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***Constitution  
Of  
Carlton Football Club Ltd***

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**AMENDED 14 DECEMBER 2011**

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**Corporations Act 2001**  
**Company Limited by Guarantee not having a share capital**  
**Constitution of Carlton Football Club Ltd**

**1. Interpretation**

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**1.1 Definitions**

**Act** means the *Corporations Act 2001 (Cth)* as modified or amended from time to time.

**AFL** means the Australian Football League.

**AFL football** means the game of Australian Rules football.

**AFL Licence** means the licence agreement entered into between the Club and the Victorian Football League on or about 15 November 1985 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.

**Auditor** means an auditor appointed in accordance with clause 11.18.

**Board** or **Board of Directors** means the Directors of the Club.

**Club** means the Carlton Football Club Limited.

**Club premises** means any premises occupied by the Club and in respect of which the Club holds a liquor licence and/or a gaming licence.

**Constitution** means this Constitution as altered or added to from time to time and any reference to a clause by number is a reference to the clause of that number in this Constitution.

**Directors** means and includes the Directors for the time being duly acting as such.

**Donor** has the meaning given to that term in clause 3.5.

**Employee** means, for the purposes of this Constitution, all persons subject to a contract of service to the Club.

**Gaming member** means a person of not less than 18 years of age who wishes to enter Club premises for the purpose of operating gaming machines lawfully installed therein and who has been duly elected by the Board as a Gaming member.

**GST** means goods and services tax under the GST Act.

**GST Act** means *A New Tax System (Goods and Services Tax) Act 1999 (Cth)*, as in force from time to time.

**Junior member** has the meaning given to that term in clause 3.4.

**Life member** means a member who has either been elected by the Board to life membership or has achieved life membership in accordance with clause 3.5(b).

**member** means all classes of membership including Junior members and **membership** has a corresponding meaning.

**Office** means the registered office for the time being of the Club.

**Officer** has the same meaning ascribed to that term in the Act.

**Ordinary member** means any member for the time being of the Club entitled to attend a minimum of all home games of the Club during the year of membership and is at least 18 years of age and includes any Life member, Player, Director, Donor, Officer and Employee and, except for the purposes of:

- (a) attending general meetings of the Club;
- (b) nominating any Ordinary member to serve as a Director in accordance with clause 9.3(a);
- (c) voting at any meeting or election of the Club; or
- (d) contributing to the assets of the Club in the event of it being wound up,

includes any Gaming member;

**Ordinary Resolution** means a resolution passed by a majority of those Ordinary members entitled to vote or Directors, as the case may be.

**Player** means any person contracted by the Club from time to time to play AFL football for the Club.

**Player Life Membership Criteria** means, in respect of a Player, the criteria set by the Board from time to time by Ordinary Resolution.

**Register** means the Register of members prepared pursuant to clause 3.11.

**Returning Officer** means the person appointed to that position in accordance with clause 9.4(b).

**Seal** means the common seal of the Club.

**Secretary** means any person appointed to perform the duties of the secretary of the Club.

**State** means the State of Victoria.

**Term of office** in respect of a Director means a term of 3 years subject to the operation of clause 9.2(a).

**Year** means a calendar year ending on 31 December.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Act.

Words importing the singular number only include plural and vice versa. Words importing the masculine gender include the female gender.

The headings shall not affect the construction of this Constitution.

### **1.2 Application of relevant legislation**

Every member shall be bound to further, to his or her best ability, the objects, interests, influence and standing of the Club and shall observe this Constitution and the rules and regulations of the Club in force from time to time.

Each of the provisions of the sections or sub-sections of the Act which would but for this clause 1.2 apply to the Club as a replaceable rule within the meaning of the Act are displaced and do not apply to the Club except insofar as they are repeated in this Constitution.

### **1.3 Exercise of 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 is authorised by this Constitution and which is permissible under the Act.

## **2. Preliminary**

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### **Objects**

- 2.1. The Club exists for the benefit of its supporters and the community. It seeks to serve this purpose by undertaking the following:
- (a) In playing the game of AFL football, to provide its supporters with enjoyment, engagement, fulfilment and hope of success;
  - (b) By promoting the playing of AFL football in general;
  - (c) Through promoting the playing of AFL football by maintaining, providing, supporting and controlling a team or teams of Players bearing the name of the Carlton Football Club, or affiliating with another entity for the purposes of playing AFL football in the Victorian Football League, 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 the world;
  - (d) Through the playing and promotion of AFL football, to encourage participation by its supporters and the community generally in the sport of AFL football to improve health, fitness and well being;
  - (e) To promote health and fitness generally in the community by:
    - (i) being positive role models;
    - (ii) ensuring Players attend clinics within schools and at community events;

- (iii) providing access to the Club's facilities for organised community groups;
- (f) Making available the Club's facilities to charitable, community, sporting, social and educational groups;
- (g) By being actively involved in multi-cultural programs and introducing community groups of diverse backgrounds to the sport of AFL football and the positive benefits that it brings;
- (h) To promote and actively support worthwhile causes including charitable organisations which can benefit from an association with, and assistance from, the Club;
- (i) To promote environmental sustainability awareness and education to school groups and interested parties;
- (j) Through striving for success on a sustainable basis including the pursuit of premierships; and
- (k) Any other activities that will provide benefit to the community to ensure that the Club can fulfil its purpose.

### **Name and Motto**

- 2.2. The name of the Club shall be "Carlton Football Club Limited" and the motto shall be "Mens Sana In Corpore Sano" the English translation of which is "Sound In Mind And Sound In Body".

