

Constitution of the Hawthorn Football Club Limited

This Constitution was adopted by the Club on 16 December 2013.

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Hawthorn Football Club Limited

ACN 005 068 851

A public company limited by guarantee

CONSTITUTION

1 Preliminary

1.1 Definitions and interpretation

(a) In this constitution:

Act means the *Corporations Act 2001* (Cth) as amended from time to time;

AFL means Australian Football League;

Authorised Gaming Visitor has the meaning given to it in the Liquor Control Reform Act being a person who may visit the Club's Licensed Premises with limited rights to use the gaming machines and other facilities in accordance with rule 15;

Business Day means a day (excluding a Saturday, Sunday or public holiday in Melbourne, Victoria) on which trading banks are open for business in Melbourne, Victoria;

Chief Executive Officer means a person appointed by the directors in accordance with rule 7.1;

Club means Hawthorn Football Club Limited ACN 005 068 851;

Commonwealth means the Commonwealth of Australia and its external territories;

Gambling Regulation Act means the *Gambling Regulation Act 2003* (Vic) as amended from time to time;

Honorary Member means a person who has been accorded the privileges of membership pursuant to rule 3.5 or by a resolution of the directors;

Junior Member means a person under the age of 15 admitted to membership of the Club in accordance with rule 3.3;

Licensed Premises means such premises as are owned or managed by the Club from time to time and are licensed under the Liquor Control Reform Act and/or Gambling Regulation Act;

Life Member means a Member who has been elected to life membership pursuant to rule 3.4;

Liquor Control Reform Act means the *Liquor Control Reform Act 1998* (Vic) as amended from time to time;

Liquor Licence Register means the register kept as required by section 4 of the *Liquor Control Reform Act 1998* (Vic) and referred to in rule 15.3;

Member means a person whose name is entered in the Members Register as a Member of the Club but does not include Authorised Gaming Visitors;

Members Register means the register of Members kept as required by sections 168 and 169 of the Act and referred to in rule 15.2;

Nomination Close Date means the date that is at least 37 Business Days before a general meeting of the Club at which it is proposed that a resolution (or resolutions) will be put to the Members to elect directors or the President in accordance with this constitution, or where the directors have been duly requested by Members under the Act to call a general meeting, at least 32 Business Days before that general meeting;

Nomination Start Date means the date that is no more than 92 Business Days before a general meeting of the Club at which it is proposed that a resolution (or resolutions) will be put to the Members to elect directors or the President in accordance with this constitution;

Office means the registered office for the time being of the Club;

Ordinary Member means a person admitted as a Member for the time being of the Club pursuant to rule 3.2;

President means the person elected by the Members to act as President of the Club from time to time;

Returning Officer means the person appointed to that office in accordance with rule 6.3(f)(1);

seal means any common seal of the Club;

Voting Member means an Ordinary Member or Life Member as described in rule 3.14; and

Venue Operator's Licence means a licence issued under the Gambling Regulation Act.

- (b) A Member is to be taken to be present at a general meeting if the Member is present in person or by proxy or attorney.
- (c) Where a provision of this constitution establishes an office of chairperson, the chairperson may be referred to as chair, chairman or chairwoman, as the case requires.
- (d) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (e) Unless the contrary intention appears, in this constitution:
 - (1) words importing the singular include the plural and vice versa;
 - (2) words importing a gender include every other gender;
 - (3) words used to denote persons generally or importing a natural person include any club, corporation, body corporate, body politic,

partnership, joint venture, association or other body (whether or not the body is incorporated);

- (4) a reference to a person includes that person's successors and legal personal representatives;
 - (5) a reference to a statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, whether passed by the same or another government agency with legal power to do so, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
 - (6) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (f) In this constitution references to actions required to be in writing includes electronic communication.
 - (g) In this constitution headings and boldings are for convenience only and do not affect its interpretation.

1.2 Application of the relevant legislation

- (a) This constitution is to be interpreted subject to the Act. However the rules that apply as replaceable rules (other than those rules which apply as mandatory rules for public companies) under the Act do not apply to the Club.
- (b) In this constitution the provisions and regulations of the Liquor Control Reform Act and the Gambling Regulation Act apply with overriding force and effect save and except as legally modified in this constitution.
- (c) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Act, the Liquor Control Reform Act or the Gambling Regulation Act have the same meaning as in that provision of the Act, or the Liquor Control Reform Act or the Gambling Regulation Act.
- (d) Subject to rule 1.2(c), unless the contrary intention appears, an expression in a rule that is defined for the purposes of the Act has the same meaning as in the Act.

1.3 Exercise of powers

- (a) The Club may, in any manner permitted by the Act:
 - (1) exercise any power;
 - (2) take any action; or
 - (3) engage in any conduct or procedure,

which under the Act a company limited by guarantee may exercise, take or engage in if authorised by its constitution.

- (b) Where this constitution provides that a person or body may do a particular act or thing and the word “may” is used, the act or thing may be done at the discretion of the person or body.
- (c) Where this constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the like manner and subject to the like conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.
- (d) Where this constitution confers a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.
- (e) Where this constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
 - (1) to appoint a person to act in the office or position until a person is appointed to the office or position;
 - (2) subject to any contract between the Club and the relevant person, to remove or suspend any person appointed, with or without cause; and
 - (3) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.
- (f) Where this constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (g) Where this constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (h) Where this constitution confers power on a person or body to delegate a function or power:
 - (1) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;
 - (2) the delegation may be either general or limited in any manner provided in the terms of delegation;
 - (3) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position;
 - (4) the delegation may include the power to delegate;
 - (5) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person

or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and

- (6) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

1.4 Name of the Club

The name of the Club shall be “Hawthorn Football Club Limited”.

1.5 Motto and colours of the Club

The motto of the Club shall be “Spectemur Agendo”. The colours of the Club shall be brown and gold and the uniform worn shall be such as is registered with the Australian Football League from time to time.

