

NOTICE OF SPECIAL RESOLUTION

Notice is given of the four (4) Special Resolutions to amend the Geelong Football Club Limited Constitution ("Constitution") to be heard on and take effect from 19 December 2018.

When: 19 December 2018

Time: 7:00 pm

Venue: President's Room, GMHBA Stadium, Kardinia Park, Geelong

The Members entitled to vote will consider and, if thought appropriate, pass each of the following resolutions. Each resolution is to be considered and passed individually.

1. **Special Resolution One** - *Administrative amendments to reflect modern practices, language and applicable Acts and Regulations*
2. **Special Resolution Two** - *Amendments to the pricing for social club junior and concession members;*
3. **Special Resolution Three** - *Amendments to the disciplinary process in clause 14.16; and*
4. **Special Resolution Four** - *Amendments to the member appeal process in clause 14.17.*

Amendments contained in each special resolution are documented on the following pages and a copy of the revised Constitution can be viewed on the Club's website – www.geelongcats.com.au. If you would like a hard copy of the documents, please contact Simon Kelleher, CFO, by email at companysecretary@geelongcats.com.au.

If you are unable to attend the AGM to vote at the meeting, electronic voting and or nomination of a proxy close at 7.00pm on Sunday, 16 December 2018.

Special Resolution One - Administrative amendments to reflect modern practices, language and applicable Acts and Regulations

1. That the proposed amendments to the Constitution set out below be approved and adopted:
 - (a) a cover page is created;
 - (b) the Table of Contents in Part Two of the Constitution is updated to refer to Part One of the Constitution and to incorporate all amendments to numbering, headings, sub-headings and page numbers necessitated by the amendments referred to in this Notice;
 - (c) the Table of Contents is moved to the second page of the Constitution;
 - (d) delete all references to "Liquor Control Reform Act" in the Constitution and replace with "*Liquor Control Reform Act 1998 (Vic)*";
 - (e) delete all references to "Gambling Regulation Act 2003" in the Constitution and replace with "*Gambling Regulation Act 2003 (Vic)*"; and
 - (f) delete all references to "Chairman" in the Constitution and replace with "Chair";

Part One of the Constitution

- (g) insert the words "trading as **"GEELONG CATS"**" after the words "**GEELONG FOOTBALL CLUB**" in paragraph (a)(i) in clause 2;
- (h) insert the words "and the Australian Football League Women's ("AFLW") competition" after the word "Competition" at the end of paragraph (a)(i) in clause 2;
- (i) delete the words "a licence" at the beginning of paragraph (c) in clause 2 and replace with "licences";
- (j) delete "." and insert the following at the end of paragraph (d) in clause 2:
"; and
(e) to make a difference in the community.";
- (k) delete the word "objects" in paragraph (c) in clause 3 and replace with "objectives";
- (l) delete paragraphs (d) and (e) in clause 3 and replace with the following:
"(d) purchase or lease personal property, land or premises;
(e) construct on, alter, add to or maintain land or premises;
(f) sell, transfer, let, sub-let, mortgage, charge, pledge, dispose of, grant an interest in or otherwise deal with any personal property, land or premises;
(g) purchase, acquire, provide, make, lease, establish or maintain member facilities on such terms as deemed necessary or appropriate by the Board from time to time;"
- (m) delete the words "to renew or extend" in the last line of paragraph (f) in clause 3 and replace with "renewing or extending";
- (n) delete the word "secretaries" in paragraph (g) in clause 3 and replace with "administrators";
- (o) in paragraph (h) in clause 3:
 - (i) insert the word "superannuation," before the word "bonuses";
 - (ii) insert the words "leave entitlements, and" before the word "gratuities";
 - (iii) insert the words "and grant any other employment benefit determined by the Club" after the word "pensions"; and
 - (iv) delete the words "and pensions";
- (p) delete the text of paragraph (j) in clause 3 and replace with the following:
"establish, promote or assist in establishing or promoting or to subscribe to or become a member of or amalgamate with:
 - (i) any club, association or league with objects similar either in whole or in part to those of the Club; or
 - (ii) any club, association or league which may be beneficial to the Club,
provided that:
 - (iii) this may only be done in the interests of furthering the Club's objectives (or some thereof);
 - (iv) the Club will be responsible for the bona fide paying of any subscription fee or sum payable; and

