

**CONSTITUTION OF
NORTH MELBOURNE FOOTBALL CLUB LIMITED**

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NORTH MELBOURNE FOOTBALL CLUB LIMITED

ACN 006 468 962

A PUBLIC COMPANY LIMITED BY GUARANTEE

CONSTITUTION

1. NAME AND MOTTO

1.1 Name

The name of the Club is the North Melbourne Football Club Limited.

1.2 Motto and colours

The motto of the Club shall be "Victoria amat curam – Victory Demands Dedication", and the colours of the Club shall be blue and white and the uniform of the Players shall be the uniform which is from time to time registered with the AFL.

2. OBJECTS

The objects for which the Club is established are to:

- (a) maintain, provide, support and field a team or teams of footballers bearing the name of North Melbourne Football Club to compete in the AFL;
- (b) encourage the game or sport of Australian Rules Football in general; and
- (c) undertake and or do all things or activities as are necessary, incidental or conducive to the advancement of these objects including providing services and facilities to Members and engaging in income generating activities.

3. DEFINITIONS AND INTERPRETATION

3.1 Definitions

The following terms in this constitution have the following meanings unless the context requires otherwise:

"Act" means the Corporations Act 2001 (Cth).

"AFL" means the 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 gaming machines and other facilities.

"Board" means the board of directors for the time being of the Club.

"Business Day" means a day on which trading banks are generally open for business in Melbourne except Saturday Sunday and public holidays.

“**Club**” means North Melbourne Football Club Limited (ACN 006 468 962).

“**Gambling Regulation Act**” means the *Gambling Regulation Act 2003 (Vic)*.

“**Honorary Member**” means a person admitted as a Member of the Club under Rule 7.7.

“**Junior Member**” means a person admitted as a Member of the Club under Rule 7.6.

“**Licensed Premises**” means such premises as are owned or managed by or on behalf of the Club from time to time and are licensed under the Liquor Control Reform Act and/or Gambling Regulation Act.

“**Life Member**” means a person elected to life membership of the Club under Rule 7.3.

“**Liquor Control Reform Act**” means the Liquor Control Reform Act 1998 (Vic).

“**Member**” means Ordinary Members, Life Members, Patrons and Junior Members whose names are entered in the Members Register as financial members of the Club, but does not include Authorised Gaming Visitors.

“**Members Register**” means the register of Members kept as required by the Act.

“**Membership Year**” means the period from the end of one annual general meeting of the Club to the end of the next annual general meeting of the Club.

“**Ordinary Member**” means a person admitted as a Member of the Club under Rule 7.5.

“**Patrons**” means a person admitted as a patron of the Club under Rule 7.4.

“**President**” means the person elected by the Board under Rule 10.2 to be president of the Club from time to time.

“**Rules**” means the clauses of this constitution as amended from time to time in accordance with its terms and the Act (as applicable).

“**Seal**” means the common seal from time to time of the Club.

“**Voting Member**” means a fully paid-up financial Ordinary Member, Life Member or Patron of the Club in the Membership Year during which a meeting of Members is held. For the purposes of clarification and illustration, a new fully paid up financial Ordinary Member for the next Membership Year is not entitled to vote at a meeting of Members held in the current Membership Year.

“**Venue Operators Licence**” means a licence issued under the Gambling Regulation Act.

3.2 Interpretation

Unless the contrary intention appears, in these Rules:

- (a) these Rules are to be interpreted subject to the Act. However the replaceable rules (other than those which apply as mandatory rules for public companies) under the Act do not apply to the Club;
- (b) words that are given a special meaning by the Act, the Liquor Control Reform Act or the Gambling Regulation Act have the same meaning in these Rules as in those statutes;
- (c) the provisions of the Liquor Control Reform Act and the Gambling Regulation Act apply with overriding force and effect save and except as legally modified in these Rules;
- (d) a reference to a statute, regulation or other legislative instrument includes all statutes, regulations and other legislative instruments amending, consolidating or replacing it;
- (e) words importing the singular include the plural and vice versa and each gender includes each other gender;
- (f) the headings shall not affect the construction of these Rules;
- (g) a reference to a person includes that person's successors and legal personal representatives;
- (h) words used to denote persons generally or importing a natural person include any club, corporation, body corporate, partnership or other body (whether or not the body is incorporated);
- (i) 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; and
- (j) any requirement that a person furnish a statement in writing shall, if the Board in its absolute discretion so determines, require the statement in writing to be furnished in the form of a statutory declaration.

4. POWERS

The Club may, in any manner permitted by the Act, exercise any power, take any action or engage in any conduct or procedure which under the Act a company limited by guarantee may exercise, take or engage in, subject to these Rules.

