordinary Voting Member of the Club entitled to vote
HEREBY APPOINT of

as my proxy to vote for me and on my behalf at the Annual General Meeting/Special General Meeting of the Club to be held on the day of 20 .

AS WITNESS my hand this day of 20 .

SIGNED by the said

in the presence of:

or in any other form as the Board may from time to time prescribe or in a particular case accept.

- 16.1. Any instrument of proxy in which the name of the appointee is not filled in is to be given in favour of the Chairman of the meeting to which it relates.
- 16.2. The instrument appointing a proxy confers authority to demand or join in demanding a poll.
- 16.3. The Chairman of a meeting may require any person acting as a proxy to establish to the satisfaction of the Chairman that he or she is the person appointed as proxy in the form of proxy lodged pursuant to this Constitution. Any person that fails to satisfy the Chairman that he or she is the person appointed as proxy may be excluded from voting either upon a show of hands or upon a poll.

MEETINGS AND PROCEDURES

17. ANNUAL GENERAL MEETING

- 17.1. An Annual General Meeting of Members of the Club shall be held not later than the 31st day of January following the end of the Financial Year of the Club.
- 17.2. No less than twenty one (21) days written Notice of the Annual General Meeting may be given to Ordinary Voting Members by sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by the Ordinary Voting Member, by electronic mail where the Ordinary Voting Member on his or her membership application form or any such form later signed by such Ordinary Voting Member has provided an electronic mail address and has consented to communication being given by the Club to him or her by such means, or by notification pursuant to other means as provided by this Constitution.
- 17.3. The business to be dealt with at such Annual General Meetings shall be the reception and consideration of the Board's Report and Balance Sheet and Statements of Receipts and Expenditure, the election of members of the Board as and when required pursuant to the provisions of clauses 31, 32 and 33, the presentation of Testimonials or awards as the Board considers appropriate, and the consideration of any business of which Notice has been given to Members in accordance with the Act.
- 17.4. A copy of every Notice given in writing will be kept posted up at the Office until the date of the Annual General Meeting.
- 17.5. A summary Financial Report of the Club, in such form as may be recommended or approved by the auditors of the Club will be made available to all Ordinary Members at their election. Those Ordinary Members who wish to receive the Financial Report of the Club must submit their request to the Club. Once an election to receive the Financial Report is made, that election is held until such time as the Ordinary Member elects otherwise. The Club is not required to send notice of the Financial report being prepared.
- 17.6. Notices of the Annual General Meeting and the Financial Report referred to in clause 17.5 may be given to Members in writing, in any form authorised by the Act, or by electronic mail where the Member on his or her membership application form has

provided an electronic mail address and has consented to communication being given by the Club to him or her by such means.

18. TYPES OF MEETINGS

- 18.1. In addition to the Annual General Meeting all other meetings of the Ordinary Members called as provided in clause 19 shall be and are herein called Special General Meetings. A Special General Meeting may be called to take place on the same day as an Annual General Meeting and may either precede or follow same.

19. SPECIAL GENERAL MEETING

- 19.1. Subject to the provisions of the Act, on a requisition in writing signed by at least one hundred (100) Ordinary Voting Members with their addresses and their membership ticket numbers, being delivered to the Chief Executive Officer, he or she shall within twenty one (21) days from receiving such requisition call a Special General Meeting of the Ordinary Voting Members of the Club by giving twenty one (21) days notice of the same by advertisement in the Melbourne metropolitan and Geelong newspapers.
- 19.2. In the event of a Special Resolution being proposed for consideration at a Special General Meeting, the provisions of clause 20 apply.
- 19.3. The Board has the power to call a Special General Meeting of the Club whenever it may have matters under consideration upon which it seems necessary or desirable to obtain the ruling of the Ordinary Voting Members. The same notice shall be given as provided for a Special General Meeting called on a requisition of Ordinary Voting Members.

20. SPECIAL RESOLUTION

Notwithstanding clause 19, in the event of a Special Resolution being proposed by Ordinary Voting Members pursuant to clause 19 or in the event of the Club proposing a Special Resolution for determination at any Annual General Meeting or Special General Meeting the Chief Executive Officer will give notice to all Ordinary Voting Members by the means prescribed by clause 17.2 including:

- 20.1. a copy of the proposed resolution or a summary of the proposed resolution; and

- 20.2. a statement not exceeding five hundred (500) words in support of the proposed resolution prepared and supplied by the proponent.

