CORPORATIONS ACT

PUBLIC COMPANY LIMITED BY GUARANTEE

CONSTITUTION

- OF THE -

ESSENDON FOOTBALL CLUB

(A.C.N. 004 286 373)

#524092v1

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- OF THE -

ESSENDON FOOTBALL CLUB

(A.C.N. 004 286 373)

NAME

1 The name of the company is the ESSENDON FOOTBALL CLUB ("the Club").

2 The name of the Club or its colours will not be changed except by Special Resolution.

MOTTO, COLOURS, UNIFORM AND HOME GROUND

3 Motto

The motto of the Club will be "*Sauvitor in modo fortiter in re*" which is translated as "*Gentle in manner, resolute in deed*".

4 Colours

The Colours of the Club will be red and black.

5 Uniform

The uniform for the AFL Premiership season will consist of a black jumper or guernsey with a red sash, red and black socks and white or black shorts. Such uniform will be worn at all matches subject to the rules and directions of the AFL.

6 Home Ground

6.1 The Home Ground/s of the Club from time to time will be at such place/s as determined by not less than sixty per cent of the Board. The Board may determine that the Club will concurrently have more than one Home Ground.

6.2 Within three months of any determination by the Board in relation to the Home Ground, the Board must call a general meeting for the purpose of approving or rejecting the Board's determination of Home Ground.

6.3 The Board's determination will be deemed to have been approved by the Eligible Members if such determination is not rejected by at least sixty percent of Eligible Members present and voting at such general meeting.

DEFINITIONS AND INTERPRETATION

7 In this Constitution, unless inconsistent with the subject matter, the following definitions will apply:

7.1 **"AFL"** means the Australian Football League (ACN 004 155 211) and its successors;

7.2 **"AFL Essendon Club Support Member"** means a member of the AFL who has subscribed to:

7.2.1 an AFL club support package in respect of the Essendon Football Club; or

7.2.2 such other AFL membership package, in respect of which, the AFL represents that subscribers will be entitled to all of the rights, privileges and benefits of Members of the Essendon Football Club, and the AFL has compensated the Club accordingly;

7.3 "**AFL Licence**" means the licence agreement entered into between the Club and the Victorian Football League on 25 January 1986 as amended from time to time, and including any licences entered into between the Club and the AFL that are intended to replace the AFL Licence;

7.4 **"Appointed Director"** means one or more Directors, who have been appointed to serve as Directors of the Club in accordance with Clauses 71 to 75 inclusive;

7.5 **"Board"** means the Board of Directors of the Club as constituted from time to time;

7.6 **"Chief Executive Officer"** means the Chief Executive Officer of the Club, or such other person who has been appointed to carry out the roles and responsibilities of the Chief Executive Officer;

7.7 **"Chairman"** means the Chairman of the Board;

7.8 **"Club"** means this company as named in Clause 1;

7.9 **"Constitution"** means this Constitution of the Club as amended from time to time;

7.10 **"Director"** means a member of the Board of Directors, and includes Elected Directors and Appointed Directors;

7.11 **"Elected Director"** means a Director who has been elected as a Director in accordance with this Constitution, or appointed to fill a casual vacancy of an Elected Director;

7.11A "**Eligible Member**" means a Member entitled to attend and vote at any general meeting of the Club;

7.12 **"Football"** means Australian Rules Football, and "**Footballers**" will have a corresponding meaning;

7.12A **"Hall of Fame"** means the facility of the Club referred to in Clause 9.5;

7.13 **"Home Ground"** means the home ground or grounds of the Club from time to time;

7.14 **"Licensed Premises"** means those parts of any premises of the Club which have been licensed for the provision of liquor and gambling facilities;

7.14A **"Loan Collections"** means those items lent to the Hall of Fame for specific exhibitions or research in relation to which items property remains with the lender;

7.14B **"Match Day Member"** means a Member referred to in Clause 25;

7.15 **"Member"** means a natural person who is a Member from time to time;

7.16.1 **"Membership Fee"** means the Membership Fee determined in accordance with this Constitution, as payable by Members each year;

7.16.2 **"Payment of Membership Fee"** means, particularly for the purposes of Clauses 12, 16, 17, 19, 23, 26, 27 and 28:

7.16.2.1 Payment of Membership Fee in full, on or before 30th June in the year in question; or,

7.16.2.2 Payment of Membership Fee by instalment, where the Member has, on or before 30th June in the year in question, entered into an agreement with the Club to pay the Membership Fee by instalments, and has complied with the terms of the agreement as at that date;

7.17 **"Office"** means the registered office of the Club;

7.17A **"Permanent Collections"** means those items collected by way of donation, bequest, purchase or transfer for display in the Hall of Fame and in respect of which property passes to the Club upon acquisition;

7.18 **"Person"** includes male and female persons;

7.19 **"Returning Officer"** means the person serving as Returning Officer of the Club as described in Clauses 64 to 70 inclusive;

7.20 **"Secretary"** means the person appointed to perform the duties of secretary of the Club;

7.21 **"Social Activities"** means the provision of liquor, gambling, food, entertainment and related activities to Social Members at Licensed Premises;

7.22 **"Social Facilities"** means the Licensed Premises and related facilities upon which any Social Activities are conducted;

7.23 **"Social Member"** means a natural person who is appointed to one of the classes of membership permitted to engage in Social Activities on the Licensed Premises and "Social Membership" has a corresponding meaning;

7.24 **"Special Resolution"** means a resolution that has been passed by at least 75% of the votes cast by Eligible Members, and of which notice has been given in accordance with the Corporations Act; and

7.25 **"Visitor"** means any person other than an authorised gaming visitor as referred to in Clause 124P admitted to the Licensed Premises by a Social Member.

8 Unless inconsistent with the subject matter, the following rules of interpretation will apply:

8.1 Words importing the singular include the plural and vice versa and words importing the masculine include the feminine and neuter and vice versa;

8.2 A reference to any Act of Parliament or section thereof or schedule thereto will be read as if the words "or any statutory modification or re-enactment thereof or substitution therefore" were added to the reference;

8.3 A word or phrase which is given a special meaning by the Corporations Act will, where the context permits, have the same meaning in this Constitution except that to the extent of any inconsistencies between meanings in this Constitution and the Law, the special meaning given by this Constitution will prevail;

8.4 To the extent of any inconsistency between this Constitution and any replaceable rule contained in the Corporations Act, this Constitution will prevail, and such replaceable rule will be deemed to have been displaced or modified accordingly;

8.5 References to clauses, sub-clauses and paragraphs are references to clauses, sub-clauses and paragraphs of this Constitution;

8.6 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;

8.7 "writing" includes typewriting, printing, lithography, photography and other modes of representing or reproducing information in a visible form, including without limitation the communication of information in the form of data, text or images by means of guided and/or unguided electromagnetic energy, and "written" has a corresponding technology neutral meaning;

8.8 "sign" includes such electronic methods of signing as the Board may determine from time to time, and "signed" has a corresponding meaning;

8.9 Any marginal notes or headings are included for convenience and do not affect the interpretation of this Constitution; and

8.10 The financial year of the Club will commence on the first day of November in each year and terminate on the last day of October in the following year, PROVIDED THAT the financial year of the Club may be changed from time to time in accordance with the Corporations Act.