5. LIABILITY OF MEMBERS

Members shall not be required to contribute any funds to the Club's property in excess of the amount payable by the Member for an annual subscription under these Rules.

6. DISTRIBUTION OF PROFITS

All profits (if any), other income and property 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 amongst any of the Members.

7. MEMBERSHIP

7.1 Classes of Members

Members of the Club shall consist of persons who are:

- (a) Life Members;
- (b) Patrons;
- (c) Ordinary Members;
- (d) Junior Members; and
- (e) Honorary Members.

Subject to these Rules the Board shall have the power to prescribe additional classes of membership of the Club and to fix the qualifications, rights, privileges and obligations of all classes of Members.

7.2 Effect of Membership

Members acknowledge and agree:

- (a) these Rules constitute a contract between each of them and the Club and that they are bound by these Rules;
- (b) they shall observe these Rules and the rules and regulations of the Club and decisions of the Board in force from time to time;
- (c) they shall be bound to further to the best of their ability the objects, interests, influence and standing of the Club;
- (d) they shall not do or say anything that may bring the Club or its officers or employees into disrepute; and
- (e) these Rules are necessary and reasonable for promoting the objects of the Club.

7.3 Life Members

- (a) The Board may at their discretion nominate as a person entitled to become a Life Member any person they consider to be deserving of a life membership by reason of special services rendered to the Club.
- (b) The Board may at their discretion nominate as persons entitled to become Life Members any players who have completed ten years service with the Club.
- (c) The Board may elect any person nominated under this Rule to become a Life Member and any person elected as a Life Member shall enjoy the same rights and obligations as an Ordinary Member except that no membership fee shall be payable.

7.4 Patrons

- (a) The Board may at their discretion nominate and appoint a person or persons as a Patron of the Club.
- (b) Subject to 7.4(c), a Patron will enjoy the same rights and privileges as an Ordinary Member except that no membership fee shall be payable.
- (c) The Board may at their discretion grant any additional rights and privileges to Patrons or a class of Patrons.

7.5 Ordinary Members

Any person shall be eligible to be an Ordinary Member provided the person pays the fees, and complies with these Rules and the conditions laid down by the Board from time to time.

7.6 Junior Members

- (a) The Board may admit as a Junior Member such persons who have complied with the guidelines and rules set down by the AFL and the Club for students or juniors and who have paid the amount specified by the Board for Junior Members.
- (b) A Junior Member shall be restricted in their use of the Club facilities in accordance with the Liquor Reform Control Act and the Gambling Regulation Act.
- (c) A Junior Member is not entitled to vote at a meeting or election of the Club.

7.7 Honorary Members:

- (a) The Board may, at its discretion, appoint a person or persons as Honorary Members for any Membership Year.
- (b) Honorary Members are not entitled to vote at a meeting or election of the Club.

7.8 Power to decline admission of Members

The Board may, in its absolute discretion, decline to admit any person as a Member and need not give reasons for such a decision.

7.9 Power to suspend admission of Members

The Board may suspend the admission of Members or a class of Members at such times and for such periods as it thinks fit.

7.10 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 is expelled by the directors under Rule 7.11; or
- (d) 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.

7.11 Expulsion of Members

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

- (a) these Rules;
- (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.

7.12 Application of natural justice

In exercising its powers under Rules 7.9 and 7.11, the Board must have regard to, and comply with, the principles of natural justice.

7.13 Membership not transferable

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.

7.14 Equitable claims and nominees

No person shall hold any membership as a nominee of, 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.

7.15 Voting Members

- (a) The only persons entitled to vote at meetings or elections of the Club are Voting Members.
- (b) The number of Voting Members in aggregate must at all times constitute not less than 60% of all Members.
- (c) Authorised Gaming Visitors are not entitled to attend or vote at meetings or elections.

8. GENERAL MEETING

8.1 Annual general meetings

Subject to the provisions of the Act an annual general meeting shall be held at least once in every year and within the period of five months after the end of the Club's financial year.

8.2 Calling general meetings

A general meeting of the Club may be convened by the Board when and at such times and places as it thinks fit and shall be convened at the times and in the manner prescribed by the Act.

8.3 Entitlement to attend general meetings

All Members are entitled to attend meetings of the Club, but only Voting Members are, subject to these Rules, entitled to vote.