### **Uniform of the Club**

- 2.3. The uniform of the Club shall be a navy blue jersey with a white Carlton Football Club monogram, navy blue socks and navy or white shorts as presently endorsed by the AFL or any other uniform that may be approved by Ordinary Resolution of the Board and approved by the AFL from time to time.

## ***3. Membership***

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### **Membership Unlimited**

- 3.1 The number of members of the Club is unlimited.

### **Classes of Membership**

- 3.2 The Club will consist of the following classes of members:

#### **Ordinary members**

- 3.3 Unless the Board determines otherwise or a person is otherwise deemed to be an Ordinary member by virtue of this Constitution, any person eighteen years or above, who has paid the appropriate annual subscription fee, is a Donor in accordance with clause 3.6, or has entered into an agreement to pay the appropriate annual subscription fee by instalments prior to 1 October each year entitling that person to attend a minimum of all home games of the Club during the year of membership, is eligible to be an Ordinary member of the Club for that year and becomes an Ordinary member once registration takes place in accordance with clause 3.11.

### **Junior members**

- 3.4 (a) Unless the Board determines otherwise, any person under the age of eighteen years, who has paid the appropriate annual subscription fee or whose legal guardian has entered into an agreement to pay the appropriate annual subscription fee by instalments prior to 1 October each year, is entitled to be a Junior member of the Club for that year;
- (b) A Junior member's rights to use of and attendance on Club premises will be subject to the provisions of the *Liquor Control Reform Act 1998 (Vic)*.

### **Life members**

- 3.5 (a) The Directors may at their discretion annually elect as Life members such persons as they may consider to be entitled to life membership by reason of special services rendered to the Club.
- (b) Any Player having achieved the Player Life Membership Criteria, will be deemed to be a Life member of the Club as from the annual general meeting of the Club immediately following that occurrence.
- (c) Any person elected to Life membership shall be exempted from payment of any further annual subscription fee but shall nevertheless have the same voting rights as an Ordinary member

### **Donors**

- 3.6 Unless the Board determines otherwise, any person who donates to the Club before the first day of October in any year more than the annual subscription fee for that year shall be entitled to be admitted as an Ordinary member without further payment.

### **Players, Directors, Officers and Employees deemed to be Ordinary members**

- 3.7 Players, Directors, Officers and Employees in any year are deemed to be Ordinary members of the Club for that year.

### **Gaming members, Guests and Authorised Gaming Visitors**

- 3.8 (a) (i) Any person eligible to be a Gaming member may apply to become a Gaming member by completing a form of application for Gaming membership and such application shall be considered by the Board or its delegate or delegates appointed from time to time which shall determine the question of acceptance or rejection of the application. Gaming members shall not be admitted as Gaming members for more than 12 months or for such other period as the Board may determine. Gaming members shall not, by reason only of such Gaming membership, be eligible for the issue of a football admission ticket or to vote at any meeting or election of the Club.
- (ii) A Gaming member of the Club shall be entitled to enter any licensed premises of the Club for the purpose of operating gaming machines lawfully installed therein and for the purpose of access to the licensed facilities of the Club.
- (b) The Secretary shall maintain a guest register book at the entrance to any Club premises in which the details of Gaming members' guests are to be recorded. Such details shall include the name and address of the guest. A Gaming member shall sign the guest register book to verify the

guest's details. Where the Club holds a venue operator's licence at that premises, any authorised gaming visitors (as defined in the *Liquor Control Reform Act 1998 (Vic)*) must:

- (i) provide evidence of his or her residential address before admission;
- (ii) carry identification at all times whilst on the Club premises; and
- (iii) comply with any relevant rules from time to time of the Club whilst on the Club premises.

### **Other Classes of Membership**

3.9 Subject to the Act, the Board, in its absolute discretion, has the right to establish other classes of membership, determine the rights attaching to those other classes of membership, or vary existing classes of membership (prior to a person becoming a member for a year of membership and in respect of that year of membership), from time to time.

### **Subscriptions**

- 3.10 (a) Annual subscription fees for Ordinary members of the Club or other classes of members, where applicable, must be paid before the first day of October in each year.
- (b) The annual subscription fees of the Club for members, depending on the class of membership and where applicable, shall be such a sum as shall, from time to time, be fixed by the Board.

### **Register of members**

3.11 Upon receipt of an application for membership and upon the payment of the annual subscription fee, unless the Board rejects such application, the Secretary shall cause to be entered in the Register the name and address of the applicant, such particulars being those supplied by the member on his or her application for membership.

### **Voting rights**

3.12 Only Ordinary members are entitled to attend and vote at meetings or vote in elections.

For the purpose of exercising an Ordinary member's voting right or an Ordinary member's right to attend any general meeting, payment of the relevant annual subscription fee pursuant to clauses 3.9(a) must be made no later than the date of the last Board meeting prior to:

- (a) the date set for an election; or
- (b) the date of the relevant general meeting of the Club.