OBJECTS AND POWERS OF THE CLUB

9 The objects and powers for which the Club is established are:

9.1 Football and Sporting

9.1.1 To promote the playing of Football in general.

9.1.2 To promote the playing of Football in particular, by maintaining, providing, supporting and controlling a team or teams of Footballers bearing the name of the Essendon Football Club in any competition with other clubs primarily within Australia, but if necessary or desirable in the opinion of the Board in any other part of or the world.

9.1.3 To employ and pay professional Footballers to play in the Club teams.

9.1.4 To employ and pay other professional staff to act as trainers, managers and/or coaches of the Club teams.

9.1.5 To establish, rent, hire, own, or enter into arrangements in relation to the use of grounds, equipment and paraphernalia for the playing of Football.

9.1.6 To establish promote or assist in establishing or promoting or to subscribe to or become a member of or amalgamate with:

9.1.6.1 any club or association or league with objects similar either in whole or in part to those of the Club;

9.1.6.2 any club or association or league which may be beneficial to the Club

and to pay any subscription fee or sum payable to such club or association or league PROVIDED THAT any such amalgamation may only be made with a club or association or league that is restricted to an extent at least equally as great as the Club in relation to the distribution of income or property.

9.1.7 To join and subscribe to the Associations known as the Australian Football League, Football Victoria, their successors and/or any other body having a similar object or objects.

9.1.8 To promote foster and develop sport in the community through direct participation, funding or management of sporting teams.

9.2 Social and Facilities

9.2.1 To purchase or take on lease from time to time such land premises or buildings or part of a building or any personal property as may be required for the purposes of the Club and to construct, alter, add to or maintain the said land or any premises or any building or part of a building required for the purpose of the Club and from time to time to sell, transfer, let, sub-let, mortgage, charge, pledge, dispose of or otherwise deal with the whole or any part of the land premises or buildings or part of a building or personal property owned or leased by the Club.

9.2.2 To apply for, hold, receive, renew, transfer and surrender any permits or licenses that may be required from time to time to allow the Club to provide for or sell to Members beer, spirits or liquors, tobaccos or any other goods in accordance with any and all applicable laws.

9.2.3 To apply for, hold, receive, renew, transfer and surrender any permits or licenses that may be required from time to time to allow the Club to conduct gaming and other ancillary activities in accordance with any and all applicable laws.

9.2.4 To establish, maintain and carry on for the purposes set out in Clause 9.1, club rooms and facilities for the accommodation, convenience and enjoyment of Members and their friends upon premises upon which the Club is the bona fide occupier and generally to afford all such persons the usual privileges, advantages, conveniences, accommodation and means of enjoyment (including the provision of liquor and lawful games) as are usually provided for the Members of the Club and to apply such of the funds as the Board shall deem appropriate from time to time derived from such activities towards the achievement of the objects set out in Clause 9.1.

9.3 Administration

9.3.1 To engage and employ staff, secretaries or managers and all other persons considered necessary for carrying on the Club and to dismiss such persons and to pay such persons in return for services rendered to the Club salaries, wages, bonuses, gratuities and pensions.

9.3.2 To invest and deal with the moneys of the Club not immediately required for carrying on the Club in such manner as may from time to time be determined by the Club and to lease, sell or deal with any real or personal property of the Club as may from time to time be determined by the Club.

9.3.3 To borrow or raise or secure the payment of money in such manner as determined by the Club and in particular by the

issue of debentures or debenture stock and/or by similar mortgage or charge or lien upon all or any part of the property or assets (whether present or future) of the Club and to purchase, redeem or pay off any such loans or securities or accept the surrender of same.

9.3.4 To draw, make, accept, endorse, execute, discount and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments and to give any guarantee for the payment of money or the performance of any obligation or undertaking and on that behalf to give any security upon the property of the Club.

9.3.5 To insure against all risks liabilities and eventualities as may seem advisable and to apply the proceeds of any claim under any insurance in such manner and for such purpose or purposes as will be thought fit.

9.4 Community

9.4.1 To support and subscribe to any charitable or public institution, society, association or any movement.

9.5 Social Cultural and Historical Facilities

9.5.1 To research the social, cultural and historical development of sport and in particular Australian Rules Football.

9.5.2 To receive and integrate into the Club the assets, funds and liabilities of the Trust known as the Essendon Football Club Hall of Fame.

9.5.3 To operate and promote a Hall of Fame to recognise and honour the players, supporters, officials, history and traditions of the Club.

9.5.4 To provide all necessary facilities including audiovisual, computer and other facilities for the operation and promotion of the Hall of Fame and to promote and make available books, publications, studies and research material related to the history and endeavours of the Club.

9.5.5 To conduct seminars, lectures and courses in relation to the matters set out in Clause 9.5.

9.6 Other General Objects and Powers

9.6.1 To accept any gift of any real or personal property.

9.6.2 To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them or which may be calculated to advance directly or indirectly the interests of the Club, the Members and/or the game of Football.

MEMBERS

10 The Members will be:

10.1 the Members at the date of adoption of this Constitution; and

10.2 those persons who subsequently become Members in accordance with this Constitution.

11 This Constitution has the effect as a binding contract:

11.1 between the Club and each Member;

11.2 between the Club and each Director and Secretary; and

11.3 between each Member and each other Member.

12 The payment by any Member of their Membership Fee (or in the case of AFL Essendon Club Support Members, subscription to a relevant AFL membership package) will confirm their agreement to be bound by this Constitution and the policies and procedures of the Club.

13 Except for junior members, no person under eighteen years of age will be admitted as a Member.

14 The liability of the Members is limited.

CLASSES OF MEMBERSHIP

The Club will consist of the following classes of Members:

15 Life Member

15.1 A life member is a Member who has been elected as a life member by the Board in its absolute discretion.

15.2 A life member is entitled to all the privileges of ordinary membership without payment of further Membership Fees.

16 Ordinary Member

16.1 An ordinary member is a person, eighteen years of age or above, who will have duly applied to be a Member of the Club and will have paid the appropriate Membership Fee.

