

# **Constitution of Melbourne Football Club Ltd**

**ACN 005 686 902**

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**CONSTITUTION OF MELBOURNE FOOTBALL CLUB LIMITED**  
**ACN 005 686 902**

**1. PRELIMINARY**

**1.1 Club limited by guarantee**

The Club is limited by guarantee and the liability of Members is limited as provided in this Constitution.

**1.2 Objects of the Club**

The Club is formed with the object of:

- (a) preserving and fostering the ideals and traditions of the AFL;
- (b) promoting the playing of Australian Rules football in general, including maintaining, providing, supporting and controlling a team or teams of footballers to compete in the AFL competition and, if necessary or desirable in the opinion of the Directors, in any other football competition; and
- (c) doing all such other lawful things as are incidental or conducive to the attainment of the above objects or which may be calculated to advance directly or indirectly the interests of the Club.

**1.3 Application of income and property**

Subject to rule 1.4, the Club must apply its income solely towards promoting the objects of the Club as stated in rule 1.2 and no part of the Club's income may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to Members.

**1.4 Certain payments allowed**

Rule 1.3 does not prevent the payment of:

- (a) reasonable remuneration to any officer or employee of the Club or to any Member or other person in return for services rendered to the Club;
- (b) reasonable allowances and travelling expenses to a Member or another person who is a football player or manager representing the Club;
- (c) interest to a Member on money lent by the Member to the Club at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- (d) reasonable remuneration to a Member for goods supplied by the Member to the Club in the ordinary course of business;
- (e) reasonable rent to a Member for premises lent by the Member to the Club;
- (f) payment to an Alternate in accordance with rule 4.3(e); or

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- (g) payment to a Director in accordance with rule 13 or any officer of the Club in accordance with rule 14.

## 1.5 Replaceable rules

The replaceable rules referred to in section 141 do not apply to the Club and are replaced by the rules set out in this Constitution.

## 1.6 Definitions

The following definitions apply in this Constitution.

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

"AFL" means the Australian Football League.

Definition of "AFL  
Delegate" deleted  
16 December 2004

"AFL/MFC Member" means a person who holds an AFL membership ticket for a Season and who is admitted to the membership of the Club.

"AFL Licence Agreement" means the Licence Agreement made on 10 September 1985 between the AFL and the Club.

"Alternate" means an alternate Director appointed by a Director under rule 4.1.

"Appeal Committee" means a committee established by the Board comprising:

Inserted  
20 December 2006

- (a) a person nominated by the Board (who will also be the chairman of the Appeal Committee);
- (b) a Member (not being a Director) nominated by the Board; and
- (c) a person (not being a Member or a Director) nominated by the President of the Law Institute of Victoria.

"Appointor" in relation to an Alternate, means the Director who appointed the Alternate.

"Authorised Gaming Visitor" has the meaning given to it in the Liquor Control Reform Act ( and refers to a person who may visit the Club's licensed premises without the requirement of being a guest of a Member).

Amended  
16 December 2004

"Authorised Gaming Visitors Register" means, where the Club is the holder of a venue operator's licence under the *Gambling Regulation Act 2003* (Vic), a register of Authorised Gaming Visitors containing the name and residential address of each Authorised Gaming Visitor admitted to the Club's Licensed Premises and the date of that admission.

"Board" means the Directors acting collectively under this Constitution.

Amended  
20 December 2006

"Chairman" means the chairman elected under rule 8.

"Chief Executive Officer" means a chief executive officer appointed under rule 7.1.



**"Class"** means a category of Members.

**"Club"** means the company named at the beginning of this Constitution whatever its name is for the time being.

Amended  
20 December 2006

**"Deputy Chairman"** means the deputy chairman elected under rule 8.

Definition of  
"Honorary Member"  
deleted  
16 December 2004

**"Director"** means a person who is, for the time being, a director of the Club including, where appropriate, an Alternate.

**"Junior Member"** means a person under the age of 15 admitted by the Board to membership of the Club.

Amended  
16 December 2004

**"Licensed Premises"** means any premises in respect of which the Club holds a licence under the Liquor Control Reform Act.

**"Life Member"** means a person admitted to life membership of the Club by the Board due to special services provided to the Club or 10 years service as a player with the Club.

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

**"Member"** means a person whose name is entered in the Members Register as a member of the Club, including the Members of each Class referred to in rule 2.1(a) as amended under rule 2.1(b) by the Board from time to time.