21. ALTERATION OF THIS CONSTITUTION

- 21.1. Subject to clauses 44A, 44B and 44C, this Constitution may be amended by a Special Resolution of Ordinary Voting Members either in person or by proxy at an Annual General Meeting or a Special General Meeting called for that purpose in accordance with the Act.
- 21.2. Notwithstanding the provisions of clause 21.1, any Special Resolution relating to a reduction in the designated seating area or a reduction in the facility services as defined in clause 9A.11, or any Special Resolution affecting the provisions of clauses 12.4, 12.5 or this clause 21.2 shall not have any effect unless it is also approved by not less than sixty (60) per cent of votes recorded by Social Club Members either in person or by proxy at the same Meeting.

22. QUORUM

Fifty (50) Ordinary Voting Members constitutes a quorum at an Annual General Meeting or at a Special General Meeting. No business is to be transacted at an Annual General Meeting or at a Special General Meeting unless a quorum is present at the commencement of and throughout the transaction of business.

23. WHEN QUORUM NOT PRESENT

If within half an hour from the time appointed for either an Annual General Meeting or a Special General Meeting a quorum is not present, the meeting (if convened upon such requisition as is provided for in clause 19) must be dissolved or (in any other case) stand adjourned to the same day in the next week at the same hour and place and if at the adjourned meeting a quorum is not present those Ordinary Voting Members who are present will constitute a quorum and may transact the business for which the meeting was called.

24. EXERCISE OF POWERS AT GENERAL MEETING

Anything which under this Constitution or under the Act may be done by the Club or a Company in general meeting, may be done either at an Annual General Meeting or Special General Meeting provided that due Notice has been given in accordance with this Constitution.

25. WHEN PRESIDENT NOT PRESENT

The President of the Club shall be entitled to take the chair at every meeting whether at an Annual General Meeting or a Special General Meeting but if there be no President or if at any meeting he or she shall not be present within fifteen (15) minutes after the time appointed for holding such meeting or being present shall decline to take the chair, the Vice President shall be entitled to take the chair thereof or if there is no Vice President present or willing to act then some other member of the Board shall be chosen, with the exception of the Chief Executive Officer who shall not under any circumstances be entitled to take the chair, and if no member of the Board be present or if all the members of the Board present decline to take the chair, then the Ordinary Voting Members present and entitled to vote shall choose some one from their number to take the chair.

26. POWER TO ADJOURN THE MEETING

The Chairman may with the consent of the meeting adjourn any meeting of the Club from time to time and place to place but no business shall be transacted at any such adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

27. DECLARATION OF CHAIRMAN CONCLUSIVE

At any Annual General Meeting or Special General Meeting, a resolution put to the vote of the meeting shall be decided upon a show of hands unless a poll is demanded (whether before or after the declaration of the result by a show of hands) by the Chairman or by not less than five (5) Ordinary Voting Members personally present and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by particular majority or lost and an entry to that effect in the book of proceedings of the Club, shall be conclusive evidence of the fact without proof of the number of or proportion of the votes recorded in favour of or against that resolution.

28. POLL

If a poll is demanded as provided by clause 27 the same shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

29. CHAIRMAN'S DECISION ON QUESTIONS OF PROCEDURE

At all meetings when questions of order and procedure shall arise the ruling of the Chairman of the meeting shall be accepted as final.

ELECTIONS

30. ELIGIBILITY

Any candidate for election to one (1) of the seven (7) positions on the Board must be an Ordinary Voting Member over the age of eighteen (18) years or a Life Member of the Club.

31. NOMINATION PROCEDURE

- 31.1. Thirty five (35) days at least before the holding of the Annual General Meeting in any year in which an election for members of the Board is required the Club will by advertisement in a daily newspaper in any one or more Melbourne metropolitan and Geelong Newspapers specify the closing dates of nominations for such election.
- 31.2. Every candidate for election as a member of the Board must be proposed and seconded by two (2) Ordinary Voting Members. The nomination form must be executed by the two (2) Ordinary Voting Members and delivered by hardcopy or via electronic means or as otherwise specified in the advertisement outlined in clause 31.1, to the Chief Executive Officer no later than 5.00pm on the day being twenty eight (28) days before the date of the Annual General Meeting in each year in which an election is to occur.
- 31.3. The Chief Executive Officer shall display all nominations upon the notice board in the Office immediately upon receipt to him or her.
- 31.4. Nominations may be withdrawn by notice in writing signed by the candidate and delivered to the Chief Executive Officer at any time prior to the close of the nomination.