16.2 Unless the Board determines to the contrary, AFL Essendon Club Support Members, will be ordinary members without any requirement to pay any further Membership Fee.

17 Junior Member

17.1 A junior member is a person who is under the age of eighteen years as at the first day of January in the year to which the membership relates, who will have duly applied to be a Member of this Club and will have paid the appropriate Membership Fee.

17.2 A junior member will not be entitled to attend and/or vote at any meeting of the Club.

18 Honorary Member

18.1 An honorary member is any person, upon whom the Board has conferred an honorary membership of the Club. Honorary membership may only be conferred by the Board for one membership year at a time.

18.2 Notwithstanding the immediately preceding Sub-clause, honorary members will not be:

18.2.1 required to pay any Membership Fees;

18.2.2 entitled to attend and/or vote at any meeting of the Club; and/or

18.2.3 liable for any proportion of the liabilities of the Club.

19 Non-Voting Member

19.1 A non-voting member is any Member of the Club who paid their Membership Fee after the 30th day of June in that year.

19.2 Subject to any restrictions imposed by the Board and/or AFL, non-voting members will have all the rights of membership of the Club, PROVIDED THAT non-voting members will not be entitled to attend and/or vote at any meeting of the Club or upon any ballot, or stand for election as a Director.

20 Other Classes of Membership

20.1 The Board, in its absolute discretion has the right to establish other classes of membership from time to time including for Social Membership.

20.2 The Board may, from time to time prescribe the Membership Fees, rights and benefits that are applicable to each class of membership PROVIDED THAT such Membership Fees, rights and benefits may be greater and/or lesser than those applicable to ordinary members including for Social Membership.

21 Voting Rights

Except as otherwise provided in this Constitution all Members, other than junior members, honorary members, social members and non-voting members are Eligible Members.

MEMBERSHIP APPLICATION AND FEES

22 Subject to any requirements of or directions by the AFL, the Board has the power from time to time to determine the Membership Fees that are applicable to each class of membership and the timetable of payment of any such Membership Fee, so long as the payment of Membership Fee is

completed prior to the commencement of the annual general meeting for the year in question.

23 To obtain or renew membership a person must either:

23.1 complete and sign the membership application in the form determined by the Board from time to time, and pay the applicable Membership Fee; and/or

23.2 be a current AFL Essendon Club Support Member.

24 The Secretary will retain all signed membership applications together with any records received from the AFL in respect of AFL Essendon Club Support Members and will produce such applications and records to the Returning Officer for verification (if required) as to the identity of any person voting at any election or general meeting of the Club.

25 Every Match Day Member is entitled to receive from the Club (or the AFL as the case may be), a ticket which entitles them to be admitted to all matches played by the Club at the Home Ground (subject to available capacity and other entry conditions as determined by the relevant authority), together with such other rights or restrictions as the Board and/or the AFL may determine from time to time.

26 Membership of the Club will be for one year (or part thereof). A Member's membership will commence on the later of:

26.1 payment of the Membership Fee for that year; and

26.2 the close of the annual general meeting for the previous year;

and such membership will cease immediately after the close of the annual general meeting for that year.

27 No Member whose Membership Fee is unpaid or who owes any money to the Club for arrears of Membership Fees or fines, will be entitled to vote at any meeting or upon any ballot, or be eligible to be nominated for election as a Director.

28 Any person who pays to the Club in any year, more than the amount fixed as the Membership Fee for that year, will if they apply for membership, or have been a Member the previous year, be admitted as an ordinary member for that year, without payment of any further fee.

29 The Club:

29.1 has the right to refuse any application for membership;

29.2 must not accept more than one application for membership from any person; and

29.3 must not accept any applications for membership made by a nominee or by a person acting as trustee for another person or other persons.

REGISTER OF MEMBERS

30 The Club will cause to be kept a register of members which will contain the full names and addresses of Members, together with their respective membership number. Upon application for or renewal of membership, the Secretary will cause the required details to be entered into the register of members. All such entries will be made within one month after receipt of such application for membership has been received.

31 The Board may require details in addition to those details that are required in accordance with the immediately preceding Clause, to be recorded in the register of members.

32 The register of members may be kept using such technological means as the Board may determine from time to time.

33 A Member changing their full name and/or address must immediately notify the Club in writing of such change.

GENERAL MEETINGS

34 The annual general meeting of the Club will be held in December each year, or at such other time as the Board may, subject to the Corporations Act, determine from time to time.

35 The annual general meeting of the Club will be held for the purposes of:

35.1 electing Directors in accordance with this Constitution;

35.2 considering the financial accounts of the Club made up to the end of the previous financial year;

35.3 considering the reports of the Directors;

35.4 considering the report of the Chief Executive Officer;

35.5 considering the report of the auditor;

35.6 the appointment of the auditor;

35.7 the fixing of the auditor's remuneration;

35.8 considering the general concerns of the Club; and

35.9 transacting such other business which under this Constitution or the Corporations Act is or may be required to be transacted at a general meeting.

36 At least twenty-one days' notice in writing of each and every general meeting will be given by the Club to each Eligible Member. Such notice will specify the place, date and time of such meeting and in the event of the Board proposing to introduce any special business, such notice will specify the nature of the special business. The Board may include in such notice any other information in relation to the Club as the Board deems fit. Notice of the annual general meeting will be accompanied by the annual report, and such financial reports of the Club as are to be considered at the annual general meeting unless the Eligible Member has requested that the Club not send them such reports. The Club may alternatively notify an Eligible Member that the notice of meeting and any accompanying documents are available and

how they may be accessed, if the Eligible Member has nominated the electronic means by which to receive such notification and the electronic access method.

37 If an election of Directors is necessary in accordance with this Constitution, then such election will be held in accordance with the provisions hereof. The Secretary in sending out notices will comply with the procedures specified herein, and such other procedures as may be determined by the Returning Officer, and will notify Eligible Members of the date the ballot (if any is to be held) at the same time as notice is given of the annual general meeting. Fourteen days' notice of the ballot will be sufficient. At the annual general meeting following the taking of the ballot the result of the ballot for elections will be announced by the chairman of the annual general meeting, who will then declare such persons elected to office as are certified by the Returning Officer.

38 The Board may whenever it thinks fit convene a general meeting for any specific purpose(s). The Board will give not less than twenty-one days' notice to all Eligible Members specifying the place, date and time of the general meeting, and in case of special business the nature of all such business which the meeting has been called to discuss and where it is intended to move a Special Resolution the notice will set out the terms of that resolution and the intention to propose it as a Special Resolution. This Clause is intended to displace any replaceable rule in respect of the same subject matter.

39

39.1 The Board must call and arrange to hold a general meeting at the request of Eligible Members in accordance with the Corporations Act.