**"Members Register"** means the register of members kept as required by sections 168 and 169 and referred to in rule 25.

Definition of  
"Officebearer"  
deleted  
16 December 2004

**"MCC/MFC Member"** means a person who is a member of the Melbourne Cricket Club under Rule I of the Melbourne Cricket Club and who is admitted to membership of the Club by the Board.

**"Ordinary Member"** means a person who holds an adult membership or pensioner membership ticket for a Season and who is admitted to membership of the Club by the Board.

**"Rules"** means rules and regulations of the Club made by the Board from time to time.

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

**"Season"** means the period from the end of one annual general meeting of the Club to the end of the next annual general meeting of the Club.

**"Secretary"** means, during the term of that appointment, a person appointed as a secretary of the Club in accordance with rule 21.

Amended  
16 December 2004

**"Temporary Member"** means a person of at least 18 years who is admitted to membership of the Club by the Board only for the purposes of using the facilities of the Licensed Premises at times appointed by the Board.

**"Special Resolution"** has the meaning given by section 9.

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**"Voting Member"** means an Ordinary Member, Life Member, MCC/MFC Member or AFL/MFC Member.

## **1.7 Interpretation of this Constitution**

Headings and marginal notes are for convenience only and do not affect interpretation. The following rules also apply in interpreting this Constitution, except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to:
  - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Club, re-enacted or replaced, and includes any subordinate legislation issued under it;
  - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
  - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
  - (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural and vice versa.
- (c) A word which suggests one gender includes the other genders.
- (d) If a word is defined, another part of speech has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word **"agreement"** includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- (h) A reference to a power is also a reference to authority or discretion.
- (i) A reference to something being **"written"** or **"in writing"** includes that thing being represented or reproduced in any mode in a visible form.
- (j) A word (other than **"remuneration"** or a word defined in rule 1.6) which is defined by the Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Act.

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- (k) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.

## **2. MEMBERSHIP**

### **2.1 Membership**

Amended  
16 December 2004

- (a) Subject to rules 2.1(b), 2.1(c), 2.3 and 2.4, the Members are the persons whom the Board, in its absolute discretion, admits to membership in one of the following Classes in accordance with the procedures determined by the Board from time to time:

- (i) Ordinary Members;
- (ii) Life Members;
- (iii) MCC/MFC Members;
- (iv) AFL/MFC Members;
- (v) Junior Members; and
- (vi) Temporary Members.

- (b) Subject to the Rules and Schedule 1(c) of the Liquor Control Reform Act, the Board shall have the power to prescribe additional Classes and to prescribe or alter the qualifications, rights, privileges and obligations of each Class.

- (c) Ordinary Members, Life Members, MCC/MFC Members and AFL/MFC Members can be admitted also as Temporary Members.

Amended  
20 December 2006

- (d) Subject to rules 2.1(c) and 2.5, the number of Members of the Club is unlimited, provided that no person is entitled to be admitted to more than one Class of membership, and no person can be admitted as a Member on behalf of a nominee or trustee for another person, unless permitted by the Rules or otherwise permitted by the Board.

- (e) Members must be natural persons.

### **2.2 Limited liability of Members**

If the Club is wound up each Member undertakes to contribute to the assets of the Club up to an amount not exceeding \$5.00 for payment of the debts and liabilities of the Club including the costs of the winding up. This undertaking continues for one year after a person ceases to be a Member.

### **2.3 Resigning as a Member**

A Member may resign from the Club by giving written notice to the Club.

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## 2.4 Expelling a Member

Amended  
17 January 2006

- (a) The Board may, by resolution, expel from the Club any Member:
  - (i) who does not comply with this Constitution or the Rules; or
  - (ii) whose conduct in the opinion of the Board is prejudicial to the interests of the Club,and remove that Member's name from the Members Register.
- (b) The Board must give reasonable written notice to the Member which states:
  - (i) the proposed resolution for the Member's expulsion;
  - (ii) a summary of the reasons for the proposed resolution; and
  - (iii) that the Member has an opportunity to make a written submission to the Board.
- (c) A Member expelled from the Club does not have any claim against the Club, its funds or property.

