



Form 205

Corporations Act 2001
136(5), 157(2), 162(3), 461(2), 491(2),
506(1B), 507(11), 510(1A)
Corporations Regulations 2001
1.0.12

Notification of resolution

If there is insufficient space in any section of the form, provide details in an annexure – refer to Guide for annexure requirements

Company details

Company name

ACN/ABN

16 SEP 2011

Lodgement details

An image of this form will be available as part of the public register.

Who should ASIC contact if there is a query about this form?
 ASIC registered agent number (if applicable) AH

Firm/organisation

Contact name/position description Telephone number (during business hours)

Email address (optional)

Postal address

Suburb/City State/Territory Postcode

Signature

This form must be signed by a current officeholder or external administrator of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.

Name

Capacity
 Director Company secretary External administrator

Signature

Annexure endorsed as specified in guide

Date signed
 / /
 [D] [D] [M] [M] [Y] [Y]

Provide details of resolution over page.

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 4000, Gippsland Mail Centre VIC 3841.

For more information
Web www.asic.gov.au
Need help? www.asic.gov.au/question
Telephone 1300 300 630

1 Subject(s) of the resolution

Please tick box(es) which apply
Must select at least one

ASIC Internal form code

157(2)	<input type="checkbox"/> Change of company name Is the proposed name identical to a registered business name(s)? <input type="checkbox"/> Yes <input type="checkbox"/> No Name reservation number (if any) <input type="text"/> If yes, I declare that I own, or am registering the company name for the owner(s) of the identical business name(s), the registration details of which are listed below. Business number <input type="text"/> State/Territory of registration <input type="text"/>	A
162(3)	<input type="checkbox"/> Change from public company to proprietary company	B
162(3)	<input type="checkbox"/> Change from proprietary company to public company	C
162(3)	<input type="checkbox"/> Change from no-liability company to company limited by shares	F
162(3)	<input type="checkbox"/> Change from limited company to unlimited company	G
162(3)	<input type="checkbox"/> Change from unlimited company to limited company	H
162(3)	<input type="checkbox"/> Change from company limited by guarantee to company limited by shares	AA
162(3)	<input type="checkbox"/> Change from company limited by both shares & guarantee to company limited by shares	AB
162(3)	<input type="checkbox"/> Change from company limited by both shares & guarantee to company limited by guarantee	AC
162(3)	<input type="checkbox"/> Change from limited (mining) company to a no-liability company	X
138(5)	<input checked="" type="checkbox"/> Alteration of constitution	J
491(2)	<input type="checkbox"/> Voluntary winding up by members/shareholders	L
491(2)	<input type="checkbox"/> Voluntary winding up by creditors	M
461(2)	<input type="checkbox"/> Company resolved to be wound up by Court	AD
506(1B)	<input type="checkbox"/> Powers & duties of liquidator (voluntary)	AF
507(11)	<input type="checkbox"/> Company's arrangement with liquidator	AG
510(1A)	<input type="checkbox"/> Binding arrangements on company/creditors	AH
	<input type="checkbox"/> Other Section number <input type="text"/> Brief description <input type="text"/>	R

2 Details of the resolution

Provide date of meeting

Date of meeting

 [D] [D] [M] [M] [Y] [Y]

Tick the appropriate box & provide details. Annexures must be endorsed as specified in the guide.

The resolution: Set out below in the attached annexure marked "A" (a, b, c or 1, 2, 3 etc), was passed or agreed to (as required) as a special or ordinary resolution (as applicable) in accordance with the Corporations Act 2001.

REFER ATTACHED

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING
OF FREMANTLE FOOTBALL CLUB LTD**
*Phillips Conference Suite, Fremantle Football Club, Parry Street, Fremantle
Wednesday 23 August 2011, 4.00pm*

Present : **Board of Directors**
Mr Steve Harris (President)
Mr Ben Allan (Vice-President)
Mr Grant Donaldson (Director)
Mr Richard Goyder (Director)
Ms Kate Grieve (Director)
Ms Jenn Morris (Director)
Mr Brian O'Donnell (Director)
Mr Stephen O'Reilly (Director)

Fremantle Football Club
Mr Steve Rosich (Chief Executive Officer)
Mr Gary Walton (Company Secretary)
Ms Amanda Flood (Minutes)

West Australian Football Commission
Mr Wayne Bradshaw (Chief Executive Officer)

Apologies : Nil

This Annexure 'A' of 5 pages referred
to in Form 205 'Notification of
Resolution'

Gary Walton
GARY WALTON
COMPANY SECRETARY
14/9/11

1.0 Opening

Mr Harris, in his capacity as Vice-President, declared the meeting open at 4.00pm.

2.0 Read Notice Convening The Meeting

Mr Harris advised that the meeting had been called to resolve an amendment to Article 21 of the Club's Constitution – Election of Directors by Club Members.

3.0 Representative Of WAFC

Mr Bradshaw confirmed he had been appointed as West Australian Football Commission's (WAFC's) representative at this meeting.

4.0 Resolution

Mr Walton distributed to all attendees a copy of the resolution and the attached proposed changes to Article 21 of the Club's Constitution – Election of Directors by Club Members. Following discussion:

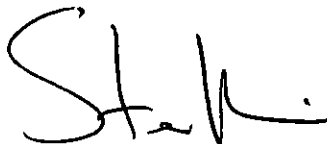
It was resolved that Article 21 of the Club Constitution – Election of Directors by Club Members be amended as reflected in 'Attachment A' to these minutes.

Mr Bradshaw endorsed the resolution.