32. NUMBER OF CANDIDATES

When no more than the required number of candidates are nominated for election as members of the Board those candidates nominated shall be declared elected at the Annual General Meeting. If less candidates than the number of vacancies are nominated the vacancies may be filled by the Board following the Annual General Meeting.

33. ELECTION PROCEDURE

- 33.1. Where there are more nominations for election as members of the Board than there are vacancies to be filled an election by ballot shall be conducted. The Board shall appoint a Returning Officer to conduct the election. The Returning Officer's decision shall be final in all matters relating to the conduct of the election.
- 33.2. All Ordinary Voting Members will be entitled to vote on any election for members of the Board.
- 33.3. The Returning Officer shall within fourteen (14) days of the closing of the nominations post and/or send electronically (as the Returning Officer shall determine) to all Members entitled to vote at their address shown in the Register:
 - 33.3.1. the relevant ballot material along with the appropriate instructions;
 - 33.3.2. a candidate profile sheet containing a photograph 3 cm x 3cm of each candidate (if this is supplied by the candidate) together with their manifesto not to exceed one hundred and fifty (150) words which they shall prepare and submit to the Chief Executive Officer at the time of their nomination; and
 - 33.3.3. the ballot paper and candidate profile sheet shall list candidates in order as decided by lot by the Returning Officer.

34. VOTING PROCEDURE

- 34.1. Ballot material shall be issued to Ordinary Voting Members no later than fourteen (14) days prior to the close of voting.
- 34.2. An Ordinary Voting Member voting shall vote in accordance with the voting instructions issued with the ballot material. Voting under this section may be made by postal or electronic vote provided it is not contrary with the instructions provided with the ballot material. Any ballot paper returned otherwise than in

accordance with those instructions may be rejected by the Returning Officer.

- 34.3. An Ordinary Voting Member voting must ensure that the ballot material is lodged with the Returning Officer at the office nominated by the Club by 5.00pm two (2) days prior to the Annual General Meeting. No ballot paper received after that time will be counted.
- 34.4. The Returning Officer has the entire control of the ballot and may appoint such persons to assist him or her as he or she thinks fit. The Returning Officer will count the votes received for each candidate, and advise the Chief Executive Officer as to the result of the election. Each candidate may if he or she so desires appoint a scrutineer to represent him or her at the counting of votes by completing the appropriate scrutineer form and lodging it at the Office of the Club with the nomination form pursuant to clause 31.
- 34.5. Any ballot paper returned **by post** must be enclosed in an envelope which specifies the number of the membership ticket of the Ordinary Voting Member voting.
- 34.6. Each individual Ordinary Voting Member will only be entitled to one (1) vote irrespective of how many Classes of Membership that individual Ordinary Voting Member retains from time to time.

35. ELECTION DECLARATION

- 35.1. The candidates having the greater number of votes shall be declared elected.
- 35.2. If two (2) or more candidates receive an equal number of votes the successful candidate or candidates shall be decided by lot under the supervision of the Returning Officer prior to the results of the election being announced.
- 35.3. The results of the election shall be announced by the Chairman of the Annual General Meeting or the Chairman appointed by the meeting for that purpose (as the case may be) at the Annual General Meeting or any other meeting called for electoral purposes and shall be displayed upon the notice board in the Office for a period of one (1) month.

36. DEATH OF A CANDIDATE

Should any candidate die after the Returning Officer has posted to all Ordinary Voting Members a ballot paper including the name of the

deceased candidate but before the results of the election are announced at the Annual General Meeting:

- 36.1. if the death occurs and the remaining number of candidates are not greater in number than the number of members of the Board to be elected, the candidates shall forthwith be declared to be elected; or
- 36.2. if the remaining number of candidates are greater than the number required the election will proceed as follows:
 - 36.2.1. if the deceased candidate was successful in being elected these votes are put aside and the candidate with the next highest votes is elected in the place of the deceased candidate; or
 - 36.2.2. if the deceased candidate was unsuccessful his or her votes are put aside and it is deemed that they will take no further part in the tally of votes.