### 2.4A Appeal process

Inserted  
20 December 2006

- (a) A Member who is expelled by the Board under rule 2.4 (**Appellant**) may, within 21 days of receiving notice of their expulsion, appeal against the Board's decision by lodging a written notice to the Appeal Committee. The written notice may include a written submission by the Appellant.
- (b) The Appeal Committee will establish its own rules and procedures for the conduct of appeals under this rule 2.4A.
- (c) The Appeal Committee may determine (in its absolute discretion) whether the Appellant may appear in person before the Appeal Committee.
- (d) Neither the Appellant nor any other party has the right to legal representation before the Appeal Committee.
- (e) Within 30 days of receiving the Appellant's written notice, the Appeal Committee must make a written recommendation to the Board. The Board must consider the recommendation as soon as practicable and determine (in its absolute discretion) whether to accept or reject the recommendation.

## 2.5 Subscriptions

Members must pay to the Club an annual subscription fee for each Season in the amount and at the time determined by the Board from time to time, unless the Member is exempted by the Rules or otherwise by the Board from payment of the subscription fee.

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## **2.6 Member, supporter and volunteer organisations**

Inserted  
16 December 2004

The Board may, in its absolute discretion and from time to time, establish and determine the rules for the operation and composition of organisations or groups representing Members (or Classes of Members), supporters and volunteers.

## **2.7 Members' forum**

Inserted  
16 December 2004

The Board may, in its absolute discretion and from time to time, establish and determine the rules for the operation and composition of a forum to act as an advisory body to the Board or to perform such other functions as determined by the Board from time to time.

# **3. DIRECTORS**

## **3.1 Number of Directors**

The number of Directors shall be as determined by the Board from time to time but shall not:

- (a) be less than 6 or greater than 12 in number; and
- (b) be less than the number in office at the time of such determination.

## **3.2 Membership qualifications**

- (a) A Director must be a Voting Member.
- (b) Neither the auditor of the Club nor any partner or employee of the auditor is eligible to act as a Director.

## **3.3 Appointment by the Board**

Amended  
16 December 2004 and  
20 December 2006

Subject to this Constitution and to the number of Directors for the time being fixed under rule 3.1 not being exceeded, the Board may appoint a person to be a Director at any time except during a general meeting. Any Director so appointed automatically retires at the next annual general meeting and is eligible for election at that general meeting.

## **3.4 Election of Directors**

Replaced  
16 December 2004

- (a) Subject to this Constitution, rule 3.4(g) section 201E and to the number of Directors for the time being fixed under rule 3.1 not being exceeded, the election of Directors will take place by postal ballot.
- (b) The Secretary will act as the returning officer for the conduct of the election.
- (c) The election will be conducted by posting a secret ballot to each Voting Member's nominated address. Each Voting Member will be entitled to cast that number of votes which is equal to the number of vacancies.
- (d) The ballot will be determined on a first past the post basis, that is, those persons who receive the most votes will be elected (and if there is an unfulfilled vacancy

Amended  
20 December 2006

and there is a tie in the number of votes, the Chairman will have a casting vote or votes in addition to the vote which he or she may be entitled to as a Voting Member).

- (e) Subject to rules 3.4(b), (c) and (d), the Board, in its absolute discretion and from time to time, may determine the form, timing and conduct of the postal ballot.
- (f) The results of the ballot will be received at the relevant annual general meeting and the persons elected as Directors will hold office from the close of that meeting.
- (g) If the number of persons seeking election or re-election (as the case may be) as Directors is equal to the number of vacancies, then those persons will be deemed to be elected or re-elected (as the case may be) at the meeting and without the need for a postal ballot.

### 3.5 Eligible candidates

Old rule 3.5 deleted  
16 December 2004

The Club in general meeting or by the conduct of a postal ballot under rule 3.4 (as the case may be) cannot validly elect a person as a Director unless:

Amended  
16 December 2004

- (a) the person retires under rule 3.3 or 3.7 and seeks re-election; or
- (b) at least 30 days before the relevant general meeting at which the relevant resolution will be considered or the conduct of the postal ballot under rule 3.4 (as the case may be), the Club receives both:
  - (i) a nomination of the person by 2 Voting Members (other than the person); and
  - (ii) a consent to act as a Director signed by the person,and these are not withdrawn prior to the relevant general meeting.

### 3.6 Election by certain Classes

Amended  
16 December 2004

Directors must be elected for a term of not less than 12 months by Members of a Class that constitutes not less than 60% of the total membership of the Club (excluding temporary 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, gaming or neighbourhood members).