2 Liability of Members

- (a) Ordinary Members shall not, under any circumstances, be required to contribute any funds to the Club’s property in excess of the amount paid by the Member for an annual membership subscription under rule 3.2.
- (b) Life Members, Honorary Members and Junior Members shall not, under any circumstances, be required to contribute any funds to the Club’s property.
- (c) Notwithstanding rules 2(a) and 2(b), Members may make contributions to the Club in addition to the amount paid for an annual membership subscription under rule 3.2.

3 Membership

3.1 Membership Classes

- (a) The directors may admit as members of the Club such persons, on such conditions and at such times, as the directors think fit.
- (b) The directors may establish classes of Members and prescribe the qualifications, rights, privileges and obligations of Members of those classes.
- (c) Where the directors have established classes of Members under rule 3.1(b), the Club may, by resolution, reclassify or convert Members from one class to another.
- (d) Notwithstanding anything else in this constitution, no person shall be entitled to be registered more than once as a Member of the Club.

3.2 Ordinary Members

Any person shall be eligible to be an Ordinary Member provided the person pays such annual membership subscription as the directors may determine from time to time as a condition for admitting that person as an Ordinary Member of the Club.

3.3 Junior Members

- (a) The directors may admit as Junior Members of the Club such persons under the age of 15 years as the directors think fit.
- (b) Junior membership shall not confer the right to vote at meetings or elections.
- (c) Subject to rule 3.3(b), Junior Members shall have such rights and privileges as the directors prescribe from time to time.
- (d) The directors may require a person to execute such form of undertaking and pay such annual membership subscription as the directors may stipulate as a condition of admitting that person as a Junior Member of the Club.
- (e) A Junior Member shall be restricted in their use of the Club premises in accordance with the Liquor Reform Control Act and the Gambling Regulation Act.

3.4 Life membership

- (a) The Club shall confer the privileges of life membership on all those who were Life Members of the Club at the time of adoption of this constitution.
- (b) Any director who has held the office of director for 9 or more years, or any player who has completed ten years' service with the Club or any player who has played one hundred and fifty senior games with the Club shall be eligible to be elected to honorary life membership.
- (c) The directors may, each year, at their discretion (in addition to Life Members elected pursuant to rule 3.4(b)) elect as Life Members such persons, not exceeding 2 in number, as they may consider to be entitled to life membership by reason of special services rendered to the Club.
- (d) Any person elected to life membership shall have the same rights as an Ordinary Member.

3.5 Honorary membership

- (a) The directors, any Member of an approved sub-committee, players and paid staff (other than where such a person is an Ordinary Member) of the Club may, by resolution of the directors, be deemed to be Honorary Members of the Club while they are serving the Club.
- (b) Honorary membership shall not confer the right to vote at meetings or elections.

3.6 Period of membership

Other than as determined and specified by the directors, each membership of an Ordinary Member shall be valid from the date the membership is issued until the following annual general meeting of the Club.

3.7 Power to decline admission of Members

Other than where a Life Member is conferred life membership under rule 3.4(a), the directors may, in their absolute discretion, decline to admit any person as a Member of the Club.

3.8 Power to suspend admission of Members

The directors may suspend the admission of Members at such times and for such periods as they think fit.

3.9 Cessation of membership

A Member ceases to be a Member:

- (a) if the Member resigns from membership by notice in writing to the Club;
- (b) if the Member dies;
- (c) if the Member becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (d) if the Member is expelled by the directors under rule 3.10; or
- (e) in any other circumstances prescribed in the terms of membership applicable to the Member or in any undertaking given by the Member upon his or her admission to membership.

3.10 Expulsion of Members

The directors may expel a Member who fails to comply with:

- (a) this constitution;
- (b) the terms of membership applicable to the Member; or
- (c) any undertaking given by the Member upon his or her admission to membership,

by giving notice in writing of that expulsion to the Member.

3.11 Variation of class rights

Unless otherwise provided by the terms of membership of a class of Members:

- (a) all or any of the rights or privileges attached to the class may be varied, whether or not the Club is being wound up, only with the consent in writing of three-quarters of the Members of that class, or with the sanction of a special resolution passed at a separate meeting of the Members of that class;

- (b) the provisions of this constitution relating to general meetings apply, so far as they can and with such changes as are necessary, to each separate meeting of the Members of that class; and
- (c) the rights conferred upon the Members of that class are to be taken as not having been varied by the admission of further Members of that class or of a class having rights or privileges ranking equally with them.

3.12 Membership not transferable

- (a) Unless otherwise provided by the terms of membership of a class of Members, membership of the Club is personal to the Member and is not transferable.
- (b) Where the terms of membership of a class of Members permit the transfer of their membership, a Member of that class must not transfer or purport to transfer his or her membership if the transfer would contravene those terms.

3.13 Equitable claims and nominees

No person shall hold any membership as a nominee or as trustee for another person or persons, and the Club is not:

- (a) compelled in any way to recognise a person as holding a membership upon any trust, even if the Club has notice of that trust; or
- (b) compelled in any way to recognise, or bound by, any equitable, contingent, future or partial claim to or interest in a membership on the part of any other person except an absolute right of ownership in the registered Member, even if the Club has notice of that claim or interest.

3.14 Voting Members

- (a) The only persons entitled to vote at meetings or elections are Ordinary Members and Life Members.
- (b) For the purposes of voting for the election of directors or the President in accordance with rule 6.3, Voting Members are eligible to vote so long as they have attained the age of 18 years by the Nomination Close Date.
- (c) The number of Voting Members in aggregate must at all times constitute not less than 60% of all Members.
- (d) Junior Members are not entitled to vote at meetings or elections.
- (e) Authorised Gaming Visitors are not entitled to attend or vote at meetings or elections.

4 Distribution of profits

- 4.1** All profits (if any) and other income of the Club shall be applied solely in promoting the Club (including being invested for the benefit of the Club) and no dividend, gift, division or bonus in money or other equivalent by way of profit or otherwise shall be paid or made by the Club to or among any of the Members

except to engage and employ players, trainers, coaches, secretaries, managers and all other persons considered necessary for carrying on the activities of the Club.