- (v) any amalgamation may only be made with a club, association or league that restricts the distribution of income and property to the same extent as, or greater extent than, the Club pursuant to the Constitution;”;
- (q) delete paragraph (k) in clause 3;
- (r) delete paragraph (l) in clause 3;
- (s) delete the words “(which is not immediately required)” in paragraph (n) in clause 3;
- (t) the numbering of paragraphs (f), (g), (h), (i) and (j) in clause 3 is deleted and replaced with (h), (i), (j), (k) and (l) respectively;
- (u) delete the text of clause 6 and replace with the following:
 “Each Member agrees that if the Club is wound up whilst they are a Member or within one (1) year after their membership ceases, the Member is liable to contribute up to two (2) dollars to the assets of the Club for:
 - (a) the discharge of the Club’s debts and liabilities under any contracts entered into by the Club before the Member’s membership ceased;
 - (b) the costs, charges and expenses of winding up the Club; and
 - (c) the adjustment of the rights of the contributories amongst themselves.
 The Member must pay the amount for which they are liable pursuant to this clause 6 in the manner determined by the Board or a liquidator of the Club (as the case may be).”;

Part Two of the Constitution

- (v) insert the word “Support” after the word “Club” and before the word “Members” in paragraph (d) in clause 1;
- (w) insert a new paragraph (e) in clause 1:
 “(e) AFLW means the Women’s league of the Australian Football League or its successors;”.
- (x) delete the reference “14.3(c)” in paragraph (i) in clause 1 and replace with “14.3(b)”;
- (y) insert the words “trading as the Geelong Cats” after the word “Limited” in paragraph (m) in clause 1;
- (z) insert the following words after the words “clause 5” in paragraph (u) in clause 1:
 “, and for the avoidance of doubt, includes any person who has renewed (where applicable) their membership in the manner prescribed by this Constitution”;
- (aa) insert the words “, unless otherwise specified, a” after the word “means” in paragraph (ii) in clause 1;
- (bb) the numbering of paragraphs (d), (e), (f), (g), (h), (i), (j), (k), (l), (m), (n), (o), (p), (q), (s), (t), (u), (v), (w), (x), (y), (z), (aa), (bb), (cc), (ee), (ff), (gg), (hh) and (ii) in clause 1 is deleted and replaced with (e), (f), (g), (h), (i), (j), (k), (l), (m), (n), (o), (p), (q), (s), (t), (u), (v), (x), (y), (z), (aa), (bb), (cc), (dd), (ee), (ff), (gg), (hh), (ii) and (jj) respectively;
- (cc) insert a new paragraph (w) in clause 1 as follows:
 “Member Electronic Register means the electronic register of Members of the Club to be kept pursuant to clause 8;”;
- (dd) delete paragraph (dd) in clause 1;
- (ee) delete paragraph (ix) in clause 2;
- (ff) delete the words “or reprint of it or any statute, proclamation, rule, regulation or ordinance replacing it” in paragraph (xi) in clause 2 and replace with “, reprint or replacement”;
- (gg) the numbering of paragraphs (x), (xi), (xii), (xiii), (xiv), and (xv) in clause 2 is deleted and replaced with (ix), (x), (xi), (xii), (xiii), and (xiv) respectively;
- (hh) in paragraph (a) of clause 4:
 - (i) insert the words “and 4(c)” after the word “4(b)” in the first line; and
 - (ii) delete the words “or finals” in the first line of subparagraph (iii);
- (ii) insert new paragraphs (c) and (d) in clause 4 as follows:
 “(c) The Club may from time to time authorise the use of a playing guernsey that does not satisfy the requirements of clause 4(a)(iii) for special rounds and/or special events, including, without limitation, the Indigenous Round and the ANZAC Round, subject to any direction or requirement of the AFL.