8.4 Notice of general meetings

- (a) Subject to these Rules, notice of any general meeting must be given within the time limits prescribed by the Act and in the manner authorised by Rule 17 to each person who at the date of the notice is a Voting Member, director and auditor of the Club.
- (b) A notice of general meeting must specify the place, day and hour of the meeting and, the general nature of business to be transacted at the meeting.
- (c) Notice of each annual general meeting must include details of each valid director candidate nomination received by the Club in accordance with Rule 10.1(c) together with copies of the relevant biographical material of such candidates as contemplated by Rule 10.1(c)(vi).
- (d) The business to be transacted at an annual general meeting will include the presentation of the annual financial report, director's report and auditor's report, announcing the results of the election of directors and the appointment of the auditor. The business to be transacted at an annual general meeting of the Club will not include the election of directors of the Club, which shall be conducted in accordance with Rule 10.1
- (e) Unless the Act provides otherwise:
 - (i) 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
 - (ii) except with the approval of the Board or the chairperson, no Voting Member 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 resolution and a copy of which has been made available to Voting Members to inspect or obtain.

- (f) Subject to the Act, the non-receipt of a notice by, or the accidental omission to give a notice to, any Member of any general meeting shall not invalidate any resolution passed at any such meeting.
- (g) A person's attendance at a general meeting waives any objection that person may have to:
 - (i) a failure to give notice, or the giving of defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
 - (ii) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting unless the person objects to considering the matter when it is presented.

8.5 Quorum at general meetings

- (a) The quorum for a general meeting shall be 20 Voting Members present in person or by proxy or attorney. No business shall be transacted at any general meeting except the election of a chairperson and the adjournment of the meeting, unless the requisite quorum be present at the commencement of business.
- (b) If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting:
 - (i) if convened upon a requisition of Voting Members, shall be dissolved; or
 - (ii) in any other case, shall stand adjourned to such day, and at such time and place as the Board determines, or if no determination is made by the Board, to the same day in the next week at the same time and place; and
 - (iii) if at such adjourned meeting a quorum be not present within 30 minutes from the time appointed for holding the meeting, the meeting shall be dissolved.

8.6 Chairperson

- (a) The President shall be entitled to take the chair at every general meeting of the Club.
- (b) If at any meeting:
 - (i) the President is not present at the time appointed for holding the meeting or being present is unwilling to act as chairperson of the meeting the vice-chairperson of the Board (if one has been elected by the Board) shall be entitled to take the chair; or
 - (ii) if at any meeting the vice-chairperson (if any) is not present at the time for holding the meeting or being present is unwilling to act as chairperson of the meeting, the Voting Members must elect as chairperson:

- A. another member of the Board who is present and willing to act; or
- B. if no member of the Board willing to act is present at the meeting, a Voting Member who is present and willing to act.

8.7 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 with the consent of the meeting adjourn the meeting from time to time and place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) If any general meeting is adjourned for more than 21 days, a notice of such adjournment shall be given to Voting Members in the same manner as notice was or ought to have been given of the original meeting.

8.8 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:
 - (i) in possession of a mobile phone, camera of any description or sound-recording device;
 - (ii) in possession of a placard or banner;
 - (iii) in possession of an article considered by the chairperson to be dangerous, offensive or liable to cause disruption;
 - (iv) who refuses to produce or permit examination of any article, or the contents of any article, in the person's possession;
 - (v) who behaves or threatens to behave in a dangerous, offensive or disruptive way; or
 - (vi) who is not entitled to receive notice of the meeting.
- (b) The chairperson may delegate this power to any person he or she considers fit.
- (c) A person, whether a Member or not, requested by the Board 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.

8.9 Decisions at general meetings

- (a) Except in the case of any resolution which as a matter of law requires a special resolution, 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 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 has a casting vote.
- (c) Every question submitted to a meeting shall be decided in the first instance by a show of hands of Voting Members present and entitled to vote.
- (d) At any meeting, unless a poll be demanded (before or upon the declaration of the result of the show of hands) by:
 - (i) the Chairperson; or
 - (ii) at least 20 Voting Members then present and entitled to vote on the resolution; or
 - (iii) by Voting Members present at the meeting and representing at least 5% of the total voting rights of all Voting Members having the right to vote on the resolution.

a declaration by the chairperson that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Club, signed by the chairperson of that or the next succeeding meeting, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- (e) If a poll be demanded, it shall be taken in such manner and at such time and place as the chairperson of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (f) The demand for a poll may be withdrawn. In the case of any dispute as to the admission or rejection of a poll, the chairperson shall determine the same and such determination made in good faith shall be final and conclusive and not questioned.
- (g) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- (h) No poll shall be demanded on the election of a chairperson of a meeting and a poll demanded on any question of adjournment shall be taken at the meeting and without adjournment.

8.10 Voting Rights

- (a) Subject to these Rules and to any rights and restrictions attached to any class of membership, at a general meeting every Voting Member present

in person or by proxy or attorney acting under power of attorney has one 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, provided that a proxy or attorney may not vote for any Voting Member with regard to the election of directors of the Club. Voting in respect of the election of directors of the Club may only be conducted in accordance with Rule 10.1.
- (c) An objection to the qualification of a person to vote at a general meeting:
 - (i) must be raised before or at the meeting at which the vote objected to is given or tendered; and
 - (ii) 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 8.10(c) is valid for all purposes.