- 4.2** In the event of wind-up of the Club, the net assets of the organisation will not be distributed to members but will be distributed to:
- (a) a fund with objectives similar to those of the club or association (i.e. another football club or association); or
 - (b) a fund which has a philanthropic or benevolent purpose; or
 - (c) a community or charitable organisation.

5 General meetings

5.1 Calling general meetings

- (a) The directors may, whenever they think fit, call and arrange to hold a general meeting.
- (b) A general meeting may be called and arranged to be held only as provided by this rule 5.1 or as provided by sections 249D, 249E, 249F and 249G of the Act.
- (c) The directors may change the venue for, postpone or cancel a general meeting unless the meeting is called and arranged to be held by Voting Members or the court under the Act. If a general meeting is called and arranged to be held under section 249D of the Act the directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning Voting Member or Voting Members.

5.2 Annual General Meetings

- (a) The directors must, in accordance with the time limits prescribed by the Act, call and hold an annual general meeting of the Club.
- (b) Notwithstanding anything else in this constitution, and in particular rule 3.6, in the event that a general meeting is called (by any means) and held after an annual general meeting of the Club but before the expiry of the period within which the annual general meeting is required to be held under the Act, the Members eligible to vote at the first-mentioned annual general meeting of the Club shall be eligible to vote for the purposes of any resolution considered by the general meeting so held.

5.3 Entitlement to attend meetings

All Members are entitled to attend meetings of the Club but only Voting Members are entitled to vote.

5.4 Notice of general meetings

- (a) Subject to this constitution, notice of a general meeting must be given within the time limits prescribed by the Act and in the manner authorised by rule 11.1 to each person who is at the date of the notice:
- (1) a Member;
 - (2) a director; or
 - (3) an auditor,
- of the Club.
- (b) A notice of a general meeting must specify the date, time and place of the meeting and, except as provided in rule 5.4(e), state the general nature of the business to be transacted at the meeting.
- (c) If an election of directors or the President is required to be held pursuant to rule 6.3(f), the notice of annual general meeting must also include details of:
- (1) any eligible director or President candidate nomination received pursuant to rule 6.3(b), together with any candidate statement to be distributed by the Club pursuant to rule 6.3(f)(3);
 - (2) the internet address and any other relevant particulars of the electronic voting system;
 - (3) the address and contact details of the Returning Officer;
 - (4) the opening and closing dates for the period which electronic votes must be lodged in order to be accepted; and
 - (5) the date by which validly completed postal ballot forms must be received by the Returning Officer or the Returning Officer's agents in order to be accepted.
- (d) Unless the Act provides otherwise:
- (1) no business may be transacted at a general meeting unless the general nature of the business is stated in the notice calling the meeting; and
 - (2) except with the approval of the directors or the chairman, no person may move any amendment to a proposed resolution the terms of which are set out in the notice calling the meeting or to a document which relates to such a resolution and a copy of which has been made available to Members to inspect or obtain.
- (e) It is not necessary for a notice of a general meeting to state that the business to be transacted at the meeting includes the consideration of the annual financial report, directors' report and auditor's report, the election of directors, the appointment of the auditor or the fixing of the auditor's remuneration.
- (f) A person may waive notice of any general meeting by notice in writing to the Club.

- (g) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting under this rule 5.4 does not invalidate any act, matter or thing done or resolution passed at the general meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person:
 - (A) has waived or waives notice of that meeting under rule 5.4(f); or
 - (B) has notified or notifies the Club of the person's agreement to that act, matter, thing or resolution by notice in writing to the Club.
- (h) A person's attendance at a general meeting:
 - (1) waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
 - (2) waives any objection that person may have to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting or in rule 5.4(e), unless the person objects to considering the matter when it is presented.

5.5 Quorum at general meetings

- (a) No business may be transacted at any general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of Voting Members is present when the meeting proceeds to business.
- (b) 100 Voting Members present at a general meeting shall constitute a quorum.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (1) where the meeting was convened upon the requisition of Voting Members, the meeting must be dissolved; or
 - (2) in any other case:
 - (A) the meeting stands adjourned to such day, and at such time and place, as the directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place; and
 - (B) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

5.6 Chairperson of general meetings

- (a) The chairperson of directors must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each general meeting.
- (b) If at a general meeting:
 - (1) there is no chairperson of directors;
 - (2) the chairperson of directors is not present within 15 minutes after the time appointed for the meeting; or
 - (3) the chairperson of directors is present within that time but is not willing to act as chairperson of the meeting,
 the Voting Members present must elect as chairperson of the meeting:
 - (4) another director who is present and willing to act; or
 - (5) if no other director willing to act is present at the meeting, a Voting Member who is present and willing to act.

5.7 Conduct of general meetings

- (a) Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided by rule 5.7(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) Where a meeting is adjourned, the directors may change the venue of, postpone or cancel the adjourned meeting unless the meeting was called and arranged to be held by Voting Members or the court under the Act. If a meeting is called and arranged to be held under section 249D of the Act the directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning Voting Member or Voting Members.

5.8 Admission to general meetings

- (a) The chairperson of a general meeting may take any action he or she considers appropriate for the safety of persons attending the meeting and the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person:

- (1) in possession of a mobile telephone, pictorial-recording or sound-recording device;
- (2) in possession of a placard or banner;
- (3) in possession of an article considered by the chairperson to be dangerous, offensive or liable to cause disruption;
- (4) who refuses to produce or permit examination of any article, or the contents of any article, in the person's possession;
- (5) who behaves or threatens to behave in a dangerous, offensive or disruptive way; or
- (6) who is not entitled to receive notice of the meeting.

The chairperson may delegate the powers conferred by this rule to any person he or she thinks fit.