- (d) The playing guernsey for finals games shall comply with the requirements of clause 4(a)(iii), subject to any direction or requirement of the AFL.”;
- (jj) delete the text of paragraph (a)(vi) in clause 5.1 and replace with “AFL Club Support Members.”;
- (kk) delete paragraph (c) from clause 5.1;
- (ll) delete the words “attend or” from paragraph (c) in clause 5.2;
- (mm) delete the words “or attend Club meetings” from paragraph (e) in clause 5.2;
- (nn) in paragraph (c) in clause 5.3:
 - (i) delete the words “he or she” in the first line and replace with “the person”;
 - (ii) delete the words “If no date is specified the date is to be the 31 July or such other date as the AFL determines.” from subparagraph (iii);
- (oo) insert the words “, or (where the context requires) a Member holding any other Category of Membership,” after the word “Member” in paragraph (f) in clause 5.3;
- (pp) insert the words “Membership Electronic” before the word “Register” in paragraph (c) in clause 5.4;
- (qq) insert the word “**ADULT**” before the word “**MEMBER**” in the heading of clause 5.5;
- (rr) insert the word “Adult” before the word “Member” in the first line of paragraph (a) in clause 5.5;
- (ss) delete the words “aged over eleven (11) years, but” and “or be a child of a Social Club Honorary Life Member, Social Club Life Member, Social Club Member or Social Club Concession Member” from paragraph (a)(i) in clause 5.7;
- (tt) in paragraph (b) in clause 5.7:
 - (i) delete subparagraph (i);
 - (ii) delete the words “have any” in subparagraph (ii) and replace with “be entitled to”;
 - (iii) insert the words “, except to the extent permitted under the applicable legislation” after the word “Club” in subparagraph (iv); and
 - (iv) the numbering of subparagraphs (ii), (iii) and (iv) is deleted and replaced with (i), (ii) and (iii) respectively;
- (uu) insert the word “Adult” after the word “Club” and before the word “Member” in paragraph (c) of clause 5.7;
- (vv) insert the word “Adult” after the word “Club” and before the word “Members” in paragraph (a) of clause 5.11;
- (ww) in paragraph (a) in clause 5.12:
 - (i) delete the words “(other than a Social Club Junior Member)” and “over the age of eighteen (18) years”; and
 - (ii) insert the words “, and subject to the applicable legislation” after the word “determine” in the last line;
- (xx) delete paragraph (b) from clause 5.12;
- (yy) in paragraph (f) in clause 5.12:
 - (i) delete the words “1998”; and
 - (ii) insert the words “1998 (Vic)” after the word “Act”;
- (zz) the numbering of paragraphs (c), (d), (e) and (f) in clause 5.12 is deleted and replaced with (b), (c), (d) and (e) respectively;
- (aaa) delete the words “on or before the date specified by the AFL as the closing date, or if no date is specified that date is to be 15 June in the relevant year” from paragraph (c) in clause 7 and replace with the following:

“on the date(s) and in the manner prescribed by the Board from time to time, subject to the directions or requirements of the AFL”;
- (bbb) insert the word “Adult” after the word “Club” and before the word “Members” in paragraph (d) in clause 7;
- (ccc) delete the words “his or her” from paragraph (e) in clause 7 and replace with “their”;
- (ddd) delete the words “for the following year shall be due on 1 November of the preceding year and paid before 31 December in such year” from paragraph (f) in clause 7 and replace with the following:

“must be paid on the date(s) and in the manner prescribed by the Board from time to time, subject to the directions or requirements of the AFL”;

- (eee) in paragraph (a) in clause 8:
 - (i) insert the words “or any person nominated by the Chief Executive Officer” after the word “Officer” in the third line; and
 - (ii) insert the words “Membership Electronic” before the word “Register” in the last line;
- (fff) delete the sentence starting with “The Register” and ending with “contain:” from paragraph (b) in clause 8 and replace with the following:

“To the extent required by law, the Club must keep, on the Club premises, a register in a form or manner approved by the relevant regulatory authority under the *Liquor Control Reform Act 1998* (Vic) that sets out.”;
- (ggg) the numbering of paragraphs (c) and (d) in clause 8 is deleted and replaced with (d) and (e) respectively;
- (hhh) insert a new paragraph (c) in clause 8 as follows:

“The register referred to in clause 8(b) must be kept open for inspection at any time by a person authorised under the *Liquor Control Reform Act 1998* (Vic).”;
- (iii) insert the words “Membership Electronic” before the word “Register” in the second line of paragraph (b) in clause 9.1;
- (jjj) in clause 9.5:
 - (i) insert the word “**TO**” before, and the word “**A**” after, the word “**ATTEND**” in the heading;
 - (ii) delete paragraph (b);
 - (iii) delete the numbering of paragraphs (c) and (d) and replace with (b) and (c) respectively; and
 - (iv) insert a new paragraph at the end of the clause as follows:

“Except as required by the Act, the Club may in its sole discretion (but is under no obligation to) give notice of a meeting to any other person.”;
- (kkk) delete the words “Board’s Report, Balance Sheet and Statements of Receipts and Expenditure” from paragraph (a)(i) in clause 10.1, and replace with “Director Report, Consolidated Statement of Financial Position and Consolidated Statement of Comprehensive Income”;
- (lll) insert the words “via post” after the word “Club” in the fourth line, and after the word “Report” in the sixth line, of paragraph (c) in clause 10.1;
- (mmm) in paragraph (a) in clause 10.4:
 - (i) delete the words “one hundred” in the second line and replace with “5% of the”; and
 - (ii) insert a new sentence at the end of the paragraph as follows:

“The percentage of Ordinary Voting Members is to be determined as at midnight before the requisition is delivered.”;
- (nnn) delete the words “book of proceedings of the Company” from clause 10.13 and replace with “corporate minutes of the Club”;
- (ooo) insert the word “Support” after the word “Club” in the first line of paragraph (c) in clause 11.1;
- (ppp) insert the words “or 11.1(c)” after the word “11.1(a)” in paragraph (a) in clause 11.2;
- (qqq) delete the numbering “(a)” in paragraph (a) in clause 11.2;
- (rrr) delete paragraph (b) in clause 11.2;
- (sss) delete all references to “he or she” in paragraph (a) in clause 12.3 and replace with “the person”;
- (ttt) in paragraph (a) in clause 12.4:
 - (i) delete the word “this” in the first line; and
 - (ii) delete the reference “12.4” and replace with “12.4(d)”;
- (uuu) insert the word “director” before the word “positions” in clause 13.1;
- (vvv) insert the words “, being the area designated by the Club from time to time for the posting of notices,” after the word “board” in the second line of paragraph (d) in clause 13.2;

- (www) insert the words “, being the area designated by the Club from time to time for the posting of notices,” after the word “board” in the second line of paragraph (c) in clause 13.6;
- (xxx) delete the words “he or she” in the last line of paragraph (a) in clause 14.3 and replace with “the Elected Member”;
- (yyy) delete paragraph (b) in clause 14.3;
- (zzz) insert the words “in the Board resulting from clause 14.3(a)” after the word “vacancy” in the first line of paragraph (c) in clause 14.3;
- (aaaa) delete the numbering of paragraphs (c) and (d) in clause 14.3 and replace with (b) and (c) respectively;
- (bbbb) in paragraph (a) in clause 14.4:
 - (i) delete the words “his or her” in the third line and replace with “their”; and
 - (ii) delete the words “he or she” in the sixth line and replace with “they”;
- (cccc) in clause 14.5:
 - (i) delete the words “he or she” in paragraph (a) and replace with “the member”;
 - (ii) delete the words “he or she” in paragraph (b) and replace with “the member”;
 - (iii) delete the words “he or she be” in the first line of paragraph (c) and replace with “the member is”;
 - (iv) delete the words “he or she” in the second line of paragraph (c) and replace with “the member”;
 - (v) delete the words “he or she” in the first line of paragraph (d) and replace with “the member”;
 - (vi) delete all references to “his or her” in paragraph (d) and replace with “the member’s”;
 - (vii) delete paragraph (e);
 - (viii) delete the words “his or her” in the third line of paragraph (f) and replace with “the Chief Executive Officer’s”;
 - (ix) delete the words “If he or she” in paragraph (g) and replace with “if the member”; and
 - (x) delete the numbering of paragraphs (f) and (g) and replace with (e) and (f) respectively;
- (dddd) delete the words “him or her” in the last line of paragraph (a) in clause 14.8 and replace with “the Chief Executive Officer”;
- (eeee) in the first line of paragraph (b) in clause 14.9, insert the word “meeting” before the word “minute” and delete the word “book”;
- (ffff) delete all references to “he or she” in paragraph (c) in clause 14.10 and replace with “they”;
- (gggg) delete the word “emoluments” in paragraph (a)(iv) in clause 14.11 and replace with “entitlements”;
- (hhhh) insert the words “for any AFL and AFLW teams” after the word “determine” at the end of paragraph (a) in clause 14.13;
- (iiii) insert the words “for any AFL and AFLW teams” after the word “season” at the end of paragraph (a) in clause 14.14;
- (jjjj) in paragraph (b) in clause 14.14:
 - (i) delete the words “Board shall also” and replace with “Chief Executive Officer shall”; and
 - (i) insert the words “for any AFL and AFLW teams” after the word “season” at the end of the paragraph;
- (kkkk) delete the word “**ADMINISTRATOR**” in the heading of clause 16.3 and replace with “**LICENCE AGREEMENT**”;
- (llll) delete the words “him or her” in paragraph (b) in clause 17 and replace with “the auditor”;
- (mmmm) delete the words “Act and Regulations” in paragraph (a) in clause 19.1 and replace with “*Gambling Regulation Act 2003* (Vic) and regulations”;
- (nnnn) in paragraph (d) in clause 19.1:
 - (i) delete the word “A” at the start of paragraph (d) and replace with “To the extent required by law, a”;