8.11 Representations at general meetings

- (a) Subject to these Rules every Voting Member entitled to vote at a meeting of Members may vote in person, by proxy or by attorney acting under power of attorney, provided that a proxy or attorney may not vote for any Voting Member with regard to the election of directors of the Club. Voting in respect of the election of directors of the Club may only be conducted in accordance with Rule 10.1. A power of attorney must be signed in the presence of at least one witness.
- (b) A proxy need not be a Member of the Club.
- (c) A Voting Member may appoint a proxy or attorney to act in a particular meeting or make a standing appointment and may revoke any appointment.
- (d) An instrument appointing a proxy may be in the usual common form or in such other form as the Board may from time to time prescribe or accept.
- (e) An appointment of a proxy or attorney is not effective for a particular meeting of Members unless:
 - (i) in the case of a proxy, the proxy form and, if executed by an attorney, the relevant power of attorney or certified copy of it; and
 - (ii) in the case of an attorney, the power of attorney or a certified copy of it,

is received by the Club at its registered office or at a fax number of that office (or such other address specified for the purpose in the relevant notice of meeting) at least two Business Days before the time for which the meeting was called, or if the meeting has been adjourned, before the meeting is resumed.

- (f) A proxy shall be deemed to include the right to:
 - (i) demand or join in demanding a poll; and
 - (ii) act generally at the meeting for the Voting Member giving the proxy.
- (g) An instrument appointing a proxy whether in the usual common form or not shall (unless the contrary is stated) be valid as well for any adjournment of the meeting as for the meeting to which it relates.
- (h) Subject to these Rules, a vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous death of the appointing Voting Member or revocation of the proxy or power of attorney in respect of which the vote is given, unless written notice of the death or revocation has been received by the Club before the meeting.
- (i) A proxy or attorney has no power to act for a Voting Member at a meeting at which the Voting Member is present. A proxy has no power to act for a Voting Member at a meeting at which the Voting Member is present by attorney acting under a power of attorney.

9. APPROVAL OF MERGER OR INTERSTATE RELOCATION

9.1 Definitions

In this Rule 9:

“Merger Proposal” means any actual or proposed contract, arrangement or understanding the purpose of which is to merge or join the Club, or footballers employed, supported or controlled by the Club with any other club, team or entity (except an entity owned or controlled by the Club).

“Relocation Proposal” means any actual or proposed contract, arrangement or understanding the purpose or outcome of which will result in or require the Club to relocate from its Melbourne base to a location outside of the State of Victoria.

9.2 Approval requirements

The Club must not approve any Merger Proposal or any Relocation Proposal unless:

- (a) the Board has provided Members with full information about the Merger Proposal or the Relocation Proposal (as the case may be); and
- (b) the Board has convened a general meeting of the Club at which the Merger Proposal or the Relocation Proposal (as the case may be) is voted on by the Voting Members; and
- (c) at least 75% of the total votes cast by Voting Members at the meeting personally or by proxy or attorney acting under power of attorney are in support of the Merger Proposal or the Relocation Proposal (as the case may be).

10. DIRECTORS

10.1 Appointment, removal and meetings of directors

- (a) The Board may determine the number of Directors (not including alternate directors) from time to time provided that such number shall be not less than three nor more than 12.
- (b) To be appointed a director a person must:
 - (i) be at least 18 years of age;
 - (ii) be a Voting Member of the Club;
 - (iii) be nominated in accordance with the nomination procedure in Rule 10.1(c); and
 - (iv) be elected in accordance with the election procedure in Rule 10.1(d).
- (c) The nomination procedure for Voting Members seeking election as a director of the Club shall be as follows:
 - (i) The Club must inform all Voting Members of their entitlement to nominate another Voting Member for election as a director of the Club by placing an advertisement in a major newspaper in the city in which the Club's registered office is located and on the Club's website ("**Advertisement**") at least 56 days prior to the intended date of the annual general meeting at which the results of the election of directors will be announced.
 - (ii) A Voting Member must be nominated by 2 other Voting Members to be eligible as a candidate for election as a director of the Club.
 - (iii) Nominations must be made on the Club's nomination form which will be made available upon request from the returning officer appointed by the Club from time to time ("**Returning Officer**") and whose details shall appear in the Advertisement.
 - (iv) Nominations must be returned to the Returning Officer between the opening and closing dates specified in the Advertisement.
 - (v) A Voting Member who has been nominated in accordance with the above procedure will not be accepted by the Club as a candidate for election as a director of the Club unless the Voting Member has provided the Club with a signed acknowledgement and undertaking, to be provided by the Club, which states that the Voting Member agrees that:
 - A. The Voting Member will not send any material, written or otherwise, to other Members in relation to the election of directors of the Club without the prior written consent of the Club or the other Members; and