### **Ordinary member warranties and other matters relating to members**

- 3.13 (a) Upon applying for membership and by paying, or agreeing to pay by instalments, the relevant annual subscription fee, the applicant, or where a person is deemed by this Constitution to be an Ordinary Member – the person, warrants and confirms that:-
- (i) other than in respect of Junior membership, upon election to membership as an Ordinary member, he or she is over 18 years of age;

- (ii) he or she agrees to be bound by the Constitution;
  - (iii) he or she does not apply for membership as a nominee or trustee of any other person;
  - (iv) he or she does not hold and is not entitled to hold any other membership of the Club; and
  - (v) he or she agrees that if the Club is wound up while the applicant is an Ordinary member or within one year after the applicant or person ceases to be an Ordinary member, the applicant or person is liable to contribute up to \$50.00 to the assets of the Club.
- (b) Ordinary membership of the Club will be for one year (or part thereof). An Ordinary member's membership will commence on admission to Ordinary membership and ceases on 31 December of that year subject to the provisions of Clause 4.
- (c) The Club:
- (i) must not accept more than one application for membership from any one person; and
  - (ii) must not accept any applications for membership made by a nominee or by a person acting as trustee for another person or persons.

### **Liquor Control**

- 3.14 A visitor to Club premises must not be supplied with liquor in the Club premises unless the visitor is:
- (a) a guest in the company of a member of the Club; or
  - (b) an authorised gaming visitor admitted in accordance with the Constitution.
- 3.15 No payment or part payment to any officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for the sale and disposal of liquor.
- 3.16 No person shall be:
- (a) admitted as an honorary or temporary member of the Club; or
  - (b) be exempted from the obligation to pay the relevant annual subscription fee for membership of the Club,
- except as permitted by this Constitution.

## ***4. Cessation of Membership***

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### **Resignation of membership**

- 4.1. A member may at any time by giving notice in writing to the Secretary resign his or her membership of the Club, but shall be liable for:
- (a) any arrears of the relevant annual subscription fee;
  - (b) all arrears on any account due and unpaid owing to the Club; and

- (c) a sum not exceeding \$50.00 for which he or she is liable as a member of the Club under 3.12(a) of this Constitution.

### **Expulsion, censuring, suspension of a member**

4.2. The Board shall have power to censure, suspend or expel a member from the Club if a member:

- (a) willfully refuses or neglects to comply with the provisions of this Constitution; or
- (b) is guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interest of the Club;

provided that, in the case of expulsion:

- (i) at least 7 days before the meeting of the Board at which a resolution for his or her expulsion is passed, the member shall have had notice of such meeting and of what is alleged against him or her and of the intended resolution for expulsion and;
- (ii) he or she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defense he or she may think fit.

## **5. General Meetings**

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### **Annual general meeting**

5.1. The Club must hold an annual general meeting of the Club on a date nominated by the Board and in accordance with the Act.

### **Calling of general meeting when requested by members**

5.2. (a) Directors must call meetings

The Directors of the Club must call and arrange to hold a general meeting on the request of:

- (i) Ordinary members with at least 5% of the votes that may be cast at the general meeting; or
- (ii) at least 100 Ordinary members who are entitled to vote at the general meeting;

(b) Request

The request must:

- (i) be in writing; and
- (ii) state any resolution to be proposed at the meeting; and
- (iii) be signed by the Ordinary members making the request; and
- (iv) contain the addresses and membership ticket numbers of the Ordinary members making the request; and

- (v) be given to the Club.

### **Notice period**

5.3. Subject to the Act, the Club must give 21 days' notice of general meetings and annual general meetings.

### **Notice of general meetings**

5.4. Written notice of a general meeting must be given as provided in this Constitution to:

- (a) every Ordinary member entitled to vote;
- (b) every Director; and
- (c) the Auditor (if one);

### **Content of notice of general meetings**

5.5. A notice of a general meeting must:

- (a) specify the place, date and time for the meeting;
- (b) state the general nature of the business to be transacted at the meeting;
- (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
- (d) contain a statement of
  - (i) each Ordinary member's right to appoint a proxy; and
  - (ii) the fact that a proxy must be an Ordinary member of the Club.

### **Content of notice of annual general meeting**

5.6. It is not necessary for the notice of an annual general meeting to state that the business to be transacted at the meeting includes:

- (a) the consideration of the financial statements and the reports of the Directors and Auditor (if any);
- (b) the appointment and fixing of the remuneration of the Auditor;
- (c) the presentation of awards and trophies; and
- (d) any other business which, under this Constitution or the Act, is required to be transacted at an annual general meeting.

### **Nature of business**

5.7. All business will be special that is transacted at a general meeting, with the exception of:

- (a) the consideration of the accounts, balance sheets, and the report of the Directors and Auditor;  
and
- (b) the election of the Auditor (if any).

### **Notice of adjourned meeting**

5.8. When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 30 days or more.

### **Failure to give notice**

5.9. Any resolution passed at a meeting is not invalidated by:

- (a) the accidental omission to give notice of a meeting to any Ordinary member or non-receipt of that notice by an Ordinary member; or
- (b) the accidental omission to send out the instrument of proxy to a person entitled to receive notice or non-receipt of that instrument.

### **Method of Giving Notice**

5.10. Written notice given by electronic transmission:

- (a) to the nominated internet address of an Ordinary member entitled to vote as entered in the Register; or
- (b) with the consent of the Ordinary member, by other electronic method as determined by the Returning Officer to be appropriate from time to time,

is a valid method of giving written notice as is giving written notice by post or other accepted method of delivery.

## **6. *Proceedings at General Meetings***

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### **Use of technology**

6.1. The Club may hold a general meeting at 2 or more venues using any technology that gives Ordinary members a reasonable opportunity to participate.

### **Quorum**

- 6.2. (a) Except as otherwise provided in this Constitution, the quorum for a general meeting of the Club, except an annual general meeting, is 200 Ordinary members and the quorum must be present at all times during the meeting.
- (b) The quorum for an annual general meeting is 25 Ordinary members and the quorum must be present at all times during the meeting.
- (c) No business will be transacted at any general meeting unless a quorum of Ordinary members is present at the time when the meeting proceeds to business.