- (b) A person, whether a Member or not, requested by the directors or the chairperson to attend a general meeting is entitled to be present and, at the request of the chairperson, to speak at the meeting.
- (c) If the chairperson of a general meeting considers that there is not enough room for the Members who wish to attend the meeting, he or she may arrange for any person whom he or she considers cannot be seated in the main meeting room to observe or attend the general meeting in a separate room. Even if the Members present in the separate room are not able to participate in the conduct of the meeting, the meeting will nevertheless be treated as validly held in the main room.
- (d) If a separate meeting place is linked to the main place of a general meeting by an instantaneous audio-visual communication device which, by itself or in conjunction with other arrangements:
 - (1) gives the general body of Members in the separate meeting place a reasonable opportunity to participate in proceedings in the main place;
 - (2) enables the chairperson to be aware of proceedings in the other place; and
 - (3) enables the Voting Members in the separate meeting place to vote on a show of hands or on a poll,

a Member present at the separate meeting place is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the main place.

- (e) Nothing in this rule is to be taken to limit the powers conferred on the chairperson by law.

5.9 Decisions at general meetings

- (a) Except in the case of any resolution which as a matter of law requires a special majority, questions arising at a general meeting are to be decided by a majority of votes cast by the Voting Members present at the meeting and any such decision is for all purposes a decision of the Members.

- (b) In the case of an equality of votes upon any proposed resolution the chairperson of the meeting, in addition to his or her deliberative vote, has a casting vote.
- (c) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands:
 - (1) by the chairperson of the meeting;
 - (2) by at least 100 Voting Members present and having the right to vote on the resolution; or
 - (3) by a Voting Member or Voting Members present at the meeting and representing at least 5% of the total voting rights of all the Voting Members having the right to vote on the resolution on a poll.
- (d) A demand for a poll does not prevent the continuance of a general meeting for the transaction of any business other than the question on which the poll has been demanded.
- (e) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Club, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If a poll is duly demanded at a general meeting, it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson of the meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- (g) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (h) The demand for a poll may be withdrawn.

5.10 Voting rights

- (a) Subject to this constitution and to any rights or restrictions attached to any class of membership, at a general meeting every Voting Member present in person or by proxy or attorney has 1 vote.
- (b) A proxy or attorney is entitled to a separate vote for each Voting Member the person represents, in addition to any vote the person may have as a Voting Member in his or her own right.
- (c) An objection to the qualification of a person to vote at a general meeting:
 - (1) must be raised before or at the meeting at which the vote objected to is given or tendered; and
 - (2) must be referred to the chairperson of the meeting, whose decision is final.
- (d) A vote not disallowed by the chairperson of a meeting under rule 5.10(c) is valid for all purposes.

5.11 Representation at general meetings

- (a) Subject to this constitution, each Voting Member entitled to vote at a meeting of Members may vote:
- (1) in person;
 - (2) by proxy; or
 - (3) by attorney,
- provided that, a proxy or attorney must not vote for any Voting Member with regard to the election of a director or the President. Voting in respect of the election of a director or the President may only be conducted in accordance with rule 6.3.
- (b) A proxy or attorney may, but need not, be a Member of the Club.
- (c) A proxy or attorney may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (d) Unless otherwise provided in the instrument, an instrument appointing a proxy or attorney will be taken to confer authority:
- (1) to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution;
 - (2) to speak to any proposed resolution on which the proxy, attorney or representative may vote;
 - (3) to demand or join in demanding a poll on any resolution on which the proxy or attorney may vote;
 - (4) even though the instrument may refer to specific resolutions and may direct the proxy or attorney how to vote on those resolutions:
 - (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (B) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - (C) to act generally at the meeting; and
 - (5) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
- (e) An instrument appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where an instrument so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the instrument.
- (f) Subject to rule 5.11(j), an instrument appointing a proxy or attorney must be in a form approved by the directors and must be signed by the appointer or the appointer's attorney.

- (g) A proxy or attorney may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy or attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received at the places, fax numbers or email addresses and before the times specified for that purpose in the notice calling the meeting.
- (h) The place may be the Club's registered office or other place specified in the notice, a fax number may be the fax number at the Club's registered office or the fax number specified in the notice and an email address may be the email address specified in the notice.
- (i) The time may be a time before the time set for holding the meeting or adjourned meeting.
- (j) The directors may waive all or any of the requirements of rules 5.11(f) to 5.11(i) and in particular may, upon the production of such other evidence as the directors require to prove the validity of the appointment of a proxy or attorney, accept:
 - (1) an oral appointment of a proxy or attorney;
 - (2) an appointment of a proxy or attorney which is not signed or executed in the manner required by rule 5.11(f); and
 - (3) the deposit, tabling or production of a copy (including a copy sent by facsimile) of an instrument appointing a proxy or attorney or of the power of attorney or other authority under which the instrument is signed.
- (k) A vote given in accordance with the terms of an instrument appointing a proxy or attorney is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by the Club by the time and at 1 of the places at which the instrument appointing the proxy or attorney is required to be received under rule 5.11(h).
- (l) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on any resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

6 Directors

6.1 Appointment and removal of directors and President

- (a) There must be:
 - (1) not less than 5 directors; and
 - (2) subject to rule 6.1(c), not more than 9 directors, including the President.
- (b) A current player of the Club is unable to be a director or President.
- (c) The Club may by resolution:

- (1) increase or reduce the minimum or maximum number of directors;
and
- (2) remove a director or President.
- (d) The directors may appoint any natural person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but the total number of directors must not at any time exceed the maximum number allowed under the constitution. A director so appointed holds office only until the next general meeting following his or her appointment.
- (e) Subject to rule 6.1(a) and the Act, the directors may in their discretion fix the maximum number of directors from time to time.
- (f) Directors must be elected for a term of not less than 12 months by Voting Members.
- (g) For the purpose of this rule 6 all references to “director” or “directors” include the President.