39.2 The request must be in writing, state any resolution to be proposed at the general meeting, be signed by the Eligible Members making the request and deposited at the Office.

39.3 The Board must call the general meeting within 21 days after the request is given to the Club and the general meeting must be held not later than 2 months after the request is given to the Club.

39.4 If the Board does not call a general meeting within 21 days after the request is given to the Club, Eligible Members with more than 50% of the votes of all Eligible Members who make a request under Clause 39.1 may call and arrange to hold the general meeting but any general meeting must be held not later than 3 months after the request is given to the Club.

40 In the event that the Board calls a general meeting other than an annual general meeting, then the Board may specify a date not more than twenty one days and not less than fourteen days prior to such general meeting, for the purposes of "closing the rolls". Any persons who become Members of the Club after the date so specified, will not be entitled to attend or vote at such general meeting.

QUORUM

41 One hundred (100) Eligible Members personally present and entitled to vote will be a quorum at any general meeting and no business will be transacted at any meetings unless a quorum be present at the commencement of and throughout the transaction of business.

42 Notwithstanding that a quorum may be present at any general meeting, no motion nor resolution will be passed on a poll unless not less than one hundred (100) votes are recorded as having been cast personally in respect of such poll.

43 Every Eligible Member will have one vote only, except in the case of an equality of votes, where the chairman at any meeting will have a casting vote in addition to his or her vote as an Eligible Member.

44 If within half an hour from the time appointed for a general meeting, a quorum is not present, then the meeting:

44.1 if convened upon a requisition in accordance with Clause 39, will be dissolved; or

44.2 in any other case, will stand adjourned to such day and time within the next week at such place as the chairman will determine and if at such adjourned meeting a quorum is not present those Eligible Members who are present will constitute a quorum and notwithstanding Clause 42 may transact the business for which the meeting was called.

PROCEEDINGS AT GENERAL MEETINGS

45 The Chairman will be entitled to take the chair at every general meeting, but if the Chairman is not present within fifteen minutes after the scheduled time for such meeting, or if the Chairman is present, he or she declines to take the chair, then the deputy chairman, if present at the meeting will be the chairman of the meeting. If the deputy chairman is not present or is unwilling to act as chairman of the meeting, then that Director present and willing to act who was first in point of time elected to the Board will be the chairman of the meeting. If there are no Directors who are present and willing to act as chairman of the meeting, then the chairman of the meeting will be elected by the Eligible Members present at the meeting.

46 At all general meetings when questions of order or procedure arise, the ruling of the chairman of the meeting will be accepted as the final determination of such questions.

47 The chairman, with the consent of the meeting, may adjourn that meeting from time to time and place to place, but no business will be transacted at any such adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

48 At any general meeting a resolution put to the vote of the meeting will be decided upon a show of hands unless a poll is demanded (whether before or after the declaration of the result of the show of hands) by a person or persons referred to in the Corporations Act. Unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has, on a show of

hands, been carried, carried unanimously, carried by a particular majority or lost, and an entry to that effect made in the book of proceedings of the Club will be conclusive evidence of the fact of the number or proportion of votes recorded in favour of or against that resolution.

49 If a poll is demanded in the manner aforesaid it will be taken in such manner as the chairman directs and the result of any such poll will be deemed to be the resolution of the meeting at which the poll was demanded.

50 No objection will be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting will be valid for all purposes. Any such objection made in due time will be referred to the chairman of the meeting, whose decision will be final and conclusive.

51 Eligible Members will be entitled to appoint a proxy to attend and/or vote at a general meeting in accordance with the Corporations Act and such formal requirements as may be determined by the Board from time to time.

ALTERATION TO CONSTITUTION

52 No amendment may be made to this Constitution except by Special Resolution.

53 All proposed amendments to this Constitution must be exhibited in a conspicuous place in the Club's premises for at least twenty-one days immediately preceding the day of general meeting in addition to being sent as notice in accordance with this Constitution.

53A While and so long as the Club is licensed under the Liquor Control Reform Act the Secretary shall within fourteen days from the making of any amendment or alteration in the Constitution lodge with the Director of Liquor Licensing Victoria a certified copy of every such amendment or alteration.

COMPOSITION OF BOARD OF DIRECTORS

54 The business and affairs of the Club will be managed by a Board which will consist of between nine and ten Directors, constituted by not more than six Elected Directors, and not more than three Appointed Directors and an executive officer if appointed as a Director under clause 71.

55 All Elected Directors will be elected for a term of three years by members of a class of members that constitute not less than 60% of the total membership of the Club, excluding honorary members and persons who are members by reason only of reciprocal arrangements with another club and persons whose rights as members are limited to rights as Social Members.

56 The Board will elect the Chairman, deputy chairman and finance director at the first Board Meeting after each annual general meeting. The Chairman will act as chairman of the Board, and until the Chairman is so elected, the Director most senior in office will act as chairman of the Board.

57 The Chairman, deputy chairman and finance director elected in accordance with Clause 56, will hold such office until such time as they retire, resign, or are otherwise replaced by the Board.

58 Except for an executive officer of the Club who is also an Appointed Director receiving remuneration in their capacity as an employee, no Director will receive any remuneration for his or her services as a Director.

59 No Director will be entitled to appoint an alternate Director.

ELECTION OF DIRECTORS

60 Not less than forty two (42) days prior to the annual general meeting of the Club, the Secretary will place a book to be called the "Election Book", in a conspicuous place in the Club's premises. All Eligible Members, may nominate any Eligible Member for election as a Director, by entering the name of such person in the Election Book. A list of all the retiring Directors will be placed on the first page of the Election Book.

61 The list will be closed and the Election Book removed by the Secretary, thirty five (35) days prior to the date of the annual general meeting for the purpose of examination by the Board. All Eligible Members, who have been nominated by at least three other Eligible Members and who have signed their names as accepting such nominations, will be deemed to have been nominated for election as a Director.

62 If the number of Eligible Members so nominated does not exceed the number of vacancies, then those persons nominated will be deemed to have been duly elected and will be declared duly elected.

63 If the number of Eligible Members so nominated is greater than the number of vacancies, then a ballot will be held to fill the vacancies. The procedure for the ballot will be as follows:

63.1 The Secretary will include with the notice of meeting, a notice setting out that the candidates for election exceed the number of vacancies and that a ballot is to be held, together with any necessary ballot paper and if a determination has been made by the Board to allow electronic voting for that election, instructions to facilitate electronic voting in accordance with such rules and instructions for electronic lodgment as determined by the Board from time to time and notified to the Returning Officer.