### 3.7 Retirement of Directors

Replaced  
20 December 2006

- (a) A Director must retire from office at the third annual general meeting after the Director was elected or last re-elected or after three years in office, whichever is longer.
- (b) A Director may elect to retire and seek re-election at an annual general meeting before the time required by rule 3.7(a), provided at least 30 days (or any other period as the Board may determine) before the annual general meeting the Director has given the Board notice of their intention to do so. If the Director gives such a

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notice, the Director must then retire from office at the relevant annual general meeting.

- (c) An election of Directors must be held at each annual general meeting. If no election of Directors is scheduled to occur at an annual general meeting under rule 3.3, 3.7(a) or 3.7(b), then 1 Director must retire from office at the annual general meeting.
- (d) None of rules 3.7(a), 3.7(b) and 3.7(c) applies to a Chief Executive Officer and Alternates.
- (e) A Director who retires under this rule 3.7 is eligible for re-election.
- (f) Nothing in this rule 3.7 derogates from the requirements of rule 3.3.

### **3.8 Selection of Directors to retire**

Amended  
20 December 2006

The Director to retire under rule 3.7(c) (if any) is the Director who has held office the longest since last being elected. If 2 or more Directors have been in office for the same period, those Directors may agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire.

### **3.9 Time of retirement**

A Director's retirement under rule 3.3 or rule 3.7 takes effect at the end of the relevant annual general meeting unless the Director is re-elected at that meeting.

### **3.10 Cessation of Director's appointment**

A person automatically ceases to be a Director if the person:

- (a) is not permitted by the Act (or an order made under the Act) to be a director;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Club under section 206F or 206G;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) fails to attend 3 consecutive Board meetings if required to do so (either personally or by an Alternate) without leave of absence from the Board;
- (e) resigns by notice in writing to the Club;
- (f) becomes bankrupt, suspends payment or makes any arrangement or composition with his or her creditors;
- (g) ceases to qualify as a Director under rule 3.2;
- (h) is removed from office under rule 3.11; or



- 
- (i) is removed by an administrator under rule 3.12.

### **3.11 Removal from office**

Whether or not a Director's appointment was expressed to be for a specified period, the Club by ordinary resolution may remove a Director from office. The power to remove a Director under this rule is in addition to section 203D.

### **3.12 Removal from office by administrator**

Amended  
16 December 2004

An administrator appointed by the AFL pursuant to the terms of the AFL Licence Agreement will be entitled to dismiss the Directors and to have full conduct and control of the Club during the term of such appointment and may arrange for the election of new Directors of the Club pursuant to rule 3.4 prior to retiring as administrator.

### **3.13 Too few Directors**

If the number of Directors is reduced below the minimum required by rule 3.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a meeting of Members; or
- (c) in emergencies.

## **4. ALTERNATE DIRECTORS**

### **4.1 Appointment of Alternates**

Subject to rule 3.2, a Director (other than an Alternate) may appoint a person who is approved by the Board (without the vote of the Appointor) to act as Alternate for a specified period or each time the Appointor is unable to attend a Board meeting or act as a Director.

### **4.2 Notice of Board meetings**

If the Appointor requests the Club to give the Alternate notice of Board meetings, the Club must do so. Unless the Appointor has requested it, the Club need not give notice of Board meetings to an Alternate.

### **4.3 Obligations and entitlements of Alternates**

An Alternate:

- (a) may attend and vote in place of the Appointor at a Board meeting at which the Appointor is not present;
- (b) if also a Director, has a separate right to vote as Alternate;



- 
- (c) if Alternate for more than one Appointor, has a separate right to vote in place of each Appointor;
  - (d) when acting as Alternate, is an officer of the Club and subject to all the duties, and entitled to exercise all the powers and rights, of the Appointor as a Director; and
  - (e) with the approval of the Board, is entitled to reasonable travelling, accommodation and other expenses incurred in attending meetings of the Board or of the Club or while otherwise engaged on the business of the Club on the same basis as other Directors but is not entitled to any other remuneration from the Club (but the Appointor may further remunerate the Alternate).

#### **4.4 Termination of appointment**

The Appointor may at any time revoke the appointment of a person as an Alternate whether or not that appointment is for a specified period. Any appointment of an Alternate immediately ceases if:

- (a) the Appointor ceases to be a Director; or
- (b) an event occurs which would cause the Alternate to cease to be a Director under rule 3.10 if the Alternate was a Director.

#### **4.5 Appointments and revocations in writing**

The Appointor must appoint, and revoke the appointment of, any Alternate in writing. The appointment or revocation is not effective until a copy is provided to the Club.