6.2 Vacation of office

- (a) In addition to the circumstances prescribed by the Act, the office of a director becomes vacant if the director:
 - (1) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - (2) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors generally;
 - (3) is convicted of an offence and the directors do not within 1 month after that conviction resolve to confirm the director’s appointment or election (as the case may be) to the office of director;
 - (4) becomes permanently incapacitated from performing his or her duties;
 - (5) fails to attend meetings of the directors for more than 3 consecutive months without leave of absence from the directors and a majority of the other directors have resolved that his or her office is vacated;
 - (6) refuses to act; or
 - (7) resigns by notice in writing to the Club.
- (b) Subject to this constitution and in particular this rule 6.2(b) and rule 7.2(c), the President and directors shall each be elected for a term of 3 years (for the purposes of this rule 6.2(b), a year is the period between annual general meetings) and shall then be eligible for re-election provided that not more than one half of the positions fall vacant in the same year. In determining the number of positions which fall vacant the directors who will have served for 3 years at the time of the annual general meeting and directors retiring pursuant to rule 6.1(d) will be counted. In order to ensure that not more than one half of the positions fall vacant in the same year the directors may determine that one or more of them serves for a term less

than or more than 3 years but in no circumstances will a director serve for more than 5 years without being subject to re-election.

- (c) Notwithstanding rule 6.2(b):
- (1) the tenure of a director cannot exceed nine years unless:
 - (A) the director was appointed other than at an annual general meeting in which case the tenure will cease nine years from the annual general meeting following the director's appointment;
 - (B) there exists a director who at the time of the introduction of this rule has already exceeded a tenure of nine years, in which case the director will be entitled to be elected for one further term of three years from the next annual general meeting at which the director would otherwise have been due for re-election;
 - (C) the Chief Executive Officer is appointed to act as a director in accordance with rule 7.2(a) and continues to act as Chief Executive Officer in accordance with rule 7.2; or
 - (D) the Voting Members resolve by ordinary resolution at a general meeting to extend the tenure of a director by 1 year in which case the tenure of such director will be a maximum of ten years; and
 - (2) the tenure of the President cannot exceed six years from the date he or she was appointed to that position save if the President was appointed other than at an annual general meeting in which case the tenure will cease six years from the annual general meeting following the President's appointment.
- (d) If the Club is licensed to sell liquor under the Liquor Control Reform Act or has a Venue Operator's Licence, the election or appointment of a director is subject to and conditional upon the authorisation and consent of any supervising authority prescribed in the Liquor Control Reform Act or the Gambling Regulation Act.

6.3 Eligibility and election of directors and President

- (a) A director or President is required to be a Life Member or an Ordinary Member of the Club.
- (b) A person is eligible for election to the office of director or President only if:
 - (1) the person is in office as a director or President by the Nomination Start Date;
 - (2) the person has been nominated by the directors for election by the Nomination Close Date; or
 - (3) three Members (including the person) nominate the person by the Nomination Close Date.

- (c) Notwithstanding anything else in this constitution, no person is eligible for more than one office at any election.
- (d) The procedure for the nomination of candidates for election to the office of director or President is as follows:
 - (1) Nominations must be made on the Club's nomination form which will be made available upon request from the Chief Executive Officer, whose details shall appear on the Club's website.
 - (2) Nominations must be returned to the Chief Executive Officer by the Nomination Close Date.
 - (3) Nominations may be withdrawn in writing to the Chief Executive Officer at any time prior to the Nomination Close Date or if there is to be an election, any time prior to the completion of voting pursuant to rule 6.3(f)(8).
- (e) If the number of eligible candidates nominated for election to the office of director by the Nomination Close Date does not exceed the number of vacancies or where there is only one eligible candidate nominated for election to the office of President, then those persons nominated will be deemed to have been duly elected and will be declared duly elected at the first annual general meeting following the Nomination Close Date.
- (f) Subject to rule 6.3(e), the election of directors and the President will occur in accordance with the following procedure:
 - (1) the directors shall appoint a Returning Officer to conduct the election of the President and directors;
 - (2) the Returning Officer shall be provided with a full and correct list of the names and addresses of all current Members of the Club eligible to vote on the election of the President and directors, together with the number of the membership ticket of each such Member, before the commencement of the election;
 - (3) each candidate for election to the office of director or President is entitled to require that the Club distribute to Members entitled to receive notice of meetings (at the Club's expense) a 250 word statement about the candidate in relation to the candidate's election, provided that:
 - (A) the candidate provides the Club with the statement by the Nomination Close Date;
 - (B) the statement is approved by the Chief Executive Officer; and
 - (C) the candidate agrees not to access, or attempt to gain access to, the Members Register for any direct marketing purpose;
 - (4) voting on the election of directors and the President shall be by postal ballot or electronic means and on a "first past the post" basis;
 - (5) voting Members may vote for candidates by either:

- (A) using the electronic voting system which has been established by the Club for the relevant election; or
 - (B) by requesting and validly completing a prescribed postal ballot form from the Returning Officer or the Returning Officer's agents and returning it to the Returning Officer before the date specified by the Returning Officer;
- (6) the electronic voting system and the prescribed postal ballot will display the full names of all candidates in such order as is determined by lot;
 - (7) unless a Member votes for at least as many candidates as there are vacancies to be filled, that Member's vote shall be disregarded by the Returning Officer; and
 - (8) voting must be completed by no later than 48 hours before the scheduled commencement time of the first annual general meeting following the Nomination Close Date at which the results of the election of directors and the President will be announced.

6.4 Disclosing directors' interests

- (a) In addition to any disclosures required under the Act, the directors may make rules requiring disclosure of interests that a director, and any person deemed by the directors to be related to the director, may have in any matter that relates to the affairs of the Club or a related body corporate or in any other matter. The extent to which, and the conditions on which, disclosure is required will be determined by the directors. Any rules made under this paragraph will bind all directors.
- (b) No act, transaction, agreement, instrument, resolution or other thing is invalid or voidable only because a person fails to comply with any requirement for disclosure under the Act or with any rules made under rule 6.4(a).
- (c) The secretary of the Club must record every declaration under this rule in the minutes of the meeting at which it was made.

6.5 Powers and duties of directors

- (a) Subject to the Act and to any other provision of this constitution, the business of the Club will be managed by or under the direction of the directors.
- (b) The directors may exercise all the powers of the Club except any powers that the Act requires the Club to exercise in general meeting.
- (c) For the avoidance of doubt, the directors shall be responsible for:
 - (1) managing the Club for the purposes of the Liquor Control Reform Act; and
 - (2) nominating a natural person who satisfies the criteria set out in the Gambling Regulation Act to act as licensee on behalf of the Club.