63.2 Ballot papers will show the full names of all candidates in such order as is determined by lot.

63.3 Voting upon the ballot will be open to Eligible Members during normal business hours commencing on the day when the Secretary gives notice of the ballot, and concluding at 6.00 pm on the day fixed for the closing of the ballot, and at such other times as may be prescribed by the Returning Officer from time to time.

63.4 Eligible Members will be entitled to vote in person, by post, electronically (if such a determination has been made by the Board), or by such other means as may be prescribed by the Returning Officer from time to time.

63.5 Each Eligible Member will vote for as many candidates as there are vacancies to be filled. Any vote given otherwise than as aforesaid will be informal and will not be counted.

63.6 The retiring Directors will continue in office until the new Directors are declared to be elected. Such declaration will be made by the chairman of the annual general meeting, and the annual general meeting will not be declared to be ended until the final result of the ballot has been announced, and the new Directors declared to be duly elected.

63.7 The Returning Officer will determine such other rules and procedures in relation to the conduct of the ballot, as the Returning Officer considers desirable to ensure the integrity of the ballot.

RETURNING OFFICER

64 The person who holds the position of Returning Officer at the time that this Constitution is adopted will be the Returning Officer of the Club. The Returning Officer will hold office until he or she resigns or is removed in accordance with this Constitution.

65 The Returning Officer can only be removed from office by a resolution passed at a general meeting of Members by a majority of the Members voting personally or by proxy.

66 In the event of a vacancy in the office of Returning Officer, the Board will appoint an interim Returning Officer, until the next occurring general meeting at which time, such general meeting will elect a new Returning Officer by simple majority of the Eligible Members voting personally or by proxy.

67 The Returning Officer of the Club will be responsible for determining the rules, guidelines and/or procedures relating to the election of Directors, subject always to any rules, guidelines and/or procedures detailed in this Constitution or established by the Board from time to time.

68 The Returning Officer will make all such rules, guidelines and procedures available for inspection at the premises of the Club, and will forward a copy of the same to all candidates for election to the Board (unless the Returning Officer determines that an election is not required).

69 Any general meeting may displace or modify any rules, guidelines and procedures made by the Returning Officer, by a resolution passed by two thirds of the Eligible Members voting personally or by proxy.

70 To protect the independence of the Returning Officer, the Returning Officer will not be entitled to:

70.1 vote at any meeting of the Club;

70.2 stand for election or accept appointment as a Director; or

70.3 nominate or second any candidate for election as a Director.

APPOINTED DIRECTORS

71 In addition to the Elected Directors, the Board:

71.1 must ensure that three Eligible Members are appointed to be Directors; and

71.2 may from time to time appoint an executive officer as a Director.

All such appointments under this clause will require the approval of at least two thirds of the Directors.

72 Appointed Directors will subject to this Constitution have all the rights and duties of a Director.

73 The term of office of a Director appointed in accordance with Clause 71.1 shall end at the Annual General Meeting held in the third year after the appointment. The Board shall within three months of that Annual General Meeting appoint an Eligible Member to the vacancy created.

74 The Board must not appoint a Director under Clause 71.1 to serve more than a total of two consecutive terms (six years) as an Appointed Director.

75 Notwithstanding Clauses 73 and 74, a Director appointed under Clause 71.1 may stand for election as an Elected Director, in accordance with this Constitution. However, that person cannot hold office as an Appointed Director and Elected Director for a combined period of more than four consecutive terms. A person who has held office for four consecutive terms is not eligible for re-election.

75A The term of office of a Director appointed in accordance with Clause 71.2 shall be determined by the Board. A Director appointed in accordance with Clause 71.2 may not while employed as an executive officer by the Club stand for election as an Elected Director.

TERM OF OFFICE OF DIRECTORS

76 If any liquor control and/or gaming legislation applies to the Club from time to time (whether in its own right, or by virtue of any of its associations), and such legislation contains requirements in relation to the appointment and/or removal of Directors, then the appointment or removal of any Directors will be subject to the Club complying with all such legislative requirements.

77 Elected Directors will each be elected for a term of three years. Subject to the immediately succeeding Clause, each Elected Director must retire from the Board at or before the annual general meeting of the Club three years after being elected to the Board. Subject to clause 77A, retiring Elected Directors will be eligible for re-election as an Elected Director. A retiring Elected Director is not eligible to be appointed as a Director under clause 71.1.

77A An Elected Director who has held office for four consecutive terms is not eligible for re-election.

78 If all of the Directors retire or are removed, and accordingly an election is held to fill the vacancies in the positions of Elected Directors, then the following

transitional provisions will apply during the first three years following such occurrence:

78.1 one year after such occurrence, two (2) Elected Directors will retire. The retiring Elected Directors will be selected by unanimous agreement of all Elected Directors, or in the absence of such agreement the retiring Elected Directors will be the Elected Directors who were elected by the lowest number of votes as certified by the Returning Officer;

78.2 two years after such occurrence, two (2) Elected Directors that did not retire after the first year will retire. The retiring Elected Directors will be selected by unanimous agreement of all Elected Directors, or in the absence of such agreement the retiring Elected Directors will be the Elected Directors who were elected by the lowest number of votes as certified by the Returning Officer; and

78.3 three years after such occurrence all Elected Directors that did not retire after the first and second years will retire.

79 Notwithstanding anything herein contained to the contrary, if at any election for Directors, Directors are elected to fill more than a third of the maximum number of Elected Directors in Clause 54, then:

79.1 The term of office for the third of the Elected Directors that receives the most votes at the election ends at the third annual general meeting after the election;

79.2 The term of office for the remainder of the Elected Directors ends at the end of the earlier general meetings where less than a third of the Elected Directors is due to retire at those earlier annual general meetings;

79.3 If the number of Elected Directors is not divisible by three – round fractions up to the nearest whole number in determining how many Elected Directors there are in a third or two thirds of the Elected Directors; and

79.4 If two or more Elected Directors have the same number of votes the order of retirement amongst them is determined by lot.

80 Elected Directors retiring pursuant to Clauses 77, 78 or 79 will be eligible for re-election as Directors unless clause 77A applies.

RESIGNATION OF DIRECTORS AND CASUAL VACANCIES

81 The grounds for a Director ceasing to hold office include the following:

81.1 the Director resigns or is deemed to resign from the Board;

81.2 the Director ceases to be an Eligible Member of the Club;

81.3 the Director is removed in accordance with the Corporations Act;

81.4 the Director is not approved by any relevant governmental or semi-governmental authority; and/or

81.5 the Director is not entitled to act as a Director in accordance with the Corporations Act.

82 In the event of any casual vacancy of Directors, such casual vacancy may be filled by the Board in such manner as the Board may determine from time to time PROVIDED THAT such casual vacancy must be filled within three months of such casual vacancy occurring.