- B. The Voting Member will not access, or attempt to gain access to, the Members Register for any purpose in relation to the election of directors of the Club.
- (vi) A Voting Member who has been nominated in accordance with the above procedure and accepted as a candidate for election as a director of the Club (“**Candidate**”) is entitled to require the Club to distribute, at the Club’s expense, a statement not exceeding 250 words about the Candidate in relation to their election as a director of the Club (“**Candidate Statement**”) provided that the Candidate provides the Candidate Statement to the Club at least 35 days prior to the intended date of the annual general meeting at which the results of the election of directors will be announced.
 - (vii) The Club reserves the right to reject or edit any Candidate Statement that the Club reasonably considers to be offensive, defamatory, racist, sexist or otherwise likely to bring the Club, other Candidates or the Club’s officers, agents or employees into disrepute.
 - (viii) The Club must provide Voting Members with the details of all Candidates and copies of all Candidate Statements when providing Voting Members with a notice of the annual general meeting at which the results of the election of directors will be announced.
- (d) The election of directors of the Club will occur in accordance with the following procedure:
 - (i) Voting Members shall each have 1 vote (notwithstanding that a Voting Member may hold more than one membership of the Club) which they may use to vote for up to as many Candidates as there are available director positions on the Board to be filled at the relevant election. Votes which are cast in favour of more Candidates than available director positions on the Board shall be deemed invalid and will not be counted.
 - (ii) If the number of Candidates does not exceed the number of vacancies on the Board to be filled at the relevant election, then those Candidates shall be deemed to have been duly elected and will be declared duly elected without the need for an election to occur.
 - (iii) If the number of Candidates exceeds the number of vacancies on the Board to be filled at the relevant election, then Directors will be elected from the Candidates by secret ballot and on a “first-past-the post” basis.
 - (iv) Voting Members may only 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 his agents and

returning it to the Returning Officer or his agents before the date specified by the Returning Officer.

- (v) When providing Voting Members with a notice of the annual general meeting at which the results of the election of directors will be announced, the Club shall provide Voting Members with:
 - A. The internet address and any other relevant particulars of the online voting system;
 - B. The address and contact details of the Returning Officer;
 - C. The opening and closing dates for the period during which electronic votes must be lodged in order to be accepted; and
 - D. The date by which validly completed postal ballot forms must be received by the Returning Officer or his agents in order to be accepted.
- (vi) All voting by Voting Members for the election of directors of the Club, whether by electronic voting or by postal ballot form, must be completed prior to the scheduled commencement time of the relevant annual general meeting, with no votes to be accepted after the time that is 48 hours prior to the scheduled commencement time of the annual general meeting at which the results of the election of directors will be announced.
- (e) The Club in general meeting may from time to time increase or reduce the maximum or minimum number of directors but the minimum shall not be reduced below three.
- (f) The Board shall have the power at any time to appoint any other person (being a Voting Member) to be a director provided that the total number of directors shall not at any time exceed the maximum number fixed by these Rules and so that any director so appointed shall hold office only until the next following general meeting of the Club and shall then be eligible for re-election.
- (g) If at any time the number of directors falls below the minimum number fixed by or in accordance with these Rules, the continuing director(s) may, except as regards an act or matter required to be done in an emergency, only act for the purpose of increasing the number of directors to that minimum number or of calling a general meeting of the Club but for no other purpose.
- (h) Subject to the Act, the Club may by resolution remove any director before the expiration of that person's period of office and appoint another person in his or her stead.
- (i) Subject to these Rules at every annual general meeting of the Club one-third of the members of the Board or, if their number is not an integral multiple of three, the number nearest one-third shall retire and be eligible for re-election. The members so retiring shall be the longest in office and

in the case of equal seniority the order of retirement shall in default of agreement be determined by lot.

- (j) Subject to these Rules, a director must retire upon the expiration of three terms in office and is not eligible for re-election.

10.2 Chairperson and President

- (a) The chairperson of the Board shall be elected by a simple majority of all directors from amongst their number at the first Board meeting following the annual general meeting in each year.
- (b) The chairperson shall be the President of the Club.

10.3 Payments to directors

No fees or other remuneration will be paid to directors, except that every director shall be entitled to be paid out of the funds of the Club all reasonable travelling hotel and other out-of-pocket expenses incurred in attending meetings of the Club or of the Board or any committees of the Board or while engaged on the business of the Club.

10.4 Disclosing directors' interests

- (a) In addition to any disclosures required under the Act, the directors may make rules requiring the 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 entity or in any other matter. The extent to which, and the conditions on which, disclosure is required will be determined by the Board. 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 requirements for disclosure under the Act or with any rules made under Rule 10.4(a).