### **5. POWERS OF THE BOARD**

#### **5.1 Powers generally**

Except as otherwise required by the Act, any other applicable law or this Constitution, the Board:

- (a) has power to manage the business of the Club; and
- (b) may exercise every right, power or capacity of the Club not required to be exercised by the Club in general meeting.

#### **5.2 Exercise of powers**

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 15; or
- (b) in accordance with a delegation of the power under rule 7 or rule 9.

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### 5.3 Rules

Amended  
16 December 2004

The Board may from time to time make, amend or repeal any Rules as it sees fit for the proper conduct and management of the Club, its business, membership and affairs (including a process for the resolution of disputes between the Club and Members), provided that the Rules are not inconsistent with this Constitution or Schedule 1 of the Liquor Control Reform Act.

## 6. EXECUTING NEGOTIABLE INSTRUMENTS

The Board must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Club. The Club may execute, accept, or endorse negotiable instruments only in the manner decided by the Board.

## 7. CHIEF EXECUTIVE OFFICER

### 7.1 Appointment and power of Chief Executive Officer

The Board may appoint one or more persons (who satisfy the requirements of a Director under rule 3.2 but who need not necessarily be a Director for the time being) to be a Chief Executive Officer either for a specified term (but not for life) or without specifying a term.

The Board may delegate any of the powers of the Board to a Chief Executive Officer:

- (a) on the terms and subject to any restrictions the Board decides; and
- (b) so as to be concurrent with, or to the exclusion of, the powers of the Board, and may revoke the delegation at any time.

This rule does not limit rule 9.1.

### 7.2 Retirement and removal of Chief Executive Officer

Amended  
20 December 2006

A Chief Executive Officer is not:

- (a) subject to automatic retirement under rule 3.3; or
- (b) required to retire under rule 3.7,

but (subject to any contract between the Company and that Chief Executive Officer) is otherwise subject to the same rules regarding resignation, removal and retirement from office as the other Directors.

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## **8. CHAIRMAN AND DEPUTY CHAIRMAN**

### **8.1 Election of Chairman and Deputy Chairman**

Amended  
16 December 2004 and  
20 December 2006

At the first Board meeting subsequent to each annual general meeting, the Board must elect by secret ballot one or more Directors to hold the offices of:

- (a) Chairman; and
- (b) Deputy Chairman.

### **8.2 Term of Chairman and Deputy Chairman**

Amended  
16 December 2004 and  
20 December 2006

The Chairman and Deputy Chairman hold office until the next secret ballot is conducted under rule 8.1, unless the Board determines otherwise or the Chairman or Deputy Chairman cease to be a Director.

### **8.3 Functions and Duties of the Chairman and Deputy Chairman**

Amended  
16 December 2004 and  
20 December 2006

The functions and duties of the Chairman or Deputy Chairman will, in addition to those in this Constitution, be determined by the Board as it sees fit.

If 2 or more Directors hold the office of Chairman and Deputy Chairman, those Directors will perform the functions and duties as agreed between them or as determined by the Board.

## **9. DELEGATION OF BOARD POWERS**

### **9.1 Power to delegate**

The Board may delegate any of its powers as permitted by section 198D.

### **9.2 Power to revoke delegation**

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

### **9.3 Terms of delegation**

- (a) A delegation of powers under rule 9.1 may be made:
  - (i) for a specified period or without specifying a period; and
  - (ii) on the terms and subject to any restrictions the Board decides.
- (b) A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.
- (c) The delegation must not include the power to subdelegate.

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#### **9.4 Proceedings of committees**

- (a) Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this Constitution which regulate the meetings and proceedings of the Board under rule 15.
- (b) The Chairman and Chief Executive Officer are automatically members of each committee, unless the Board determines otherwise.

Amended  
20 December 2006

### **10. DIRECTORS' DUTIES AND INTERESTS**

#### **10.1 Compliance with duties under the Act**

Each Director must comply with sections 180 to 184.

#### **10.2 Director not disqualified from holding other offices**

A Director is not disqualified by reason only of being a Director from:

- (a) holding any office or place of profit or employment other than that of the Club's auditor;
- (b) being a member or creditor of any corporation (including the Club) or partnership other than the auditor; or
- (c) entering into any agreement with the Club.

#### **10.3 Disclosure of interests**

Each Director must comply with section 191.