- (d) For the purpose of determining whether a quorum is present:
  - (i) if an individual person is attending both as an Ordinary member and as a proxy, attorney or representative, they may be counted only once.

### **Effect of no quorum**

6.3. If a quorum is not present within half an hour after the time appointed for the meeting:

- (a) if the meeting was convened on the requisition of Ordinary members, the meeting must be dissolved; or
- (b) in any other case:
  - (i) the meeting will be adjourned to the date, time and place, that the Directors specify (or if the Directors do not specify such details, the meeting is adjourned to the same day in the next week at the same time and place) except that if the meeting is adjourned for 30 days or more, notice of the resumed meeting must be given; and
  - (ii) if at a meeting resumed pursuant to Clause 6.3(b)(i) a quorum is not present within half an hour after the time appointed for the meeting:
    - (A) 2 Ordinary members constitute a quorum; or
    - (B) if 2 Ordinary members are not present the meeting shall be dissolved.

### **Chairperson of general meeting**

6.4. The President shall be entitled to preside as chairperson at every general meeting of the Club.

### **Vacancy in chair**

6.5. Where a general meeting is held and:

- (a) there has been no President appointed pursuant to clause 11.1; or
- (b) the President declines to act or is not present within 15 minutes after the time appointed for the holding of the meeting,

then one of the Vice-Presidents appointed pursuant to clause 11.1, shall be the chairperson or if no Vice-President is present or those present decline to act or no Vice-President has been appointed, then some other Director shall be chosen and if no Director be present or if all Directors present decline to take the chair then the Ordinary members present must elect one of their number to be chairperson of the meeting or part of the meeting (as the case may be).

### **Adjournment**

6.6. The chairperson must adjourn a general meeting if the Ordinary members present with a majority of votes at the general meeting agree or direct that the chairperson must do so.

**Adjourned meetings**

- 6.7. (a) Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- (b) A resolution passed at a meeting resumed after an adjournment is passed on the day it was in fact passed.

**7. Voting at General Meetings**

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**Voting**

- 7.1. (a) A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is demanded.
- (b) Before a vote is taken, the chairperson must inform the general meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (c) On a show of hands, a declaration by the chairperson is conclusive evidence of the result provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against the resolution.

**Voting Rights**

- 7.2. At a general meeting:
- (a) Each Ordinary member entitled to vote may vote in person or by proxy or attorney;
- (b) on a show of hands, each Ordinary member has one vote; and
- (c) on a poll, each Ordinary member has one vote.

**Voting by poll**

- 7.3. (a) A poll may be demanded by:
- (i) the chairperson;
- (ii) at least one-tenth of the Ordinary members present in person or by proxy or attorney;
- (b) A poll may be demanded:
- (i) before a vote is taken; or
- (ii) before or immediately after the voting results on a show of hands are declared.
- (c) The demand for a poll may be withdrawn.
- (d) If a poll is duly demanded, it must be taken in such manner and, subject to Clause 7.3(f), either immediately or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll is the resolution of the meeting at which the poll was demanded.

- (e) A poll demanded on the election of the chairperson or on a question of adjournment must be taken immediately.
- (f) The demand for a poll does not prevent a meeting continuing for the transaction of any business other than the question on which a poll has been demanded.

### **Casting vote of chair**

- 7.4. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded has a casting vote (in addition to any vote that the chairperson may have had as an Ordinary member).

### **Question of Procedure**

- 7.5. At all meetings where questions of order and procedure shall arise, the ruling of the chairperson of the meeting shall be accepted as final.

### **Ordinary member of Unsound Mind**

- 7.6. An Ordinary member who is of unsound mind and whose personal estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his or her trustee or by such other person as properly has the management of his or her estate and any trustee or other person may vote by proxy or attorney.

## **8. Proxies**

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### **Who can appoint a proxy**

- 8.1. An Ordinary member who is entitled to vote at a general meeting may appoint a person as that Ordinary member's proxy to vote for that Ordinary member at a meeting of the Club. A proxy must be an Ordinary member of the Club.

### **Execution and form of proxies**

- 8.2. An instrument appointing a proxy:
- (a) may be contained in a facsimile;
  - (b) must be in writing under the hand of the appointer or of an attorney duly authorised in writing;
  - (c) may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
  - (d) is deemed to confer authority to demand or join in demanding a poll; and
  - (e) must (except in the case of proxies appointed under power of attorney), as nearly as the circumstances permit, be in the following form or in such other form as the Directors prescribe:

Carlton Football Club Limited ("the Club")

I/,....., of....., being an Ordinary member of the Club, appoint..... of ..... or, failing him/her ..... of ..... as my proxy to vote for me on my behalf at the \*annual general/\*general meeting of the Club to be held on the..... day of ..... 20.... and at any adjournment of that meeting.

\*\* My proxy is hereby authorised to vote \*in favour of/against the following resolutions:

Signed this.....day of.....20.....

.....  
(Ordinary member's signature)

**Notes**

- (1) In the event of the Ordinary member desiring to vote for or against any resolution he or she shall instruct his or her proxy accordingly. Unless otherwise instructed, the proxy may vote as the proxy thinks fit.
- (2) \*Strike out whichever is not desired.