10.5 Alternate directors

Subject to the Act, each director has power from time to time, in writing to appoint any person (being a Voting Member) approved by a majority of the remaining directors to act as an alternate director in his or her place, whether for a stated period or periods or until the happening of a specified event or from time to time, whether by absence or illness or otherwise, and a copy of any such appointment shall be given by the appointor to the Club and shall take effect immediately upon receipt at the Club's registered office. An alternate director appointed under this Rule:

- (a) may be removed or suspended from office by written notice from the director by whom the alternate director was appointed to the Board;
- (d) shall be entitled to receive notice of, attend and vote at, meetings of the Board if the director by whom the alternate director was appointed is not present;

- (e) shall be entitled to exercise all the powers (except the power to appoint an alternate director) and perform all the duties of a director, insofar as the director by whom the alternate director was appointed had not exercised or performed them;
- (f) shall not be entitled to receive any remuneration as a director from the Club (but the alternate director may receive reimbursement pursuant to Rule 10.3);
- (g) shall vacate office if the director by whom the alternate director was appointed should vacate office or die;
- (h) shall not be taken into account in determining the number of directors if the appointing director is counted for such purposes; and
- (b) shall, whilst acting as a director, be responsible to the Club for his or her own acts and defaults and shall not be deemed to be the agent of the director by whom the alternate director was appointed.

10.6 Vacation of office

In addition to the circumstances prescribed in the Act, the office of a director shall be vacated if the director:

- (a) becomes an insolvent under administration or suspends payment of his or her debts;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
- (c) is convicted of an offence and the Board does not within one month after that conviction resolve to confirm the director's appointment or election (as the case may be) to the office of director;
- (d) resigns office by notice in writing to the Club ;
- (e) is removed from office or ceases to hold office pursuant to these Rules;
- (f) ceases to be Member; or
- (g) is absent from meetings of the Board for three consecutive months without leave of absence from the Board and the other directors resolve that the office is vacated.

10.7 Proceedings of directors

- (a) The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Three directors shall form a quorum.
- (b) The Club secretary will use reasonable endeavours to give notice to directors reasonably believed by the secretary to be outside Australia.
- (c) The Board or the secretary, upon the request of two directors, may at any time convene a Board meeting.

- (d) Questions arising at any meeting of the Board shall be decided by a simple majority, and, in the case of an equality of votes, the chairperson shall not have a second or casting vote.
- (e) The Board may elect a vice-chairperson of its meetings and determine the period for which he or she is to hold office but if no vice-chairperson be elected or if at any meeting the President or vice-chairperson are not present at the time appointed for holding such meeting the directors present shall choose one of their number to be chairperson of such meeting.
- (f) A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Board generally by or under these Rules.
- (g) The contemporaneous linking together by telephone or other electronic means of a number of directors sufficient to constitute a quorum constitutes a meeting of the Board and all provisions in these Rules relating to meetings of 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.
- (h) A meeting by telephone or other electronic means is taken to be a meeting held at the place determined by the chairperson of the meeting provided that at least one of the directors involved was at that place for the duration of the meeting.

10.8 Circulating resolution

A resolution in writing signed by all the directors for the time being present in Australia (not being less than the number required for a quorum at a meeting of the Board) shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in the like form each signed by one or more of the directors.

10.9 Committees

- (a) The Board may, by resolution delegate any of its powers to committees consisting of such directors or any person or persons as the Board thinks fit to act. Any committee so formed or persons so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed by the Board.
- (b) The meetings and proceedings of any committee shall be governed by the provisions contained in these Rules for regulating the meetings and proceedings of the Board, so far as the same are applicable and are not superseded by any regulations made by the Board.

10.10 Validity of Acts

All acts done at any meeting of the Board or by a committee or by any person acting as a director are not invalidated by reason only of:

- (a) some defect in the appointment of the directors or the committee, or members of the committee; or
- (b) persons being disqualified 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.

10.11 Powers of directors

- (a) The management and control of the business and affairs of the Club shall be vested in the Board, which (in addition to the powers and authorities expressly conferred upon it by these Rules) may exercise all such powers which are not required by the Act or these Rules to be exercised or done by the Club in general meeting.
- (b) For the avoidance of doubt, the Board shall be responsible for:
 - (i) managing the Club for the purposes of the Liquor Control Reform Act; and
 - (ii) nominating a natural person who satisfies the criteria set out in the Gambling Regulation Act as licensee on behalf of the Club.