- (ii) insert the word “been” after the word “has” in the third line of subparagraph (ii);
- (oooo) delete the word “The” at the start of paragraph (e) in clause 19.1 and replace with “To the extent required by law, the”; and
- (pppp) delete the word “if” in the first line of paragraph (b) in clause 19.2 and replace with “to the extent”.

Special Resolution Two - Amendments to the pricing for social club junior and concession members

2. That the proposed amendments to paragraphs (h), (i) and (j) in clause 7 of Part Two of the Constitution (as set out below) be approved and adopted:

- (a) in paragraph (h):
 - (i) insert a new subparagraph (ii) as follows:
 - “(ii) the fee for the relevant membership ticket of the Club; and”;
 - (ii) delete the words “; and” at the end of subparagraph (ii) and replace with “.”; and
 - (iii) delete subparagraph (iii);
- (b) delete the reference “7(h)(ii)” from paragraph (i) and replace with “7(h)(iii)”;
- (c) delete paragraph (j) and replace with the following:
 - “(j) Subject to the grandfather provisions in clause 7(m), Subscription fees for Categories of Social Club Membership for each year shall be:
 - (i) for Social Club Junior Members, the total of –
 - (A) the amount equal to the fee charged for a junior seat in accordance with clause 7(i); and
 - (B) forty (40) per cent of:
 - (1) the Social Club Subscription Fee (referred to in clause 7(h)(i)); and
 - (2) the fee for the relevant membership ticket of the Club (referred to in clause 7(h)(ii));
 - (ii) for Social Club Concession Members, the total of –
 - (A) the amount equal to the fee charged for a concession seat in accordance with clause 7(i); and
 - (B) sixty (60) per cent of:
 - (1) the Social Club Subscription Fee (referred to in clause 7(h)(i)); and
 - (2) the fee for the relevant membership ticket of the Club (referred to in clause 7(h)(ii)).”; and
- (d) insert a new paragraph (m) in clause 7 as follows:
 - “(m) The Subscription fees for Social Club Junior Members and Social Club Concession Members who:
 - (i) held that Category of Membership as at 1 November 2018; and
 - (ii) have continually renewed that Category of Membership since 1 November 2018 with the effect that there has been no break in their membership,
 will be calculated as follows:
 - (iii) for Social Club Junior Members, forty (40) per cent of the amounts determined pursuant to clause 7(h); and
 - (iv) for Social Club Concession Members, sixty (60) per cent of the amounts determined pursuant to clause 7(h).”.