6.6 Proceedings of directors

- (a) The directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a number of the directors sufficient to constitute a quorum, constitutes a meeting of the directors and all the provisions in this constitution relating to meetings of the directors apply, so far as they can and with such changes as are necessary, to meetings of the directors by telephone or other electronic means.
- (c) A director participating in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chairperson of the meeting provided that at least 1 of the directors involved was at that place for the duration of the meeting.

6.7 Convening of meetings of directors

- (a) The President or 3 directors may, whenever they think fit, convene a meeting of the directors.
- (b) The Chief Executive Officer must, on the requisition of the President or 3 directors, convene a meeting of the directors.

6.8 Notice of meetings of directors

- (a) Subject to this constitution, notice of a meeting of directors must be given to each person who is at the time of giving the notice a director, other than a director on leave of absence approved by the directors.
- (b) A notice of a meeting of directors:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting; and
 - (4) may be given in person or by post, or by telephone, fax or other electronic means.
- (c) A director may waive notice of any meeting of directors by notifying the Club to that effect in person or by post, or by telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) before or after the meeting, the director or an alternate director appointed by the director:

- (A) has waived or waives notice of that meeting under rule 6.8(c); or
 - (B) has notified or notifies the Club of his or her agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
- (3) the director attended the meeting.

6.9 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) Unless otherwise determined by the directors, a quorum consists of 5 directors.
- (c) If there is a vacancy in the office of a director then, subject to rule 6.9(d), the remaining director or directors may act.
- (d) If the number of directors in office at any time is not sufficient to constitute a quorum at a meeting of directors or is less than the minimum number of directors fixed under this constitution, the remaining director or directors must act as soon as possible:
 - (1) to increase the number of directors to a number sufficient to constitute a quorum and to satisfy the minimum number of directors required under this constitution; or
 - (2) to convene a general meeting of the Club for that purpose,
 and, until that has happened, must only act if and to the extent that there is an emergency requiring them to act.

6.10 Chairperson of directors

- (a) The President shall be the chairperson of directors.
- (b) The Vice-President shall be chosen by the directors from among their number at the first meeting of directors following the annual general meeting in each year and shall be the vice-chairperson of directors.
- (c) The chairperson of directors (or the vice-chairperson in his or her absence) must (if present within 10 minutes after the time appointed for the holding of the meeting and willing to act) preside as chairperson at each meeting of directors.
- (d) If at a meeting of directors:
 - (1) there is no chairperson or vice-chairperson of directors;
 - (2) the chairperson or vice-chairperson of directors is not present within 10 minutes after the time appointed for the holding of the meeting; or
 - (3) the chairperson or vice-chairperson of directors is present within that time but is not willing to act as chairperson of the meeting,

the directors present must elect 1 of themselves to be chairperson of the meeting.

6.11 Decisions of directors

- (a) A meeting of directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the directors under this constitution.
- (b) Questions arising at a meeting of directors are to be decided by a majority of votes cast by the directors present and any such decision is for all purposes a determination of the directors.
- (c) In the case of an equality of votes upon any proposed resolution the chairperson of the meeting will have a second or casting vote.

6.12 Circular resolutions

A written resolution signed or consented to by all the directors (being directors who would at a meeting duly called constitute a quorum, but excluding any director on leave of absence approved by the directors or who, at a meeting of directors, would be prohibited by the Act from voting on the resolution) is as valid as if it had been passed at a meeting of directors duly called. A director may consent to a resolution by:

- (a) signing the document containing the resolution (or a copy of that document);
- (b) giving to the Club at its registered office a written notice (including by facsimile or other electronic transmission) addressed to the secretary or to the chairman of directors signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
- (c) telephoning the secretary or the chairman of directors and signifying assent to the resolution and clearly identifying its terms.

6.13 Committees

- (a) The directors may delegate any of their powers to a committee or committees consisting of such number of directors or any person or persons as they think fit.
- (b) A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.
- (c) The provisions of this constitution applying to meetings and resolutions of directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee formed pursuant to this rule 6.13.
- (d) The President shall be treated as a member ex officio of each committee established under this rule but shall not, in any circumstances, take part in the selection of Club teams.

6.14 Audit Committee

- (a) The Club may maintain an audit committee consisting of at least 3 persons, one of whom must be a director of the Club.
- (b) If an audit committee is maintained pursuant to rule 6.14(a), any director of the Club sitting on the audit committee must be afforded the opportunity to address any general meeting of the Club.

6.15 Delegation to individual directors

- (a) The directors may delegate any of their powers to 1 director.
- (b) A director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.

6.16 Validity of acts

An act done by a person acting as a director or by a meeting of directors or a committee of directors attended by a person acting as a director is not invalidated by reason only of:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified to be a director or having vacated office; or
- (c) the person not being entitled to vote,

if that circumstance was not known by the person or the directors or committee (as the case may be) when the act was done.

7 Chief Executive Officer**7.1 Appointment of the Chief Executive Officer**

Notwithstanding anything else in this constitution, the directors may appoint a person to be the Chief Executive Officer of the Club either for a fixed term or without any limitation as to the period for which he or she is to hold the office and may from time to time (subject to the provision of any contract between the Chief Executive Officer and the Club) remove or dismiss him or her from the office of Chief Executive Officer.

7.2 Appointment as director

- (a) Notwithstanding anything else in this constitution, the directors may appoint the person appointed to act as Chief Executive Officer in accordance with rule 7.1, to be a director of the Club.
- (b) Subject to rule 7.2(c), the person so appointed shall, while upholding the office of director, have in all respects the status and authority of a director of the Club under this constitution as though he or she had been duly elected as a director at a general meeting of the Club.
- (c) The person so appointed shall not, while holding the appointment, be subject to retirement by rotation but shall (subject to the provisions of any

contract between the Chief Executive Officer and the Club) be subject to the same provisions as to resignation, disqualification and removal as the other directors of the Club.