#### **10.4 Director interested in a matter**

Each Director must comply with section 195 in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to section 195:

- (a) a Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in which that Director has an interest;
- (b) the Club may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Club;
- (c) the Director may retain benefits under the transaction even though the Director has the interest; and
- (d) the Club cannot avoid the transaction merely because of the existence of the interest.

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If the interest is required to be disclosed under section 191, paragraph (c) applies only if it is disclosed before the transaction is entered into.

#### **10.5 Agreements with third parties**

The Club cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure of an interest; or
- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

### **11. CONFIDENTIALITY**

#### **11.1 Obligation of secrecy**

Every officer of the Club must keep the transactions and affairs of the Club and the state of its financial reports confidential unless required to disclose them:

- (a) in the course of duties as an officer of the Club;
- (b) by the Board or the Club in general meeting; or
- (c) by law.

#### **11.2 Confidentiality undertakings**

The Club may require a Chief Executive Officer, Director, Secretary, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Chief Executive Officer, Director or Secretary must do so if required by the Club.

### **12. LIQUOR AND GAMING**

#### **12.1 Liquor Licence and Members Register**

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

- (a) no visitors to the Licensed Premises may be supplied with liquor unless the visitor is:
  - (i) a guest in the company of a Member; or
  - (ii) an Authorised Gaming Visitor admitted in accordance with the Rules;
- (b) the Members Register must be maintained by the Secretary and contain the name and residential address of each Member, particulars of payment of the most recent subscription fee under rule 2.5 by each Member and the number of each membership ticket issued; and
- (c) the Club must, in its Members Register, record:

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- (i) the name and residential address of the Member admitting a guest under rule 12.1(a)(i);
  - (ii) the name and residential address of that guest; and
  - (iii) the date on which the guest was admitted to the Licensed Premises.

#### **12.2 No commissions from the sale of liquor**

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

#### **12.3 Authorised Gaming Visitors**

- (a) An Authorised Gaming Visitor may upon providing to an official of the Club a written record of his or her full name and evidence of his or her residential address be permitted to use the facilities of the Licensed Premises on such terms and conditions as the Club may determine from time to time. Such permission may be revoked without notice by the Chief Executive, a Director or another authorised person.
- (b) An Authorised Gaming Visitor must:
  - (i) carry identification at all times whilst on the Licensed Premises; and
  - (ii) comply with any relevant Rules whilst on the Licensed Premises.

#### **12.4 Authorised Gaming Visitors Register**

The Club must set up and maintain an Authorised Gaming Visitors Register recording:

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

#### **12.5 Inspection of the Members Register and the Authorised Gaming Visitors Register**

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

### **13. DIRECTORS' REMUNERATION**

#### **13.1 Restrictions on payments to Directors**

Subject to rule 13.2 and rule 14, the Club must not pay fees or other remuneration to a Director.

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### 13.2 Payments to Directors with Board approval

With the approval of the Board, the Club may pay to a Director:

- (a) remuneration for services as a Director as determined by the Club in general meeting;
- (b) reasonable remuneration for any other service rendered by the Director to the Club;
- (c) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;
- (d) reasonable remuneration where the Director is an employee of or consultant to the Club and the terms of employment or consultancy have been approved by the Board;
- (e) interest on money lent by the Director to the Club at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- (f) subject to rule 10.1, reasonable remuneration for goods supplied by the Director to the Club in the ordinary course of business; and
- (g) reasonable rent for premises leased by the Director to the Club.

## 14. OFFICERS' INDEMNITY AND INSURANCE

### 14.1 Indemnity

Subject to and so far as permitted by Act:

- (a) the Club must, to the extent the person is not otherwise indemnified, indemnify every officer of the Club and its wholly owned subsidiaries (if any) and may indemnify its auditor against a Liability incurred as such an officer or auditor to a person (other than the Club or a related body corporate) including a Liability incurred as a result of appointment or nomination by the Club or subsidiary as a trustee or as an officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and
- (b) the Club may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or employee or auditor in defending an action for a Liability incurred as such an officer, employee or auditor or in resisting or responding to actions taken by a government agency or a liquidator.

In this rule, "Liability" means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

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## **14.2 Insurance**

Subject to the Act, the Club may enter into, and pay premiums on, a contract of insurance in respect of any person.