83 Any Director who has been elected or appointed to fill a casual vacancy will hold office for the balance of the term for which the vacating Director was elected or appointed.

POWERS AND DUTIES OF DIRECTORS

84 The business and affairs of the Club are to be managed by or under the direction of the Directors.

85 The Directors may exercise all the powers of the Club except any powers that the Corporations Act or this Constitution requires the Club to exercise in general meeting.

PROCEEDINGS OF DIRECTORS

86 The Board will meet:

86.1 within fourteen (14) days after each annual general meeting;

86.2 at least once every month at a time and on a date to be appointed; and

86.3 at such other times as the Board or the Chairman may decide.

87 A Board meeting may be called or held using any technology consented to by all of the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

88 The Directors may pass a resolution without a Board meeting being held if the document containing the resolution is distributed to all Directors and a majority of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. In the case of an equality of votes, the Chairman will have a casting vote in addition to any vote that the Chairman may have as a Director. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when a majority is achieved. The document may be distributed, signed and/or returned using any technology consented to by all of the Directors.

89 At all Board meetings when questions of order or procedure arise, the ruling of the chairman of the meeting will be accepted as the final determination of such questions.

90 Resolutions of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. In the case of an equality of votes, the Chairman will have a casting vote in addition to any vote that the Chairman may have as a Director.

91 Any Director who has a material personal interest in any matter that is being considered at a Board meeting must not vote on that matter, and must not be present whilst that matter is being considered at that meeting.

92 A number not less than one half the number of Directors on the Board at any time will form a quorum at any Board meeting. If after a lapse of thirty minutes such quorum is not present, then that Board meeting will stand adjourned to a date to be fixed by the Chairman and those present at the adjourned meeting will constitute a quorum.

93 If due to any vacancy in the Board, the number of Directors falls below six, then the continuing Directors may act to increase the number of Directors in accordance with Clause 82 of this Constitution, or to call a general meeting of the Club, but for no other purpose.

94 If any Director fails to attend three (3) consecutive Board meetings without adequate excuse, then such Director will be deemed to have resigned as a Director.

95 All acts performed or matters resolved by any Board meeting or by any person acting as a Director will be valid as if that person was validly appointed, notwithstanding the subsequent discovery of some defect in the appointment of such person.

96 If the Chief Executive Officer is not an Appointed Director, he or she has the right to attend all meetings of the Board, but will not have the right to vote at any such meetings. The rights of the Chief Executive Officer to speak at meetings of the Board will be determined from time to time by the Chairman in his or her ultimate discretion PROVIDED THAT the Chairman may not unreasonably prevent the Directors from asking questions of the Chief Executive Officer at any such meetings. In the event that the Chief Executive Officer has a material personal interest in any matter that is being considered at a Board meeting, then the Chief Executive Officer must not be present whilst that matter is being considered at that meeting.

97 The Directors may delegate any of their powers to any person or committee appointed by the Board. Any such committee must exercise the powers delegated to it in accordance with any directions of the Board. The effect of the committee exercising a power in this way will be the same as if the Board exercised it.

98 The Chairman will (unless the Chairman declines to act) be the chairman of all meetings of which he or she is in attendance.

99 The Board will cause to be maintained all books of minutes, books of account and other records as may be required by the Corporations Act or as determined by the Board from time to time. The Board will ensure that all documents that are required to be made available for inspection in accordance with the Corporations Act, will be so available.

POLICY

100 The Board will:

100.1 advise the Chief Executive Officer of all policies that have been established or developed by the Board from time to time; and

100.2 advise the Chief Executive Officer of any resolutions of the Board in relation to the establishment and/or implementation of such policies.

101 The Chief Executive Officer will be responsible for the implementation of the policies that are established or developed by the Board. In implementing such policies, the Chief Executive Officer will follow any specific resolutions of the Board.

CHIEF EXECUTIVE OFFICER

102 The Board will appoint a Chief Executive Officer, whose role will be to manage the business and affairs of the Club, subject to the policy and specific directions given by the Board.

103 The remuneration and conditions of employment of the Chief Executive Officer will be determined by the Board from time to time.

104 The Chief Executive Officer will:

104.1 be responsible for the carrying out on behalf of the Club of any duties required or appropriate to be carried out by the Club under the provisions of any applicable legislation;

104.2 be responsible for ensuring that correct accounts and books showing the financial affairs of the Club are kept;

104.3 have the power to seek a Board meeting in case of urgent business;

104.4 arrange to receive and bank all moneys due to the Club and for the payments of all accounts;

104.5 keep a correct account of the receipts and expenditure of the Club and submit an extract thereof to the Board at each meeting; and

104.6 develop a procedures manual to implement the policies established by the Board.

105 The Chief Executive Officer will have the power to sign cheques and other negotiable instruments on behalf of the Club PROVIDED THAT such cheques or negotiable instruments are countersigned by a Director or such other person appointed by the Board.

106 The Chief Executive Officer will be the Secretary of the Club.

107 The Chief Executive Officer will have the power to delegate any or all of his or her powers or responsibilities, including without limitation, any duties associated with being the Secretary of the Club.

SECRETARY

108 The Secretary will, in addition to any duties and responsibilities detailed in this Constitution, record in the minute books of the Club minutes of all resolutions and proceedings of all general meetings, Board meetings and committee meetings, and will keep the register of members and all associated records.

109 The Secretary may, at the discretion of the Board, receive remuneration in consideration for carrying out the duties of the Secretary.

ACCOUNTS

109A So as to enable periodic accounts to be prepared the Board must cause the Club to keep written financial records in relation to the business of the Club in accordance with the requirements of the Corporations Act and so as to identify the principal sources of revenue and any expenses relating to those sources and any profit or loss as required by the Corporations Act or any authority statutory or otherwise to which the Club must produce its accounts.

AUDITORS

110 The Club will appoint one or more registered company auditor to audit the books of account of the Club. The auditor will report the results of such audit to the Members on an annual basis.

111 The appointment, conduct, and removal of the auditor will be governed by the Corporations Act.

COACHES AND THE SELECTION COMMITTEE

112 Senior Coach

The senior coach will be selected and appointed by the Board from time to time. The remuneration and the terms and conditions of employment of the senior coach will be determined from time to time by the Board (or by such other person or persons as the Board may appoint) in its absolute discretion.

113 Assistant Coaches

113.1 Assistant coaches are to be selected and appointed by agreement between the Chief Executive Officer and the senior coach. The names of all assistant coaches appointed will be submitted to the Board for notification.

113.2 The remuneration and the terms and conditions of employment of the assistant coaches will be determined from time to time by the Chief Executive Officer.