37. VALIDITY OF THE ELECTION

- 37.1. The validity of the election is not affected by any defect in the appointment of any person for the purpose of holding the election.
- 37.2. The validity of the election is not affected by any irregularity of the proceedings preliminary to voting, any failure to comply with any directions as to the holding of the election or the counting of votes or any mistakes if the election was conducted in accordance with the principles of this Constitution and the irregularity, failure or mistake did not affect the result of the election.

38. EXTRAORDINARY ELECTION

In the event that all members of the Board simultaneously resign or notify their intention to resign, and notwithstanding anything to the contrary contained in this Constitution, the Chief Executive Officer shall forthwith call an election of the Board in the following manner:

- 38.1. a notice shall be inserted in a Melbourne metropolitan and Geelong newspaper indicating that an Extraordinary Election is to be held in accordance with this clause;
- 38.2. all nominations for election as members of the Board must be received within seven (7) days of the notice being so inserted;
- 38.3. the Chief Executive Officer shall appoint a Returning Officer to conduct the election; and

- 38.4. all other provisions in this Constitution in relation to the election of members of the Board shall apply, except that:
- 38.4.1. the ballot material must be returned by post or electronically by an Ordinary Voting Member within fourteen (14) days from the date the ballot material was posted to the Ordinary Voting Member;
 - 38.4.2. the results of the election shall be announced by the Returning Officer and shall be displayed upon the notice board in the Office for a period of one (1) month; and
 - 38.4.3. unless the timing of such an election coincides with the next Annual General Meeting, the term of office of the Elected Members shall be deemed extended to that period being three (3) years commencing as from the next ensuing Annual General Meeting.

Notwithstanding the resignations, the members of the Board shall remain in office pending the election until the announcement of the results of the election by the Returning Officer.

BOARD

39. STRUCTURE

- 39.1. Subject to the provisions of this Constitution the management of the Club will vest in a Board of eight (8) members, none of whom shall be a Player, and will comprise of: seven (7) members who will be elected for a term of three (3) years according to the provisions of this Constitution and who shall be designated as Elected Members and who shall be eligible for re-election; and, one (1) member who shall be the Chief Executive Officer who shall be appointed by the Elected Members and who shall be a member of the Board for the period of their appointment as Chief Executive Officer or as otherwise provided in this Constitution.
- 39.2. The Elected Members may at their discretion appoint a maximum of two (2) additional Ordinary Voting Members to the Board for a term not exceeding the term of office of the Board who shall be designated as Appointed Members.

40. APPOINTMENT OF PRESIDENT AND VICE-PRESIDENT

- 40.1. The Board shall appoint a President and Vice President at its first meeting after the Annual General Meeting in each year. The President and Vice President shall hold office from year to year and shall be eligible to serve in the same capacity in any successive or non-successive years.
- 40.2. No Chief Executive Officer, Appointed Member or person appointed to fill a casual vacancy on the Board shall be eligible to hold office as President or Vice President nor to vote in the election for those positions nor to vote in the appointment of a casual vacancy.

41. CASUAL VACANCY

- 41.1. In the event of a death or retirement of the President or Vice President such position must be filled by another Elected Member of the Board and the person so elected shall be subject to retirement at the same time as the person in whose place he or she has been elected.
- 41.2. The ensuing casual vacancy in the Board shall be filled according to clause 41.3.
- 41.3. Any Elected Member casual vacancy shall forthwith be filled by appointment by the remaining Elected Members of the Board and any member so appointed shall be designated a Casual Appointee provided that the Casual Appointee shall hold office only for the remainder of the term to be completed by the member of the Board whose position has been filled. The Elected Members of the Board whilst a casual vacancy exists may act in all things notwithstanding any vacancies.

42. ELIGIBILITY

- 42.1 Except as provided in Clause 42.2, any person who holds a position with or is employed by the Club whereby that person derives the majority of his or her annual income from such position or employment will be ineligible to be appointed as an Appointed Member of the Board and if any person takes up that position or employment subsequent to becoming an Appointed Member of the Board he or she will be deemed to have resigned as a member of the Board and a casual vacancy will occur. The Board is empowered to determine whether or not any such position is held or employment taken. The decision of the Board will be final.

42.2 The Chief Executive Officer will be a member of the Board and if any Appointed Member of the Board takes up the position of Chief Executive Officer they will be deemed to have resigned as an Appointed Member and a casual vacancy will occur

43. The election or appointment of any member of the Board is subject to and conditional upon the authorisation and consent of the Director of Liquor Licensing and the Victorian Commission for Gambling Regulation or any person supervising or regulating liquor licensing and gaming in Victoria as required by applicable legislation.