**Lodgment of proxies**

- 8.3. (a) If an Ordinary member appoints a proxy, the following documents must be given to the Club at the Office or at the place specified for the purpose in the notice calling the general meeting:
  - (i) the proxy's appointment; and
  - (ii) if the appointment is signed by the appointor's attorney, the authority under which the form was signed or a copy of the authority certified by a person authorised to take a statutory declaration.
- (b) The proxy's appointment is valid for a meeting if the appointment and any authority are given to the Club at least 48 hours before the general meeting at which the proxy is to be used.

**Validity of proxy vote**

- 8.4. A vote cast in accordance with the terms of an instrument of proxy or of a power of attorney is valid if no notice in writing of:
  - (a) the previous death of the appointing Ordinary member;
  - (b) the mental incapacity of the appointing Ordinary member;

- (c) the revocation of the proxy's appointment;
- (d) the revocation of the authority under which the proxy was appointed by a third party;

has been received by the Club at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used or exercised.

## **9. *The Board of Directors***

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### **Number of Directors**

- 9.1. The number of Directors shall, including the President, be such number (being not less than 6 and not more than 13) from time to time determined by the Board.

### **Term of appointment**

- 9.2. (a) Every year one third of the Directors (or the number nearest one-third) of the Board and any Director appointed pursuant to clause 9.5(a)(ii) shall retire from office as at the Friday immediately prior to the date set for the annual general meeting and each vacancy so caused be filled by the Club as hereinafter appears. The Directors to retire in each year shall be the Directors who have been the longest in office (since they were last elected) but as between persons who became Directors of the Board on the same day those to retire shall be determined by lot conducted by the Returning Officer appointed pursuant to Clause 9.4(b).
- (b) A Director who holds the position of Chief Executive Officer pursuant to clause 11.13 shall not be subject to retirement as provided in clause 9.2(a).
- (c) Subject to Clause 9.2(d), at all times any retiring Directors shall be eligible for re election but shall be subject to the nomination process as set out in this Constitution.
- (d) No Director of the Club may remain in office for more than 4 consecutive Terms of office or 12 years, whichever is the longer, such period to be calculated from 12 November 2002, subject to extension, by ordinary resolution of Ordinary members entitled to vote at meetings of the Club.

### **Election to fill vacancies**

- 9.3. The election of Directors shall take place in the following manner:
- (a) Any three Ordinary members of the Club shall be at liberty to nominate any other Ordinary member and which member has been an Ordinary member entitled to vote for at least two full years prior to the date of the relevant election of Directors, to serve as a Director. The requirement that the nominated Ordinary member must have been an Ordinary member for at least two full calendar years may be waived by Ordinary Resolution of the Board.
- (b) The nomination, which must be in writing and signed by the Ordinary member seeking election as a Director and the three nominating Ordinary members, must be lodged with the Secretary by 5pm on a day at least 35 days before the date set for the election. The Secretary will give notification of the relevant nomination date by giving not less than 5 clear days notice of the date in a Victorian metropolitan daily newspaper and a national daily newspaper.

- (c) A list of the candidates' names in alphabetical order, with the three nominating Ordinary members' names in respect of each candidate, must be posted in a conspicuous place in the Office for at least 14 days immediately preceding the date set for the election.
- (d) A voting paper must be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Ordinary member shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (e) The Secretary must send a notice of the election to each Ordinary member entitled to vote either by post or by email to the relevant internet address if nominated by an Ordinary member and as entered in the Register or, with the consent of the relevant Ordinary member, by other electronic means determined by the Returning Officer to be appropriate from time to time.
- (f) In case there shall not be sufficient number of candidates nominated:
  - (i) all nominees shall be deemed to have been elected;
  - (ii) the vacancies may be filled at the annual general meeting then being held provided that a motion to do so is carried by a two thirds majority of those present;
  - (iii) if such a motion is not carried, the vacancies may be filled by the Board.

### **Conduct of Elections**

- 9.4. (a) The election of Directors must be held on the Friday immediately prior to the date set for the annual general meeting.
- (b) The Directors must appoint a Returning Officer to conduct the election. Prior to the time of the election of Directors, the Secretary must supply the Returning Officer with a correct list of Ordinary member names and membership number details (where applicable).
- (c) Election Rules
- (i) From time to time the Returning Officer and the Secretary may declare and promulgate rules for the conduct and procedure of elections of the Club (**Rules**). Subject to the Rules not being inconsistent with the Constitution, the Rules shall bind all candidates and the Club during any election. The onus shall be upon candidates standing for election to familiarize themselves with the Rules.
  - (ii) If there is a breach of any candidate of the terms of the Constitution or of any of the Rules, the Returning Officer may, in his or her absolute discretion, disqualify the candidate and any votes cast for such disqualified candidate shall not be counted.
  - (iii) Ordinary members entitled to vote may only vote for a candidate by either:
    - A. using the electronic voting system which has been established for the relevant election in accordance with clause 9.4(f)(iv); or
    - B. by completing the prescribed voting paper and returning it to the Returning Officer in accordance with clauses 9.4(f)(i)-(iii).