11. MINUTES

The Board shall cause minutes to be duly entered in books provided for the purpose:

- (a) of the names of the directors present at each meeting of the Board and of any committee; and
- (b) of all resolutions and proceedings of general meetings and of meetings of the Board and any committee,

and any such minutes of any meeting of the Board or of any committee or of the Club, if purported to be signed by the chairperson of such meeting or by the chairperson of the next succeeding meeting, shall be received as prima facie evidence of the matters stated in such minutes. Such minutes shall be entered in the relevant books within one month after the relevant meeting is held.

12. ADMINISTRATION OF THE CLUB BY THE AFL

- (a) If the AFL becomes entitled, pursuant to the terms of any agreement between the Club and the AFL, to appoint one or more administrators of the Club and its assets, properties and rights, the AFL may give, at any time after such entitlement arises and notwithstanding that the AFL is not a Member, the Club a notice in writing, delivered to the registered office for the time being of the Club, to the effect that:
 - (i) the persons who are then members of the Board have ceased to hold office on and from the date of the notice; and

- (ii) not less than three persons (who need not be Members) named in such notice ("**AFL Directors**") have become the sole members of the Board,

and the notice shall take effect in accordance with its terms and all the powers conferred by these Rules and by law upon the Board shall vest in, and be exercisable by, the AFL Directors on and from the date set out in the notice. A notice shall only be valid if it complies with the requirements of the Act concerning the minimum numbers of directors applicable to a company of the same type as the Club.

- (b) Notwithstanding anything in these Rules, while the Board comprises the AFL Directors, the AFL Directors shall not be subject to retirement by rotation and at any meeting of the Board during the term of appointment of the AFL Directors, not less than three of the AFL Directors shall constitute a quorum.
- (c) If a resolution is proposed to remove any of the AFL Directors under the Act, the Club shall not send a notice calling a general meeting to consider that resolution to any of the Members unless the notice also includes an intended resolution nominating a person or persons to fill the vacancy or vacancies which would be caused by the removal of any one or more of the AFL Directors, being a person or persons first approved by the AFL by notice in writing to the Club.
- (d) The AFL may at any time by a notice in writing delivered to the registered office for the time being of the Club appoint any one or more other persons as AFL Directors and remove and replace any one or more AFL Directors but so that the number of Directors is never less than the minimum number required by the Act.
- (e) When the AFL Directors determine that it is appropriate for them to retire as directors of the Club, having regard to the terms of any agreement between the Club and the AFL, they may at their sole discretion:
 - (i) call for nominations of candidates for election to a proposed new Board and, if necessary, convene a general meeting for the purpose of holding an election in respect of the nominees for such new Board; or
 - (ii) call such meetings as may be required by the Act for the purpose of resolving that the Club be wound up voluntarily and appointing a liquidator or liquidators to wind up the affairs of the Club; or
 - (iii) cause the Club to make an application in accordance with the Act for an order of the court that the Club be wound up.
- (f) Upon a new Board being constituted, the AFL Directors shall cease to hold any office in the Club and the persons elected or appointed as replacements shall become the sole members of the Board. The new members shall hold office as directors until the conclusion of the next annual general meeting when they shall all retire but, being eligible, may stand for re-election at such meeting.

- (g) In the case of a conflict between any provision contained in this Rule 12 and any other provision in these Rules, the provisions in this Rule 12 shall prevail.

13. THE SEAL

The Board shall provide for the safe custody of the Seal which shall never be used except by the authority of a resolution of the Board or of a committee. Every instrument to which the Seal is affixed shall be signed by a director and countersigned by the Club secretary or by a second director or by some other person appointed by the Board for the purpose.

14. CHEQUES, BILLS, ETC.

All cheques, bills of exchange and promissory notes shall be signed, drawn, made, accepted or endorsed (as the case may be) for and on behalf of the Club by two directors, or by one director and the Club secretary or some other officer authorised by the Board, or in such other manner as the Board may from time to time determine.

15. ACCOUNTS

- (a) The Club shall keep such accounting records as correctly record and explain the transactions of the Club (including any transactions as trustee) and the financial position of the Club and shall keep its accounting records in such a manner as will enable the preparation from time to time of true and fair accounts of the Club and shall keep its accounting records in such a manner as will enable the accounts of the Club to be conveniently and properly audited in accordance with the Act. The accounting records shall be kept at the Club's registered office or otherwise in accordance with the Act.
- (b) The Board shall, subject to the provisions of the Act, from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Club or any of them shall be open to the inspection of the Members, and no Member shall have any right of inspecting any account or book or document of the Club unless and except as conferred by statute or authorised by the Board or by a resolution of the Club in general meeting.
- (c) The Board shall cause to be laid before each annual general meeting a copy of the profit and loss account and balance sheet in respect of the last completed financial year of the Club together with group accounts (if applicable) made out in accordance with the provisions of the Act.
- (d) The Club shall observe the provisions of the Act as to the despatch of a copy of the profit and loss account balance sheet and other documents to all persons entitled to receive notice of general meetings of the Club.