44. DISQUALIFICATION OF BOARD MEMBERS

The office of a member of the Board shall ipso facto be vacated:

- 44.1. if he or she becomes bankrupt; or
- 44.2. if he or she becomes mentally incapacitated; or
- 44.3. if he or she be convicted of any indictable offence or other offence which in the opinion of the other members of the Board means he or she is not a suitable person to be a member of the Board; or
- 44.4. if he or she commits any act in breach of any of this Constitution or the by-laws of the Club rendering his or her membership liable to forfeiture or suspension and the Board resolve that his or her office be vacated; or
- 44.5. if his or her name does not appear on the Register by the 15th day of June in the relevant year or
- 44.6. in addition to the above, in relation to the Chief Executive Officer, the period of appointment of the Chief Executive Officer has expired or if the Board resolves that his or her appointment is removed; or
- 44.7. If he or she ceases to be an Ordinary Voting Member.

44A. AFL LICENCE AGREEMENT

- 44A.1. The AFL Licence Agreement provides that any alteration or amendment to this Constitution must have the prior written consent of the AFL, which shall not be unreasonably withheld.
- 44A.2. Accordingly, the Secretary must, within thirty (30) days of an amendment of this Constitution, forward to the AFL a certified copy of the amendment for the AFL's approval, which approval

will not be unreasonably withheld. Any amendment will not take effect until this approval is received from the AFL.

44B. AFL ADMINISTRATOR

44B.1. An administrator appointed by the AFL pursuant to the terms of the AFL Licence Agreement shall be entitled to dismiss the members of the Board and to have full conduct and control of the Club during the terms of such appointment and may arrange for the election of new Directors of the Club prior to retiring as administrator.

44C. AFL ADMINISTRATOR

44C.1 Subject at all times to the Club being the holder of an AFL Licence Agreement issued by the AFL and notwithstanding the provisions of any other clauses in this Constitution, this Constitution shall be read subject to the terms and conditions (if any) contained in the AFL Licence Agreement from time to time to the extent of any inconsistency but only to the extent permitted by law.

BOARD MEETINGS AND PROCEDURES

45. MEETINGS OF THE BOARD

The Board shall meet as often as may be deemed necessary and for the purpose of such meetings, a number greater than fifty (50) per cent of the number of members of the Board shall constitute a quorum. In the event of that number not being present thirty (30) minutes after the time appointed for any meeting the meeting shall lapse and business contained in the Agenda shall take precedence over all other business at the next meeting of the Board. All members of the Board, shall be entitled to vote at all meetings of the Board. In the case of an equality of votes the Chairman shall have a deliberative and casting vote.

46. Upon a requisition in writing signed by two (2) members of the Board setting forth the objects for which they desire the meeting to be called, the Chief Executive Officer shall convene a Special Meeting of the Board to be held not later than seven (7) days from the date of receipt by him or her of such requisition. Notice of such meeting shall be given to members of the Board by written notice, facsimile, electronic mail or such other means as the Board shall have agreed is appropriate for communication of notices of meeting. The notice shall state the business to be dealt with at such

meeting.

47. All acts done by any meeting of the Board or by any person acting as a member of the Board shall, except insofar as this Constitution is affected by provisions of the Act, notwithstanding that it be afterwards discovered that there was some defect in the appointments of any such persons acting as aforesaid, be as valid as if every such person has been duly appointed.

48. All normal minute book recordings, resolutions and proceedings of all meetings of the Club or of the Board, all other books required to be kept by law, and correct accounts and books showing the financial affairs of the Club and the particulars usually shown in the books of the account, shall be kept at the direction of the Board.

49. CHIEF EXECUTIVE OFFICER

49.1 The Chief Executive Officer of the Club shall be appointed by the Board for such period as the Board may determine at such remuneration as the Board may determine. The Chief Executive Officer shall at all times carry out such directions as are lawfully given at the meetings of the Club and its Board and shall keep all necessary and proper records of such meetings of the Club and the Board and of all such matters as relate to the management of the Club. Subject to the provisions of this Constitution, the Chief Executive Officer shall be a member of the Board and shall be entitled to vote at meetings of the Board and the Chief Executive Officer shall be present at all meetings of the Board as required by the Board of the Club. The Chief Executive Officer must be an Ordinary Voting Member of the Club.