- (d) The Secretary must prepare and send to each Ordinary member entitled to vote by post or by email where a relevant internet address has been nominated by an Ordinary member and entered in the Register or, with the consent of the relevant Ordinary member, by other electronic means as determined by the Returning Officer from time to time, a notice of election setting out:
- (i) details of the vacancies;
  - (ii) a list of candidates (in alphabetical order);
  - (iii) the time and place the election is to be conducted;
  - (iv) instructions for completion and return of the voting paper where the relevant Ordinary member elects to follow the procedure set out in Clauses 9.4(e) and (f)(i)-(iii);
  - (v) the internet address and any other relevant particulars of the online voting system; and
  - (vi) the opening date and Closing Time for the period during which electronic votes must be lodged in order to be accepted.
- (e) The Secretary or the Secretary's delegate will, upon request, forward by post to the Ordinary member entitled to vote an envelope enclosing:
- (i) the notice of election;
  - (ii) the voting paper; and
  - (iii) a printed envelope, addressed to the Returning Officer, with Ordinary member identification details to be provided on the reverse side, into which the voting paper is to be placed.
- (f) The voting procedure is to be as follows:
- (i) place voting papers inside the printed envelope provided;
  - (ii) complete Ordinary member identification details (including name, signature and membership number (if available)) on the outside of the envelope where indicated; and
  - (iii) return completed voting papers to the Returning Officer via:
    - (A) post, so that it reaches the Returning Officer on or before 5pm on the date set for election (**Closing Time**); or
    - (B) deposit in the ballot box located at the Club before the Closing Time; or
  - (iv) where an Ordinary member elects to vote by electronic voting, by voting in accordance with the instructions given for electronic voting during the period from the opening date to the Closing Time specified in the notice given in accordance with clause 9.4(d).
- (g) The Returning Officer or his or her delegate may open any envelopes received under clause 9.4(f)(i)-(iii) prior to the Closing Time. The Returning Officer or his or her delegate may, in the Returning Officer's absolute discretion, commence counting the votes prior to the Closing Time.

- (h) After the Closing Time, the Returning Officer must::
  - (i) complete a count of the votes;
  - (ii) certify to the Secretary the results of the ballot;
  - (iii) publicly announce the results; and
  - (iv) confirm the results at the annual general meeting.
- (i) If the voting paper is not completed in accordance with clause 9.4(f)(i)-(iii) or if the voting paper is not received by the date and time referred to in clause 9.4(f)(iii), the voting paper will not be counted.
- (j) The candidates will be elected to the position of Director by reference to the number of Board vacancies declared for the purposes of the election on the basis of the candidate or candidates receiving the highest number of votes cast in the ballot.
- (k) In the case of two or more persons obtaining the same number of votes in circumstances where there is only one vacancy to be filled, the President (or if he or she is a candidate in the election, a Vice-President or if both the President and a Vice-President are candidates in the election, the member of the Board who is the longest serving Director who is not a candidate) has a casting vote.
- (l) When questions of order or procedure arise during the conduct of the election, the decision of the Returning Officer shall be final.

**Appointment to fill casual vacancy**

- 9.5. (a) The Board may at any time appoint any person to be a Director, either :
- (i) to fill a casual vacancy or;
  - (ii) as an addition to the existing Directors
- provided the total number of Directors does not exceed the maximum number set by this Constitution.
- (b) The Board may expressly resolve not to fill a casual vacancy.
  - (c) If a Director is appointed to fill a casual vacancy in accordance with subparagraph 9.5(a)(i), then that Director's term of appointment will be until the expiration of the term of the Director whose position was vacated and in whose place the Director was appointed. It is not necessary that such appointment be confirmed at a subsequent annual general meeting or that the appointee be required to stand for election prior to the expiration of the replaced Director's term.

**Appointment of Chief Executive Officer as Director**

- 9.6. The Board shall have power at any time to appoint the person who holds the position of Chief Executive Officer pursuant to clause 11.13 as a Director and notwithstanding clause 9.5 he or she shall hold office subject only to clause 9.7.

### Vacation of office of Director

- 9.7. The office of a Director shall become vacant if the Director -
- (a) becomes bankrupt suspends payment or makes any arrangement or composition with his or her creditors.
  - (b) by notice in writing to the Club resigns his or her office.
  - (c) by reason of any provision of the Act his or her office is vacated or he or she becomes prohibited from being a Director.
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) is permanently incapacitated from performing his or her duties.
  - (f) is absent without permission of the Directors from the meetings of Directors for a period exceeding three months.
  - (g) being the Chief Executive Officer ceases to hold the position of Chief Executive Officer.
  - (h) by reason of a criminal conviction (before or after that Director's election or appointment) would not be acceptable to the relevant authorities pursuant to any lotteries, gaming or liquor licensing legislation then in force. If there be any dispute between the Director and the Club as to whether or not the Director would be acceptable, the dispute shall be determined by the written opinion of a Queens Counsel or Senior Counsel (not being a Director of the Club) of the Victorian Bar appointed by the solicitors then retained by the Club, and his or her decision shall be final and binding on the parties.
- 9.8 (a) No contract made by a Director with the Club and no contract or arrangement entered into by or on behalf of the Club in which any Director may be in any way interested is voided or rendered voidable merely because the Director holds office as a Director of another body corporate (as defined in the Act).
- (b) No Director contracting with or being interested in any arrangement involving the Club is liable to account to the Club for any profit or other financial advantage realised by or under any such contract or arrangement merely because the Director holds office as a Director of another body corporate (as defined in the Act).
- (c) A Director is not disqualified merely by being a Director from contracting with the Club in any respect.
- (d) A Director or a body or entity in which a Director has a direct or indirect interest may:
- (i) enter into any agreement or arrangement with the Club;
  - (ii) act in a professional capacity other than as Auditor for the Club
- and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Club.