114 Selection Committee

114.1 Each year, before the commencement of the AFL season, the Board will ratify the appointment of a selection committee consisting of a maximum of five (5) members including the chairman of selectors and the senior coach. The members of the selection committee will be nominated by the senior coach and the chairman of selectors.

114.2 The Board will appoint the chairman of selectors, whose responsibility it will be (notwithstanding Clause 98), to chair all meetings of the selection committee. The chairman of selectors may be:

114.2.1 an Elected Director;

114.2.2 an Appointed Director; or

114.2.3 a person who is not a Director, but whom the Board considers has the skills and/or experience necessary to act as chairman of selectors.

114.3 The Footballers selected to represent the Club in each match will be selected by the selection committee.

114.4 If the selection committee cannot agree on the selection of any player, the matter will be referred to the senior coach, and his or her decision will be final. In the absence of the senior coach, then such matter will be determined by the chairman of selectors, or in the absence of the chairman of selectors, the Chief Executive Officer.

114.5 If no member of the selection committee is a Director, then the Board may appoint one Director to attend and observe all meetings of the selection committee.

AFL LICENCE

115 The Club hereby grants to the AFL the power, subject to the terms and conditions of the AFL Licence, to appoint an administrator to the Club. Any administrator appointed by the AFL will have the power, subject to the terms and conditions of the AFL Licence and notwithstanding anything contained herein, to:

115.1 have full conduct and control of the Club;

115.2 dismiss any or all of the Directors of the Club;

115.3 arrange for the election of new Directors prior to the resignation of the administrator,

PROVIDED THAT this Clause will cease to have effect at such time as these powers are no longer required to be contained herein pursuant to the terms and conditions of the AFL Licence.

LIABILITY AND INDEMNITY

116 No Director or other officer of the Club will be liable for the acts or omissions of any other Director or other officer.

117 Every Director, agent, auditor, Secretary, employee and other officer for the time being of the Club will be indemnified out of the assets of the Club against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour, or in which he or she is acquitted or in connection with any application under the law in which

relief is granted to him or her by the Court in respect of negligence, default, breach of duty, or breach of trust.

118 Subject to the provisions of the Corporations Act, every Director, agent, auditor, Secretary, employee and other officer for the time being of the Club will be indemnified by the Club against all cost, losses, expenses and liabilities properly incurred by him/her in the course of business of the Club, and it will be the duty of the Directors out of the funds of the Club to pay and satisfy such costs, losses, expenses and liabilities properly incurred by him/her.

DISCIPLINE

119 Members must not remove or damage any Club property without the written permission of the Board. Any damage caused by a Member may be assessed by the Board, and that Member will be liable to immediately pay the amount assessed to the Club.

120 To protect the image and reputation of the Club and the decorum of Club premises, the Board may from time to time establish codes of conduct and/or disciplinary procedures. Any such codes or procedures established by the Board will be made available for inspection by Members.

121 If the conduct of a Member infringes the code of conduct in place at that time, then any Director, the Chief Executive Officer or any senior employee of the Club may suspend the membership of that Member until the next occurring Board meeting. If any membership is so suspended, then within 48 hours thereof, the Chief Executive Officer must notify that Member in writing of the reasons for such suspension, and give that Member details of the next occurring Board meeting.

122 When considering any serious breach of the code of conduct, the Board will have the power to:

122.1 caution and/or reprimand the Member;

122.2 fine such Member any sum not exceeding ten (10) times the annual Membership Fee for an ordinary member for the one breach;

122.3 suspend such Member from Club privileges for any period not exceeding six months;

122.4 request such Member to resign his or her membership and if such Member does not resign within 7 days thereof, expel the Member from membership,

PROVIDED THAT the Board may not expel or continue the suspension of any Member without giving that Member a reasonable opportunity to be heard in respect of the breach of the code of conduct.

123 Persons expelled from membership will not be eligible to reapply for membership at any time, except with the consent of the Board.

DIVIDENDS

124 The profits, income and property of the Club howsoever derived will be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to Members PROVIDED THAT nothing herein contained will prevent the payment in good faith of remuneration to any officers or servants of the Club or to any Members in return for any services actually rendered to the Club nor for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the time being under Section 2 of the Penalty Interest Rates Act 1983 (Victoria) on money borrowed from any Member or reasonable and proper rent for premises demised or let by any Member to the Club; but so that no Director of the Club will be appointed to any salaried office of the Club (other than an executive officer appointed as a Director under Clause 71.2), or any officer of the Club paid by fees and that no remuneration or other benefit in money or money's worth will be paid or given by the Club to any member of such Board (unless otherwise provided herein) except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club.

SUPPLY OF LIQUOR

124A No liquor shall be sold, disposed of or supplied in the Licensed Premises otherwise than in conformity with the provisions of the Liquor Control Reform Act.

124B The sale, disposal and supply of liquor in the Licensed Premises shall be under the control of the Board which shall have the power and duty to take such action as may be necessary to enforce and ensure compliance by Members and by all other persons coming upon the Licensed Premises with the Constitution and by-laws of the Club and with the provisions of the Liquor Control Reform Act.

124C All liquor sold or supplied on the Licensed Premises to be consumed elsewhere than upon the Licensed Premises shall only be removed from the Licensed Premises by the Social Member purchasing the same.

124D No payment or part payment shall be made to any officer or servant of the Club by way of commission or allowance from or upon the receipts of the Club for alcoholic liquor supplied.

124E No liquor shall be sold or supplied to any person under the age of eighteen years except where such person is accompanied by a spouse, parent or guardian and the liquor is sold or supplied for consumption as part of a meal supplied upon the Licensed Premises.

124F No person under the age of eighteen years, except persons who are being trained as waiters or waitresses and who are not allowed to serve behind the bar, shall be employed on the Licensed Premises.

ADMISSION OF SOCIAL MEMBERS TO LICENSED PREMISES

124G The Club shall issue to each Social Member an official social membership card, which is strictly non-transferable. The Board may issue new social membership cards from time to time whereupon social membership cards previously issued shall be invalid.

124H Social membership cards must be presented at the entrance to the Licensed Premises upon request.

124I Within the Licensed Premises any Social Member when requested by a member of the Board or a person authorised by the Board shall produce his or her social membership card and if such person is unable to so produce a social membership card that person may be requested to leave the Licensed Premises.

VISITORS

124J Subject to such regulations as the Board may from time to time determine, a Social Member other than any honorary Social Member may admit persons to the Licensed Premises as Visitors of the Club.

124K Any Director, the Chief Executive Officer, or a person authorised by the Board or Chief Executive Officer may exclude or reject any person of whom they do not approve as a Visitor.

124L No former Social Member who has been expelled by the Club may be admitted as a Visitor in any circumstances without the prior consent of the Board.