49.2 If any Elected Member of the Board takes up the position of Chief Executive Officer he or she will be deemed to have resigned as an Elected Member of the Board and a casual vacancy shall occur. If the Chief Executive Officer of the Club becomes an Elected Member of the Board he or she shall be ineligible to continue to be Chief Executive Officer or be appointed the Chief Executive Officer.

GENERAL PROVISIONS

50. SPECIAL POWERS

Without prejudice to clause 49 and powers conferred by this Constitution, it is hereby expressly declared that the Board shall have and may exercise

for and on behalf of the Club all of the powers vested in the Club by this Constitution and all of the powers vested in or conferred upon the Directors or the Board of Directors of a company by the Act and in addition and without affecting same shall have the following powers that it to say:

- 50.1. to purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it thinks fit;
- 50.2. to secure the fulfilment of any contracts or engagements entered into by the Club by mortgage or charge of all or any of the property of the Club or in such other manners as it may think fit;
- 50.3. to sell, exchange, lease, mortgage, dispose of turn to account or otherwise deal with all or any part of the property or rights of the Club;
- 50.4. to appoint and at its discretion, remove or suspend all officers and servants of all descriptions to or from permanent, temporary or special appointments or services as it may from time to time think fit and to determine their powers and duties and fix their salaries and emoluments;
- 50.5. to institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its Board or otherwise concerning the affairs of the Club and also to compound and allow time for payment or satisfaction of any debts due and of any claims or any demands by or against the Club;
- 50.6. to make and give receipts, releases and other discharges for money payable to the Club and for the claims and demands of the Club;
- 50.7. to determine who shall be entitled to sign on the Club's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents;
- 50.8. to invest and deal with any moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as they may think fit and from time to time vary or realise such investments;
- 50.9. to do all such acts, matters and things necessary to implement its said powers;
- 50.10. to appoint a Member or Members of the Club to act as trustee or trustees of such property of the Club as cannot be conveniently vested in the Club itself;
- 50.11. jointly with any donor or with the approbation or sanction of such donor to appoint a Member or Members of the Club to act as trustee or trustees of any donation, gift or other property

(conditional or unconditional) which may be made to the Club for the purposes of any specific object, purpose or benefit of or for the Club or in aid of its general objects;

- 50.12. to define the trusts and powers to be vested in the trustee or trustees of any donation, gift or other property of the Club;
- 50.13. to remove or discharge any trustee or trustees and supply any vacancy in the office and decide on the mode of investing or dealing with the moneys and investments of the Club; and
- 50.14. the Board shall have the sole charge of all affairs of the Club and shall have the power to do all such things as may appear to the Board to be necessary for the efficient management of the Club and the administration of its affairs.

51. SUB-COMMITTEES

The Board may appoint any Sub-Committee to deal with any special subject, department or matter of administration of the Club upon such conditions as the Board thinks fit and may delegate any of its power to any such Sub-Committee. The Board may co-opt such persons, whether or not they are Members, to be members of any Sub-Committee as the Board considers appropriate.

- 52. The income and property of the Club however derived, shall not be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise to the Members of the Club. Provided always that nothing herein contained shall prevent the payments to Players or the payment of remuneration to any Officers or servants of the Club, or to any person not being a Member in return for services actually rendered to the Club.

53. AFL DIRECTORS

The Board shall annually appoint from its members such number of Directors as are permitted by the rules of the AFL to represent the Club at the AFL. Such Director or Directors shall keep the Board advised of all AFL business.

54. CAPTAIN AND VICE CAPTAIN

Prior to the commencement of each season the Board shall appoint one (1) or more Captains and or Vice Captains as the Board may determine. Any such appointment may be terminated at any time should a majority of the Board so determine.

55. **COACH AND TRAINING STAFF**

The Board shall as soon as practicable after the close of each season appoint a Coach or Coaches for the next succeeding season. The Board shall also appoint such training and other staff as it may deem necessary to appoint in relation to each football season. All such appointments shall be made from year to year unless the Board specifically makes an appointment for some specified longer period.