16. AUDIT

The Club shall observe the provisions of the Act in relation to the appointment of an auditor or auditors.

17. NOTICES

- (a) A notice may be served by the Club upon any Member by:
 - (i) serving it personally on the Member;
 - (ii) sending it by post in a prepaid envelope to the Member's registered place of address in the Members Register;
 - (iii) sending it to the fax number which the Member has supplied for the giving of notices; or
 - (iv) sending it to the e-mail address which the Member has supplied for the giving of notices.
- (b) The Members acknowledge and agree that by providing the Club with either a fax number or an e-mail address for the purposes of receiving notices issued under these Rules or the Act, a Member consents to receiving such notices from the Club via either of those communication methods and it is the responsibility of the Member to ensure that the details provided to the Club for such communication methods are correct.
- (c) If any Member does not provide the Club with either a correct place of address, a correct fax number or a correct email address, a notice exhibited in the registered office of the Club or on the Club website for a period of 48 hours shall be deemed to have been duly served on such Members at the expiration of such period.
- (d) Any notice sent by post shall be deemed to have been served at the expiration of 24 hours after the envelope containing the same is posted and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (e) Any notice sent by fax to the nominated fax number shall be deemed to have been served upon completion of the transmission and in proving such service it shall be sufficient to provide a copy of the successful transmission report.
- (f) Any notice sent by e-mail to the nominated email address shall be deemed to have been served upon delivery of that e-mail and in proving such service it shall be sufficient to provide a copy of the sent e-mail.
- (g) Subject to the Act, where a given number of days notice or notice extending over any other period is required to be given, either the day of service or the day upon which the notice will expire (but not both) shall be reckoned in the number of days or other period.

18. WINDING UP

If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities, any remaining property shall not be paid or distributed amongst the Members but shall be given or transferred to some institution or institutions having objects substantially similar to the objects of the Club and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Club, such institution or institutions to

be determined by the Members at or before the time of dissolution and if not, by a judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

19. INDEMNITY OF OFFICERS

Every present and past director, agent, auditor, secretary and other officer for the time being of the Club and any administrator appointed by the AFL pursuant to the terms of any agreement between the Club and the AFL shall be indemnified out of the assets of the Club against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Act granted by the Court.

20. LIQUOR AND GAMING

20.1 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 visitor to the Licensed Premises may be supplied with liquor unless the visitor is:
 - (i) a guest in the company of a Member; or
 - (ii) an Authorised Gaming Visitor admitted in accordance with the Rules of the Club; and
- (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.

20.2 Members Register

The Members Register must be maintained by the secretary of the Club in accordance with the Act.

20.3 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:
 - (i) the name and residential address of each Member admitting a guest;
 - (ii) the name and residential address of the guest; and
 - (iii) the date on which the guest was admitted to the Licensed Premises.

20.4 No commissions

No payment may be made to any officer or employee of the Club which is a commission or allowance relating to the sale or disposal of liquor by the Club.

20.5 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 any person authorised to do so by the Club;
- (c) an Authorised Gaming Visitor must:
 - (i) carry identification at all times whilst on the Licensed Premises; and
 - (ii) comply with any relevant Rules of the Club whilst on the Licensed Premises.

20.6 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 admission to the Licensed Premises.

20.7 Gaming proceeds

All proceeds received by the Club from Gaming will be applied by the Board in accordance with Rule 6.

20.8 Inspections

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.

21. TRANSITIONAL PROVISIONS

The following transitional rules apply:

- (a) Rules 10.1(i) and (j) will not apply for the 2009, 2010, 2011 and 2012 annual general meetings.

- (b) At the 2009 annual general meeting, no directors will retire.
- (c) At the 2010 annual general meeting, one-third of the members of the Board or, if their number is not an integral multiple of three, the number nearest one-third shall retire and be eligible for re-election. The members so retiring shall be decided by agreement between the directors or, if no agreement is reached, by lot.
- (d) At the 2011 annual general meeting, one-third of the members of the Board or, if their number is not an integral multiple of three, the number nearest one-third shall retire and be eligible for re-election. The members so retiring shall not be those directors who were elected at the 2010 annual general meeting and shall be decided by agreement between the directors or, if no agreement is reached, by lot.
- (e) At the 2012 annual general meeting, the members of the Board who were not elected at the 2010 and 2011 annual general meetings shall retire and be eligible for re-election.
- (f) Nothing in Rules 21(a) to (e) precludes the Board from appointing a director under Rule 10.1(f) or (g) and if a director is appointed under Rule 10.1(f), that director shall hold office until the 2010 AGM at which time that director must retire (and is eligible for re-election) and will be counted as one of the members of the Board that are required to retire in accordance with rule 21(c).