Special Resolution Three - Amendments to the disciplinary process in clause 14.16

3. That the proposed amendments to clause 14.16 of Part Two of the Constitution (as set out below) be approved and adopted:

- (a) delete paragraphs (d), (e), (f) and (g) in clause 14.16 and replace with the following :

- “(d) The Board must appoint a person (other than the Chief Executive Officer) to oversee and ensure compliance by Members with the provisions of this Constitution and any by-laws made by the Board (“**Investigations Officer**”). Such appointment will be for a term determined by the Board, and may be terminated at any time by the Board. If in the opinion of the Investigations Officer, a Member engages in any conduct that:
- (i) infringes this Constitution or any of the by-laws made pursuant to this Constitution;
 - (ii) is inconsistent with the Club’s values and objectives;
 - (iii) is unbecoming of a Member;
 - (iv) brings the Club into disrepute;
 - (v) constitutes dishonourable conduct; or
 - (vi) is prejudicial to the Club,
- (“Offending Conduct”), the Investigations Officer may:
- (vii) demand that the Member immediately desist from engaging in the Offending Conduct;
 - (viii) eject the Member from the Club premises immediately;
 - (ix) issue a written warning to the Member:
 - (A) providing details of the Offending Conduct; and
 - (B) stating that if the Member engages in any other conduct that constitutes Offending Conduct, the Member’s membership will be suspended pursuant to clause 14.16(d); and/or
 - (x) suspend the membership of the Member until such time that the Chief Executive Officer has conducted a full inquiry into the Offending Conduct.
- (e) If any membership is suspended pursuant to clause 14.16(d), the Investigations Officer must give written notice to the Member providing details of the Offending Conduct and setting out the reasons for the suspension (“Suspension Notice”) within seventy-two (72) hours of the membership being suspended. The Suspension Notice must provide the Member with an opportunity to submit a written statement in relation to the Offending Conduct (“Member Statement”) within fourteen (14) days from the date of the Suspension Notice.
- (f) As soon as reasonably practicable after the period for providing the Member Statement has lapsed, the Investigations Officer must report to the Chief Executive Officer the Offending Conduct, and provide to the Chief Executive Officer copies of the Suspension Notice and the Member Statement (if one has been provided).
- (g) If the Chief Executive Officer determines that the Member has engaged in the Offending Conduct, the Chief Executive Officer may:
- (i) caution the Member;
 - (ii) reprimand the Member;
 - (iii) fine the Member a sum considered by the Chief Executive Officer to be appropriate in respect of each act or omission forming part of the Offending Conduct. The purpose of any fine imposed on the Member pursuant to this clause 14.16(g)(iii) is to protect the Club from the Offending Conduct and to advance the Club’s interests;
 - (iv) suspend the Member from the Club and/or the Member’s membership privileges of the Club for a period determined by the Chief Executive Officer; and/or
 - (v) expel the Member.
- The Club must notify the Member of the Chief Executive Officer’s determination and the disciplinary action taken by the Chief Executive Officer pursuant to this clause 14.16(g) within seventy-two (72) hours of the Chief Executive Officer making a determination.”; and
- (b) insert a new paragraph (h) as follows:
- “(h) Persons expelled from membership pursuant to this clause 14.16 will not be eligible to reapply for membership at any time, except with the consent of the Chief Executive Officer.”.

Special Resolution Four - Amendments to the member appeal process in clause 14.17.

4. That the proposed amendment to clause 14.17 of Part Two of the Constitution (as set out below) be approved and adopted:

Delete the text of clause 14.17 and replace with the following:

“14.17 MEMBER APPEAL OF DISCIPLINARY ACTION

- (a) A Member who is disciplined pursuant to clause 14.16(g) may appeal against the decision of the Chief Executive Officer in accordance with this clause 14.17.
- (b) The appealing Member (“Appellant”) must lodge a written notice (“Notice of Appeal”) to the Chief Executive Officer, which may include a written submission by the Appellant, within twenty-eight (28) days of the Appellant being notified of the Chief Executive Officer’s decision pursuant to clause 14.16(g).
- (c) As soon as reasonably practicable after receipt of a Notice of Appeal from the Appellant, the Board will appoint, pursuant to clause 14.12(a), a sub-committee consisting of three (3) Board members to consider and determine the appeal (“Appeals Committee”). The Appellant will not be entitled to appear in person before the Appeals Committee.
- (d) The Club must notify the Appellant of the Appeals Committee’s determination within seventy-two (72) hours of such determination being made. The determination of the Appeals Committee is final, and may not be appealed.