- (e) A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
  - (i) be present while the matter is being considered at the meeting; or
  - (ii) vote on the matter, unless permitted by the Act to do so, in which case the Director may; or
  - (iii) be counted in determining whether or not a quorum is present at any meeting of Directors considering that matter; or
  - (iv) sign or countersign any document relating to that matter; or
  - (v) vote in respect of that matter, or in respect of any matter arising out of that matter.
- (f) A Director may be or become a Director or other officer of, or be otherwise interested in, any related body corporate (as defined in the Act) or any other body corporate promoted by the Club or in which the Club may be interested as a vendor, shareholder or otherwise and is not accountable to the Club for any remuneration or other benefits received by the Director as a Director or officer of, or from having an interest in, that body corporate.

9.9. If the Club holds a club licence pursuant to the *Liquor Control Reform Act 1998 (Vic)* or a venue operator's licence pursuant to the *Gaming Machine Control Act 1991 (Vic)* any Director appointed or elected as a Director shall be ineligible to exercise the powers of a Director until such appointment has been approved by Responsible Alcohol Victoria if required by the provisions of the *Liquor Control Reform Act 1998 (Vic)* as amended from time to time and (if applicable) the Victorian Commission for Gambling Regulation if required by the *Gaming Machine Control Act 1991 (Vic)* or the *Gambling Regulation Act 2003 (Vic)* as amended from time to time, or by any body which succeeds Responsible Alcohol Victoria or the Victorian Commission for Gambling Regulation.

## ***10. Powers and Duties of the Board***

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### **General Powers of Directors**

10.1. The management of the business and affairs of the Club shall be vested in the Board. The Board may exercise all the powers and do all such acts and things as the Club is authorised to exercise and do and which are not by this Constitution or the Act required to be exercised by the Club in general meetings.

### **Acts of Directors valid notwithstanding defect in appointment**

10.2. All acts done by any meeting of the Board or by any person acting as a Director of the Board shall except insofar as this clause is effected by the provisions of the Act and notwithstanding that it be afterwards discovered that there was some defect in the appointment of any person acting as aforesaid be as valid as if every such person had been duly appointed.

### **Board may borrow, charge issue debentures etc. on behalf of the Club**

10.3. The Board may exercise all powers of the Club to borrow or otherwise raise money and to mortgage or charge or give any other form of security in respect of its property or any part thereof to secure the repayment of monies advanced or obligations made, and to issue debentures and other securities whether outright or as a security for any debt, liability or obligation of the Club.

### **Execution of cheques etc.**

- 10.4. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 Directors or in such other manner as the Board from time to time determines.

### **Directors may grant a Power of Attorney**

- 10.5. The Directors may appoint any person or persons to be the attorney or attorneys of the Club for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors) for such period and subject to such conditions as they think fit.
- 10.6 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

## ***11. Proceedings of the Board of Directors***

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### **President and Vice Presidents**

- 11.1. The Board shall appoint one of its number to the position of President and may appoint up to 3 of its members as Vice Presidents.

### **Convening Director's meetings**

- 11.2. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Board member may at any time, and the Secretary shall on the requisition of a Director, summon a meeting of the Board.

### **Board Minutes**

- 11.3. The Board shall cause minutes to be made -
- (a) of names of Directors of the Board present at all meetings of the Club and of the Board;
  - (b) of all other persons present at Board meetings;
  - (c) of the appointment of the Chief Executive Officer and Senior Coach of the Club; and
  - (d) of all proceedings at all meetings of the Club and of the Board.

Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

### **Determination of questions at Board Meetings**

- 11.4. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes of Directors present and voting and any such determination by a majority of the Directors shall for all purposes be deemed a determination of the Board.

In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.

### **Quorum necessary for the Board to conduct business**

- 11.5. The quorum necessary for the transaction of the business of the Board shall be one more than one half the number of persons as constitute the Board at any time or such greater number as may be fixed by the Board.

### **Vacancies in Board of Directors so less than required quorum at meeting**

- 11.6. In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of the Directors remaining is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a general meeting of the Club.

### **President to be Chairperson at the Meeting**

- 11.7. The President shall preside as Chairperson at every meeting of the Board, or if there is no President, or if at any meeting he or she is not present within 10 minutes after the time appointed for holding the meeting, a Vice President shall be Chairperson or if no Vice-President is present at the meeting then the members of the Board may choose one of their number to be Chairperson of the Meeting.

### **Acts of Directors or the Board of Directors**

- 11.8. All acts done by any meeting of the Board or by any Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board or Directors, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

### **Circular resolution**

- 11.9 (a) The Directors may pass a resolution without a Directors' meeting being held if all 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.
- (b) Identical copies of the document may be distributed for signing by different Directors and taken together will constitute one and the same document.
- (c) The resolution is passed when the last Director signs the document.

### **Telephone and other meetings**

- 11.10. Without limiting the power of the Directors to regulate their meetings as they think fit, a meeting of Directors or committee of Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
- (a) all Directors consent to the calling and the holding of the meeting by means of telephone or other form of communication;
- (b) all Directors participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously by means of the agreed form of communication;

- (c) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed on or laid down from time to time by the Directors of the Club and such notice does not specify that Directors are required to be present in person;
  - (d) in the event that a failure in communications prevents Clause 11.10(b) from being satisfied by that number of Directors which constitutes a quorum, then the meeting will be suspended until Clause 11.10(b) is satisfied again. If Clause 11.10(b) is not satisfied within 15 minutes from the time the meeting was interrupted, the meeting will be deemed to have terminated; and
  - (e) any meeting held where one or more of the Directors is not physically present will be deemed to be held at the location specified in the notice of meeting provided a Director is present at that location. If no Director is present at the location specified, the meeting will be deemed to be held at the location where the chairperson of the meeting is located.
- 11.11. (a) The Board may appoint or disband committees as it so requires from time to time.
- (b) Such committees must exercise such powers and carry out such functions as the Board may determine.