56. **BY-LAWS**

In addition to powers given elsewhere to the Board to make by-laws, the Board shall also have power from time to time to make, alter, amend and repeal any or all such by-laws as it may deem necessary for the proper conduct and management of the Club and the regulation of its affairs and in particular but not exclusively, it may by such by-laws regulate:

- 56.1. the times of opening and closing of any rooms or buildings or grounds belonging to the Club or any part thereof;
- 56.2. the terms as to payments or otherwise, of admission to Members to participate in the benefit of any of the privileges of the Club and the use by or supply to the Members of any of the property of the Club;
- 56.3. the payment of all moneys (other than subscriptions and entrance fees) payable by Members, including the charging and payments of interest on overdue accounts;
- 56.4. the setting apart of any part or parts of the Club premises for particular purposes and the regulation of all games on the Club's premises;
- 56.5. the conduct of Members in relation to one another and to the servants of the Club;
- 56.6. the duties and functions not defined by this Constitution of any office of the Club;
- 56.7. the procedure at or order of business of Annual General Meetings and Special General Meetings of the Club and the meetings of the Board and any Sub-Committee not elsewhere prescribed in this Constitution;
- 56.8. generally all such matters as are commonly the subject matter of rules;

PROVIDED that no by-laws shall be inconsistent with or shall affect or repeal anything contained in this Constitution and that any by-laws may be set aside by a Special Resolution of any Annual General Meeting or Special General Meeting.

57. The Board shall adopt such means as it shall deem sufficient to bring to the notice of Members all such by-laws, amendments and repeals of same including posting of a copy thereof upon the notice board in the Office, and all such by-laws so long as they shall be in force shall be binding upon all Members.

58. DISCIPLINARY POWERS

- 58.1. It shall be the duty of all Members to observe and comply with this Constitution for the time being and all by-laws made by the Board thereunder.
- 58.2. No Member shall remove any of the property of the Club from the Club premises without the consent of the Board or in any way damage or injure any of the Club's property.
- 58.3. The damage sustained by the Club through any infringement of this clause may be assessed by the Board and notice of such assessment shall be given to the Member or Members concerned. Every such assessment shall be final and binding upon such Member or Members and the amount thereof shall forthwith be paid to the Club, failing which it shall be recovered by action at law.

59. If in the opinion of the Chief Executive Officer, a Member shall have wilfully infringed this Constitution or any of the by-laws made hereunder or refused or neglected to comply with this Constitution or shall have been guilty of conduct unbecoming a Member or dishonourable conduct, or conduct prejudicial to the interests of the Club, then the Chief Executive Officer is empowered to request such Member to desist from the infringement or conduct complained of or he or she may if in his or her opinion it is appropriate, request such Member to leave the Club premises forthwith.

The Chief Executive Officer shall thereupon make a written report of the infringement or conduct and of the action taken to the President or failing him or her to a Vice President who may then direct the Chief Executive Officer to inform the Member in writing that his or her membership has been suspended pending a full inquiry by the Board into the infringement or the conduct complained of.

Such written notice to the Member shall confirm his or her suspension and shall set out in substance the infringement or complaint and the report thereon made to the Board by the Chief Executive Officer. The Member may make an explanation in writing or he or she may upon notice to the Chief Executive Officer appear personally before the Board for the purpose of making an explanation.

60. If in the opinion of the Board the Member shall have been guilty of wilful infringement of this Constitution or any by-law made hereunder, or conduct unbecoming a Member or dishonourable conduct or conduct prejudicial to

the good order and discipline of the Club, the Board is hereby empowered to discipline such Member in the manner following:

- 60.1. by cautioning such Member;
- 60.2. by reprimanding such Member;
- 60.3. by fining such Member a sum considered by the Board to be appropriate in respect of each infringement or act of misconduct or conduct prejudicial;
- 60.4. by suspending such Member from the privileges of the Club for a period not exceeding six (6) months;
- 60.5. by requesting such Member to tender his or her resignation; or
- 60.6. in the event of such member failing to tender his or her resignation within seven (7) days of being so requested by the Board, by expelling such Member.

61. Notwithstanding anything hereinbefore contained, any Member who is disciplined by the Board pursuant to this Constitution may appeal against the decision of the Board to a Special General Meeting of the Members. Such Member shall deliver written notice of appeal to the President or the Chief Executive Officer of the Club within twenty eight (28) days of the decision of the Board being communicated to him or her, and upon receipt of such notice, the Board shall thereupon convene a Special General Meeting of Members giving no less than one (1) calendar month's Notice nor more than two (2) calendar month's Notice for the purpose of considering such appeal.