- (d) A director appointed in accordance with this rule 7.2 must resign as a director of the Club upon ceasing to hold the office of Chief Executive Officer.

8 Indemnity and insurance

- (a) This rule applies:
- (1) to each person who is or has been a director, secretary or executive officer of the Club; and
 - (2) to such other officers or former officers of the Club or of its related bodies corporate as the directors in each case determine.
- (b) The Club will indemnify on a full indemnity basis and to the full extent permitted by law, each person to whom this rule applies for all losses or liabilities incurred by the person as an officer of the Club or of a related body corporate (other than where such loss or liability is incurred through dishonesty on the part of that person).

9 Minutes and records

9.1 Minutes of meetings

The directors must ensure minutes of proceedings and resolutions of general meetings and of meetings of the directors (including committees of the directors) are recorded in books kept for that purpose, within 1 month after the relevant meeting is held.

9.2 Minutes of resolutions passed without a meeting

The directors must ensure that minutes of resolutions passed by directors (and committees of directors) without a meeting are recorded in books kept for the purpose within 1 month after the resolution is passed.

9.3 Signing of minutes

- (a) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or by the chairperson of the next meeting.
- (b) The minutes of the passing of a resolution without a meeting must be signed by a director within a reasonable time after the resolution is passed.

9.4 Minutes as evidence

A minute that is recorded and signed under rules 9.1 and 9.2 is evidence of the proceeding or resolution to which it relates unless the contrary is proved.

9.5 Financial Records

- (a) The directors must cause the Club to keep written financial records that:
 - (1) correctly record and explain its transactions (including transactions undertaken as trustee or nominee);
 - (2) accurately record its financial performance and financial position; and
 - (3) enable financial statements to be prepared in accordance with generally accepted accounting principles.
- (b) The Club must allow a director and the auditor to inspect those records at all reasonable times.

9.6 Inspection of records

- (a) The directors must ensure the minute books for general meetings are open for inspection by Members free of charge.
- (b) Subject to rule 9.6(a), the directors may determine whether and to what extent, and at what time and places and under what conditions, the minute books, financial records and other documents of the Club or any of them will be open to the inspection of Members (other than directors).
- (c) A Member (other than a director) does not have the right to inspect any books, records or documents of the Club except as provided by law or authorised by the directors.

10 Execution of documents

10.1 Manner of execution

The Club may execute a document if it is signed by:

- (a) 2 directors; or
- (b) a director and a secretary.

10.2 Common seal

The Club may have a common seal. If the Club has a common seal, rules 10.3 to 10.5 will apply.

10.3 Safe custody of seal

The directors must provide for the safe custody of the seal.

10.4 Use of seal

- (a) The seal must be used only by the authority of the directors or of a committee of the directors authorised by the directors to authorise the use of the seal.
- (b) The authority to use the seal may be given before or after the seal is used.

- (c) Until the directors otherwise determine, every document to which the seal is fixed must be signed by:
 - (1) 2 directors;
 - (2) a director and a secretary; or
 - (3) a director and another person appointed by the directors to countersign that document or a class of documents in which that document is included.

10.5 Seal register

- (a) The Club may keep a seal register. If the Club does keep a seal register the Club must enter in the register particulars of any document on which the seal is fixed (other than a certificate for securities of the Club), giving in each case:
 - (1) the date of the document,
 - (2) the names of the parties to the document,
 - (3) a short description of the document; and
 - (4) the names of the persons signing the document under rule 10.4(c).
- (b) The register must be produced at meetings of directors for confirmation of the use of the seal since confirmation was last given under this rule 10.5.
- (c) Failure to comply with rule 10.5(a) or rule 10.5(b) does not invalidate any document to which the seal is properly fixed.

11 Notices

11.1 Notices by the Club to Members

- (a) A notice may be given by the Club to a Member:
 - (1) by serving it personally at, or by sending it by post in a prepaid envelope to, the Member's address as shown in the register of Members, or by sending it to the fax number or electronic address, or such other address the Member has supplied to the Club for the giving of notices; or
 - (2) if the Member does not have a registered address and has not supplied another address to the Club for the giving of notices, by exhibiting it at the registered office of the Club.
- (b) The Members acknowledge and agree that by providing the Club with either a fax number or an email address for the purposes of this constitution or the Act, a Member consents to receiving such notices from the Club via either of those means and the Member must ensure that the details provided to the Club are correct.
- (c) A signature to any notice given by the Club to a Member under this rule 11.1 may be in writing or a facsimile printed or affixed by some mechanical or other means.

- (d) A certificate signed by a director or secretary of the Club to the effect that a notice has been given in accordance with this constitution is conclusive evidence of that fact.

11.2 Notices by the Club to directors

Subject to this constitution, a notice may be given by the Club to any director or alternate director either by serving it personally at, or by sending it by post in a prepaid envelope to, the director's or alternate director's usual residential or business address, or by sending it to the fax number or electronic address, or such other address as the director or alternate director has supplied to the Club for the giving of notices.

11.3 Notices by Members or directors to the Club

Subject to this constitution, a notice may be given by a Member, director or alternate director to the Club by serving it on the Club at, or by sending it by post in a prepaid envelope to, the registered office of the Club or by sending it to the principal fax number or principal electronic address of the Club at its registered office.

11.4 Notices posted to addresses outside the Commonwealth

A notice sent by post to an address outside the Commonwealth must be sent by airmail.

11.5 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (1) in the case of a notice of a general meeting, on the day after the date of its posting; or
 - (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax or electronic means service of the notice is to be taken to be effected on the day after the date it is sent.
- (c) Where the Club gives a notice under rule 11.1(a)(2) by exhibiting it at the registered office of the Club, service of the notice is to be taken to be effected when the notice was first so exhibited.

11.6 Other communications and documents

Rules 11.1 to 11.5 (inclusive) apply, so far as they can and with such changes as are necessary, to the service of any communication or document.

11.7 Notices in writing

A reference in this constitution to a notice in writing includes a notice given by fax or electronic means.

12 General

12.1 Submission to jurisdiction

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of Victoria.