No committee may, without the approval of the Board, commit or purport to commit the Club to any legally enforceable obligation.

### **Secretary**

- 11.12. The Secretary shall be appointed by the Board for such term, upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it.

### **Chief Executive Officer**

- 11.13. The Board may appoint a Chief Executive Officer for a term and at such remuneration as the Board shall from time to time determine. The Chief Executive Officer may also be Secretary of the Club if the Board so desires and any additional secretarial staff which may be required by the Chief Executive Officer may be appointed by the Board.

### **Execution of documents and Seal**

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

- (a) 2 Directors; or
- (b) a Director; and
  - (i) the Secretary; or
  - (ii) the Chief Executive Officer.

- 11.15 The Club may have a Seal. If documents are required to be executed under seal, then clause 11.16 applies.

- 11.16. The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors of the Board or of a sub-committee of the Board authorised by the Directors in that behalf. Every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned

by the Secretary or by a second Director or by some other person appointed by the Board for that purpose.

### **Accounts**

- 11.17. (a) The Board shall cause proper accounting and other records to be kept and shall report to members for a financial year by either:
- (i) sending members copies of:
    - (A) the financial report for the year; and
    - (B) the Directors' report for the year; and
    - (C) the Auditor's report on the financial report; or
  - (ii) sending members a concise financial report for the year that complies with section 314(2) of the Act.
- (c) The Board shall cause to be made out and laid before each annual general meeting:
- (i) the financial report; and
  - (ii) the Directors' report; and
  - (iii) the Auditor's report
- for the last financial year that ended before the annual general meeting.
- (d) The Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Club or any of them will be open to the inspection of members other than Directors, and a member other than a Director does not have the right to inspect any document of the Club except as provided by law or authorised by the Directors or by the Club in a general meeting.

### **Audit**

- 11.18. A properly qualified registered auditor or auditors shall be appointed and his, her or their duties regulated in accordance with Part 2M.4, Division 6, Subdivision A of the Act.

## **12. Notice**

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- 12.1. (a) Any notice required by law or by or under this Constitution to be given to any Ordinary member may be given either by serving it on him or her personally or by sending it by post to him or her at his or her registered address, or to the address, if any, or by email to the internet address if any nominated by him or her for the giving of notices and entered in the Register, or with the consent of the relevant Ordinary member, by other electronic means as determined by the Returning Officer from time to time. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been given in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary

course of post. Where the notice is sent by email or by other electronic means determined by the Returning Officer from time to time in accordance with this clause 12.1(a), service of the notice shall be deemed to be effective on the business day after the day on which the notice was sent by such method.

- (b) A notice of a general meeting shall be given in the manner hereinbefore authorised to:
  - (i) every Ordinary member except those Ordinary members for whom the Club has no registered address or other address for the giving of notices to them; and
  - (ii) each Director; and
  - (iii) the Auditor or Auditors for the time being of the Club.

and no other person shall be entitled to receive notices of general meetings.

## **13. Indemnity**

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### **13.1. Scope of Indemnity**

- (a) To the extent permitted by law and subject to the restrictions contained in section 199A of the Act, the Club indemnifies every person who is or has been an Officer of the Club against any liability incurred by that person acting as an Officer of the Club (including liabilities incurred by the Officer as an Officer of a subsidiary of the Club where the Club requested the Officer to accept that appointment).
- (b) To the extent permitted by law and subject to the restrictions contained in section 199A of the Act, the Club indemnifies every person who is or has been an Officer of the Club against reasonable legal costs incurred when defending an action for a liability incurred by that person acting as an Officer of the Club (including liabilities incurred by the Officer as an Officer of a subsidiary of the Club where the Club requested the Officer to accept that appointment).
- (c) The amount of any indemnity payable under this clause 13.1 will include an additional amount (GST Amount) equal to any GST payable by the Officer being indemnified in connection with the indemnity (less the amount of input tax credit claimable by the Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Officer providing the Club with a GST tax invoice for the GST Amount.

### **Insurance**

- 13.2. In addition to the payment of any other insurance premium by the Club in accordance with the Act, and to the extent permitted by the Act, the Club may pay a premium in respect of a contract insuring an Officer of the Club against a liability:
  - (a) incurred by the Officer of the Club in his or her capacity as an Officer, provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of section 199B of the Act; or
  - (b) for costs and expenses incurred by that Officer of the Club in defending proceedings, whatever their outcome.

### **Interpretation**

13.3. In Clauses 13.1 and 13.2, "proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act in their capacity as an Officer of the Club (including proceedings alleging that they were guilty of negligence, default, breach of trust or breach of duty in relation to the Club).

### **Winding Up**

13.4. If a surplus remains following the winding up or dissolution of the Club, the surplus will not be paid to or distributed amongst members, but will be given or transferred to another corporation or club with similar objects to that of the Club and which, by its constitution, is:

- (a) required to apply its profits (if any) or other income in promoting its objects; and
- (b) prohibited from making any distribution to its members or paying fees to its Directors,

such corporation to be determined by the Ordinary members at or before the winding up and in default, by application to the Supreme Court of Victoria for determination.

### **Non-profit**

13.5. The assets and income of the Club shall be applied solely in furtherance of the objects of the Club set forth in this Constitution and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.