5.0 Closure

There being no further business, Mr Harris, in his capacity as President, brought the meeting to a close at 4.05pm..

Signed as a true and correct record



Steve Harris
President

7/9/11
Date

RESOLUTION FOR AMENDING ARTICLE 21 OF FREMANTLE FOOTBALL CLUB CONSTITUTION

Resolved that, upon ratification by the West Australian Football Commission, Article 21 of the Club's Constitution (Election of Directors by Club Members) be amended to read as follows (all amendments are in red):

21 ELECTION OF DIRECTORS BY CLUB MEMBERS

- 21.1 The provisions of this **Article 21** shall be unalterable, except pursuant to a Special Resolution of the Company passed at a General Meeting.
- 21.2 The Elected Directors will be appointed by the Commission after elections held in accordance with this **Article 21**.
- 21.3 After the adoption of this Constitution and in anticipation of any vacancy occurring in the position held by an Elected Director referred to in **Article 19.3(a)**, due to the expiration of the term of appointment of such Elected Director:
- (a) The Board, in consultation with the Commission, must:
- (i) call for nominations from Voting Club Members seeking election as an Elected Director under this **Article 21** ("**Nominees**") by such means as the Board considers appropriate. Such call for nominations must specify that:
- (A) Nominees must complete and sign a form determined by the Board from time to time, and submit such form to the Board together with all information and documentation as required by the Board from time to time. Such form can only be collected following an appointment with the Company Secretary or the delegate;
- (B) Voting Club Members who are bodies corporate may nominate an officer of the body corporate who is eligible to stand for election;
- (C) Nominees must be supported by references from 5 Voting Club Members who have been Club Members for at least the past consecutive 5 years;
- (D) Nominees must provide all relevant information and documentation required by the Board to the Board by a date determined by the Board, including but not limited to a police clearance certificate not more than 12 months old and a registered copy of the nominee's birth certificate;
- (E) Nominees must agree to abide by guidelines on promotion of their candidacy and use of the Club brand elements during the period of the election as determined by the Board from time to time;
- (F) the Board, in consultation with the Commission, and the Commission, reserves the right not to accept nominations where the nominee is found not to comply with the provisions of the Corporations Act in their capacity as a Director or has been previously removed as a Director in accordance with **Article 24**; and
- (G) any information provided by a Nominee may be provided to the Club Members, and the Nominee, by providing such information, shall be

deemed to have consented to the provision of such information to the Club Members; and

- (b) The Board cannot add any nominations to the Nominees determined in accordance with **Article 21.3(a)**.
- 21.4 An election of an Elected Director under this **Article 21** will be by vote at a General Meeting or by electronic or postal ballot (as determined by the Board) of which at least one month's notice of the election must be given, which must be conducted on a date determined by the Board, which date must in any event be:
- (a) after the Board invites expressions of interest under **Article 21.3(a)(i)**; and
 - (b) no later than 1 December in the year in which the election is held unless the Board determines otherwise.
- 21.5 At least 2 weeks before the date on which a meeting to vote is to be held or in the case of an electronic or postal ballot, the first date of the period during which such ballot will be conducted, the Company must provide the following to all Voting Club Members and Shareholders:
- (a) the names of all Nominees;
 - (b) where available, résumés of those Nominees in a form prescribed by the Board;
 - (c) any other information received in respect of all valid nominations; and
 - (d) in the case of Voting Club Members:
 - (i) a statement that only Voting Club Members are entitled to vote;
 - (ii) where a postal ballot is conducted, a ballot paper for each Voting Club Member; and
 - (iii) instructions on how to cast a vote in an electronic or postal ballot.
- 21.6 Each Voting Club Member is entitled to cast one vote in an election held at a General Meeting or in an electronic or postal ballot (as the case may be).
- 21.7 The Board may from time to time, in consultation with the Commission, determine the rules and procedures (including but not limited to any security and verification measures and the circumstances under which an electronic or postal vote is valid or invalid) which will apply to any electronic or postal ballot.
- Where a postal ballot is conducted the Club shall adopt the Standard Election Rules for Non Parliamentary Postal Elections as prescribed by the Western Australian Electoral Commission or such other body as determined by the Board from time to time.
- 21.8 The results of a ballot must be announced at the next Club Member Meeting, if practicable, and in any event within 1 month after the date on which the ballot is concluded.
- 21.9 Notwithstanding this **Article 21** or **Article 47** and in particular **Articles 21.5, 21.6 and 47.3** if a Voting Club Member as at the date he submits his nomination in accordance with **Article 21.3(a)(i)** if seeking election as a Director and otherwise at the date of voting has not fully paid all outstanding membership fees, or if any debt exceeding \$50 is due and payable by a Voting Club Member to the Company, and has been outstanding for 1 month or more, that Voting Club Member is not:
- (a) eligible to be elected as an Elected Director under this **Article 21**;

- (b) eligible to vote for any Elected Director under this **Article 21**; or
- (c) entitled to be present at any Meeting.

21.10 No more than one election under this **Article 21** may be held within a calendar year save for the first election.

21.11 Subject to **Article 19.5**, if an election under **Article 21** involves the election of more than one Director referred to in **Article 19.3(a)** the following apply:

- (a) the Nominee receiving the highest number of votes will be appointed for the longest available or remaining term;
- (b) the Nominee receiving the next highest number of votes will be appointed to the position with the next longest available or remaining term;
- (c) the length of the term for which the remaining successful Nominees (if any) are appointed will correspond in a like manner to the number of votes received; and
- (d) a Nominee is not entitled to specify the particular vacancy for which he wishes to stand for election.