12.2 Prohibition and enforceability

- (a) Any provision of, or the application of any provision of, this constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (b) Any provision of, or the application of any provision of, this constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.

12.3 Financial year

The financial year of the Club shall end on the 31st day of October each year or on such other date as determined by the directors.

12.4 Auditor

- (a) The accounts of the Club must be examined annually by an auditor or auditors who shall be appointed in accordance with the Act.
- (b) An auditor shall not be disqualified from holding such office by reason of him or her being a Member of the Club.

13 Administration of the Club by the AFL

- (a) If at any time pursuant to the provisions of the Licence Agreement dated 10 December 1985 which was made between the Club and the Victorian Football League (now the AFL) (overall the **Licence Agreement**), the AFL is entitled to and does appoint one or more Administrators of the Club (as defined in the Licence Agreement), the AFL may, by notice in writing delivered to the registered office of the Club, appoint one or more persons as directors of the Club.
- (b) Upon delivery of a notice in writing pursuant to rule 13(a):
 - (1) the persons holding office as directors immediately prior to delivery of such notice shall, if the notice so specifies, cease to hold office as such; and
 - (2) if there are at least 3 persons named in such notice, such persons shall become Directors of the Club.
- (c) A notice pursuant to this rule shall only be valid and effectual if compliance with it would result in the number of directors of the Club being sufficient to satisfy any requirements of the Act concerning the minimum number of directors for the Club.

- (d) The AFL may at any time by notice in writing delivered to the registered office of the Club, remove any director or directors appointed pursuant to rule 13(a) and appoint another director or directors in his, her or their place.
- (e) At any meeting of the directors of the Club convened during the term of office of any director or directors appointed pursuant to rule 13(a) or rule 13(d), the directors so appointed shall constitute a quorum.
- (f) Any director appointed pursuant to rule 13(a) or rule 13(d) may, subject to calling a general meeting of the Club immediately prior to his or her retirement, retire as director of the Club at any time.
- (g) The general meeting of the Club called pursuant to rule 13(f) shall elect not less than 5 and not more than 20 persons to be directors of the Club.
- (h) Upon an election of directors under rule 13(g), the director or directors appointed pursuant to rule 13(a) or rule 13(d) shall cease to hold office so that those directors elected at the general meeting shall be the sole directors of the Club who shall hold office immediately prior to the next general meeting of the Club.
- (i) In the case of a conflict between any provision contained in this rule and any other rule of this constitution, the provisions in this rule shall prevail.

14 Plebiscite to approve merger

14.1 Definitions

In this rule 14:

approving resolution, in relation to a merger proposal, means a resolution to approve a merger; and

merger proposal means any proposed contract, arrangement or understanding the purpose or effect of which is to merge the Club, or the team or teams of footballers maintained, provided, supported or controlled by the Club with any other club, team or entity (except any social club maintained for supporters of the Club).

14.2 Approval requirements

- (a) Prior to any merger proposal being effected by the Club, the directors must convene a general meeting of the Club and ensure that the merger proposal is voted on.
- (b) An approving resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 75%, and otherwise is taken to have been rejected.

15 Liquor and Gaming

15.1 Liquor Licence

If the Club holds a licence to sell liquor under the Liquor Control Reform Act:

- (a) No liquor shall be sold or supplied to any person except on the days during the hours and in the manner prescribed or permitted by the provisions of the Liquor Control Reform Act.
- (b) No visitors to the Licensed Premises may be supplied with liquor unless the visitor is:
 - (1) a guest in the company of a Member; or
 - (2) an Authorised Gaming Visitor admitted in accordance with the rules of the Club.
- (c) The number of Members and visitors at the Licensed Premises at any time shall not exceed the number permitted by the terms of any licence granted to the Club under the Liquor Control Reform Act.

15.2 Members Register

- (a) A Members Register must be maintained by the secretary of the Club and in accordance with the Act.
- (b) Subject to rule 15.2(a), the Members Register may be kept using such means of technology as determined by the board of directors from time to time.
- (c) The Members Register must contain:
 - (1) the name and address of each Member; and
 - (2) the date on which the Member's name was first entered into the Members Register.

15.3 Liquor Licence Register

- (a) A Liquor Licence Register must be maintained in accordance with the Liquor Control Reform Act.
- (b) The Liquor Licence Register must contain:
 - (1) the name and residential address of each Member admitting a guest;
 - (2) the name and residential address of the guest; and
 - (3) the date on which the guest was admitted to the Licensed Premises.

15.4 No commissions from the sale of liquor

No payment may be made to any Chief Executive Officer, director, President or other officer or employee of the Club which is a commission or allowance relating to the sale or disposal of liquor by the Club.

15.5 Gaming Licence

If the Club has a Venue Operator's Licence:

- (a) all gaming must be conducted in accordance with the Gambling Regulation Act and any additional rules imposed on the Club by the Victorian Commission for Gambling Regulation;
- (b) an Authorised Gaming Visitor may, upon providing to an official of the Club a written record of his or her full name and evidence of his or her residential address, be permitted to use the facilities of the Licensed Premises on such terms and conditions as the Club may determine from time to time, however such permission may be revoked without notice by the Chief Executive Officer, a director or another authorised person;
- (c) an Authorised Gaming Visitor must:
 - (1) carry identification at all times whilst on the Licensed Premises; and
 - (2) comply with any relevant rules of the Club whilst on the Licensed Premises.

15.6 Register of Authorised Gaming Visitors

The Club must set up and maintain a register of Authorised Gaming Visitors recording:

- (a) the name and residential address of the Authorised Gaming Visitor; and
- (b) the date of the admission to the Licensed Premises.

15.7 Gaming Proceeds

All proceeds received by the Club from gaming will be applied by the directors in accordance with rule 4 of this constitution.

15.8 Inspection of the Members Register, Liquor Licensing Register and the Register of Authorised Gaming Visitors

The Members Register, Liquor Licensing Register and the register of Authorised Gaming Visitors must be kept open for inspection by any persons authorised to do so under the Liquor Control Reform Act.