124M A Social Member shall not introduce to the Licensed Premises more than five Visitors on any one day except on an occasion or occasions when the Social Member has arranged a function approved of by the Club in respect of which the Social Member has agreed to meet the total cost of food and liquor for such function. Any such function shall be held in an area designated by the Club.

124N A Social Member wishing to introduce Visitors shall enter the name of their Visitor or Visitors in a visitor's book to be kept for this purpose.

124O No person shall be introduced as a Visitor to the Licensed Premises on more than twelve occasions in any one year provided that this provision does not apply to the immediate family of Social Members.

AUTHORISED GAMING VISITORS

124P An authorised gaming visitor as defined by the Liquor Control Reform Act 1998 may be allowed entrance to the Licensed Premises upon such terms and subject to such conditions and restrictions as the Board may from time to time prescribe.

124Q An authorised gaming visitor shall comply with the lawful directions of the Club or any employee or Director thereof.

124R Authorised gaming visitors must:

(a) Produce evidence of their residential address (being more than five kilometres from the Licensed Premises) before being admitted to the Licensed Premises; and

(b) Carry appropriate identification and comply with all the rules of the Club whilst on the Licensed Premises.

124S The standard of dress to be worn by Visitors and authorised gaming visitors may be determined from time to time by the Board and any Visitor or authorised gaming visitor not conforming to that set standard may be refused admittance to or requested to leave the Licensed Premises.

124T A visitors book shall be provided and maintained within the entrance foyer to the Licensed Premises and Social Members introducing Visitors shall enter the names and addresses of the visitors into the visitors book opposite their own names and Club membership number. The visitors book shall be produced for inspection upon demand by a member of police or any person authorised by the Liquor Control Reform Act 1998.

124U While and so long as a Visitor shall remain on or within the immediate proximity of the Licensed Premises the Social Member introducing the Visitor shall be responsible for the conduct of the Visitor and for any debts incurred upon the Licensed Premises by the Visitor.

124V If Visitors are admitted to the Licensed Premises at the request of a group of Social Members then those Social Members shall be jointly and severally:

(a) Responsible for the conduct of the visitors while and so long as the visitors remain upon or within the immediate proximity of the Licensed Premises; and

(b) Liable for any debts incurred by the visitors on the Licensed Premises.

124W A Visitor shall not be supplied with liquor in the Licensed Premises unless in the company of a Social Member.

HOURS OF OPERATION

124X The Licensed Premises shall be open to Social Members during such lawful hours on such days and such conditions as may be determined from time to time by the Club.

SPORTING ACTIVITIES

124Y The Board may make any by-laws or rules for the conduct, control and management of any teams, sub-committees, clubs or organisation and all monies received shall be paid into the funds of the Club and all expenses incurred in connection therewith shall be met out of the said funds.

GAMBLING ACTIVITIES

124Z No person whether a Member or otherwise shall be permitted to play any unlawful game of chance or to make a betting book on the Licensed Premises.

124AA Any gambling or games of hazard and betting of an unlawful nature shall not be permitted upon the Licensed Premises and are strictly prohibited.

SEAL

125 If the Club is in possession of a common seal, then the Board will provide for the safe custody of the seal and it will never be used except by the authority of the Board and in the presence of two persons, being Directors, Secretaries, or such another person or persons appointed for the purpose by the Board, who will sign every instrument to which the seal is affixed.

LIABILITY OF MEMBERS

126 Every Member undertakes to contribute to the assets of the Club if it is wound up while he or she is a Member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a Member and the costs, charges and expenses of winding up and for an adjustment of the rights of contributories among themselves such amount as may be required not exceeding twenty dollars.

WINDING UP

127 In the event of the winding up or dissolution of the Club:-

127.1 All loan collections shall be returned to the lender;

127.2 All permanent collections shall be given or transferred to a similar institution or institutions having objects similar to the objects set out in Clause 9.5 and meeting the requirements of Section 30 of the Income Tax Assessment Act 1997 (Cth) and whose constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution, such institution or institutions being determined by the members at or before the time of dissolution and in default by the Supreme Court of Victoria for determination in perpetuity for the benefit of the Australian public; and

127.3 In relation to any other property remaining after dealing with all loan collections and permanent collections satisfying all the debts and liabilities of the Club the same will not be paid or transferred amongst the Members but will be given or transferred to any institution or institutions having objects similar to the objects of the Club and whose constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution, such institution or institutions being determined by the members at or before the time of dissolution and in default thereof by the Supreme Court of Victoria.

TRANSITIONAL

128 Notwithstanding any other provision in this Constitution the following transitional provision will apply to establish a Board comprising six (6) Elected Directors and at least three (3) Appointed Directors

128.1 At the first Board meeting after this clause takes effect three of the existing Elected Directors must become an Appointed Director through the following process:

128.1.1 Of those Directors whose term of office expires at the 2010 Annual General Meeting the Board must decide by agreement or failing agreement by lot which of those Directors will become an Appointed Director. The term of office of the person so chosen (the Appointed Director) will unless otherwise determined under this Constitution or at law expire at the 2010 AGM. The Appointed Director shall be eligible for reappointment for one further term of three years beyond the 2010 Annual General Meeting so long as the Appointed Director remains an Eligible Member and is not otherwise disqualified under this Constitution or at law.

128.1.2 Of those Directors whose term of office expires at the 2011 Annual General Meeting the Board must decide by agreement or failing agreement by lot which of those Directors will become an Appointed Director. The term of office of the person so chosen (the Appointed Director) will unless otherwise determined under this Constitution or at law expire at the 2011 AGM. The Appointed Director shall be eligible for reappointment for one further term of three years beyond the 2011 Annual General Meeting so long as the Appointed Director remains an Eligible Member and is not otherwise disqualified under this Constitution or at law.

128.1.3 Of those Directors whose term of office expires at the 2012 Annual General Meeting the Board must decide by agreement or failing agreement by lot which of those Directors will become an Appointed Director. The term of office of the person so chosen (the Appointed Director) will unless otherwise determined under this Constitution or at law expire at the 2012 AGM. The Appointed Director shall be eligible for reappointment for one further term of three years beyond the 2012 Annual General Meeting so long as the Appointed Director remains an Eligible Member and is not otherwise disqualified under this Constitution or at law.

129 Service as a Director prior to this clause taking effect will not be taken into account in calculating service for the purposes of Clauses 74 and 77A.

This is the Constitution of the Club adopted by Special Resolution of the Club on the thirtieth day of October 2000 as amended on the eighteenth day of December 2003 the sixteenth day of December 2004 the ninth day of September 2005, the thirtieth day of August 2006 and the twenty first day of December 2009.

Ray Horsburgh
Chairman of Directors