62. No Member who has been expelled from the Club shall be permitted to enter the Club premises, and any Member knowingly introducing such a person may be fined, suspended or expelled from the Club by the Board.

63. COMMON SEAL

The Board shall provide for the safe custody of the Common Seal and it shall never be used except by the authority of the Board and in the presence of two (2) members of the Board at least who shall sign every instrument to which the Seal is affixed and every such instrument shall be counter-signed by the Chief Executive Officer or some other person appointed for that purpose by the Board.

64. INDEMNITY

- 64.1. No member of the Board or other office bearer of the Club shall be liable for the acts, receipts, neglects or defaults of any other member of the Board or other office bearer or for joining in any receipt or other act for conformity or for any loss or expense

happening to the Club through the insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested or for the loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effects shall be deposited or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless same shall happen through his or her own dishonesty, negligence, default breach of duty or breach of trust.

- 64.2. Save as provided by the Act, each member of the Board or any Sub-Committee shall be indemnified by the Club against all claims whatsoever and howsoever arising against him or her in the exercise of his or her office or the performance of his or her duties.

65. AUDITOR

Once in every year the accounts of the Club shall be examined by an Auditor or Auditors who shall be appointed in accordance with the Act. Such Auditor shall not be disqualified from holding such office by reason of him or her being a Member of the Club.

66. LICENSING PROVISIONS

No liquor shall be sold, disposed or supplied in the Club otherwise than in conformity with the Liquor Control Reform Act. The sale, disposal and supply of liquor in the Club shall be under the control of the Board which shall have the power and duty to take such action as may be necessary to enforce and ensure compliance by the Members and by all other persons coming upon the Club premises within this Constitution and by-laws of the Club and the provisions of the Liquor Control Reform Act.

67. No persons under eighteen (18) years of age except persons who are being trained as waiters and who are not allowed to serve behind the bar shall be employed in those parts of the Club premises where liquor is being supplied or consumed.
68. No liquor shall be supplied to any persons under the age of eighteen (18) years.

69. PROHIBITION OF UNLAWFUL GAMES AND GAMBLING

- 69.1. Upon the Club being granted a Venue Operators Licence under the Gambling Regulation Act 2003 and/or any associated legislation or any statutory modification or re-enactment thereof,

the Members agree to be bound by the provisions of the said Act and Regulations made thereunder and the Club shall only permit gaming on the Club premises in accordance with the terms of such permit or licence.

- 69.2. Except as may be permitted by any licence referred to in clause 69.1, no person, whether a Member or otherwise, shall be permitted to pay or participate in any gaming, games of hazard, betting of any description or making a betting book on the Club premises unless such activity is not in contravention of any Act of Parliament or Regulation thereunder and is first approved by the Board.
- 70.** No amount shall be paid to an Officer or servant of the Club by way of commission or allowance from receipts of the Club for the sale and disposal of liquor.
- 71.** A visitor to the Club must not be supplied with liquor in the Club premises unless the visitor is:
- 71.1. a guest in the company of a Member;
 - 71.2. an Authorised Gaming Visitor admitted in accordance with the rules of the Club; or
 - 71.3. present at an occasion or function in the Club premises in respect of which a Limited Licence pursuant to section 14 of the Liquor Control Act has issued authorising the sale and disposal of liquor to that visitor.
- 72.** The Club shall keep a record of each guest and visitor to the Club including his or her name, address, date of visit and, except in the case of an Authorised Gaming Visitor, the name of the Member introducing the guest or visitor.
- 73.** An Authorised Gaming Visitor must:
- 73.1. produce evidence of his or her residential address before being admitted to the licensed premises;
 - 73.2. carry identification at all times whilst on the licensed premises; and
 - 73.3. comply with any relevant rules of the Club whilst on the licensed premises.
- 74.** No Member under the age of eighteen (18) years shall be entitled to be on any Club premises that are licensed under the Liquor Control Reform Act unless in accordance with the provisions of the Liquor Control Reform Act.

75. GUESTS

- 75.1. Members may bring guests to the Club's licensed premises. If required by law the names of all guests and the names of the Members introducing them shall be recorded in a book kept for that purpose and the Member shall be responsible for the guest's conduct and any damage that the guest may cause whilst in the Club. Such guests may only remain in the Club during the pleasure and in the presence of the Member introducing them to the Club.
- 75.2. Members introducing guests are held responsible for their good conduct and also for any debts contracted by them to the Club.