## **14.3 Former officers**

The indemnity in favour of officers under rule 14.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Club or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

## **14.4 Deeds**

Subject to the Act, without limiting a person's rights under this rule 14, the Club may enter into an agreement with a person who is or has been an officer of the Club or any of the Club's subsidiaries, to give effect to the rights of the person under this rule 14 on any terms and conditions that the Board thinks fit.

# **15. BOARD MEETINGS**

## **15.1 Convening Board meetings**

A Director may at any time, and a Secretary must on request from a Director, convene a Board meeting.

## **15.2 Notice of Board meeting**

The convenor of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to:
  - (i) each Director who is in Australia; and
  - (ii) each Alternate in respect of whom the Appointor has given notice under rule 4.2 requiring notice of Board meetings to be given to that Alternate or whose Appointor is not given notice due to being outside Australia; and
- (b) may give that notice orally (including by telephone) or in writing,  
  
but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

## **15.3 Use of technology**

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by section 248D. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of 2 or more places, at the place where the chairman of the meeting is located.

Amended  
20 December 2006



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#### **15.4 Chairing Board meetings**

Amended  
20 December 2006

The Chairman will chair the meetings of the Board. If the Chairman is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Deputy Chairman must act. If the Deputy Chairman is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

#### **15.5 Quorum**

- (a) Unless the Board decides otherwise, the quorum for a Board meeting is 4 Directors and a quorum must be present for the whole meeting. An Alternate who is also a Director or a person who is an Alternate for more than one Appointor may only be counted once toward a quorum.
- (b) A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another way permitted by section 248D, the Board must resolve the basis on which Directors are treated as present.

#### **15.6 Majority decisions**

Amended  
20 December 2006

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. The chairman of a Board meeting under rule 15.4 does not have a casting vote. If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.

#### **15.7 Procedural rules**

The Board may adjourn and, subject to this Constitution, otherwise regulate its meetings as it decides.

#### **15.8 Written resolution**

If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

#### **15.9 Additional provisions concerning written resolutions**

For the purpose of rule 15.8:

- (a) 2 or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document;
- (b) signature of a document by an Alternate is not required if the Appointor of that Alternate has signed the document;
- (c) signature of a document by the Appointor of an Alternate is not required if that Alternate has signed the document in that capacity; and

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- (d) a telex, telegram, facsimile or electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Club is a document signed by that Director at the time of its receipt by the Club.

#### **15.10 Valid proceedings**

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

### **16. MEETINGS OF MEMBERS**

#### **16.1 Annual general meeting**

The Club must hold an annual general meeting as required by section 250N.

#### **16.2 Calling meetings of Members**

A meeting of Members:

- (a) may be convened at any time by the Board or a Director; and
- (b) must be convened by the Board when required by section 249D or 250N or by order made under section 249G.

#### **16.3 Entitlement to attend meetings**

Amended  
16 December 2004

All Members are entitled to attend meetings of the Members of the Club, other than Temporary Members, but only Voting Members are entitled to vote.

#### **16.4 Notice of meeting**

Amended  
16 December 2004

Subject to rule 16.5, at least 21 days' written notice of a meeting of Members must be given individually to:

- (a) each Member other than a Temporary Member (whether or not the Member is entitled to vote at the meeting);
- (b) each Director (other than an Alternate); and
- (c) to the auditor.

The notice of meeting must comply with section 249L and may be given in any manner permitted by section 249J(3).

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#### **16.5 Short notice**

Subject to sections 249H(3) and (4):

- (a) if the Club has elected to convene a meeting of Members as the annual general meeting, if all the Voting Members agree; or
- (b) otherwise, if Voting Members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

#### **16.6 Postponement or cancellation**

Subject to sections 249D(5) and 250N, the Board may:

- (a) postpone a meeting of Members;
- (b) cancel a meeting of Members; or
- (c) change the place for a general meeting,

by written notice given individually to each person entitled to be given notice of the meeting under rule 16.4.

#### **16.7 Fresh notice**

If a meeting of Members is postponed or adjourned for one month or more, the Club must give new notice of the resumed meeting.

#### **16.8 Technology**

The Club may hold a meeting of Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

#### **16.9 Accidental omission**

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of Members.

### **17. PROCEEDINGS AT MEETINGS OF MEMBERS**

#### **17.1 Voting Member present at meeting**

If a Voting Member has appointed a proxy or attorney to act at a meeting of Members, that Voting Member is taken to be present at a meeting at which the proxy or attorney is present.

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## 17.2 Quorum

The quorum for a meeting of Members is 50 Voting Members. Each individual present may only be counted once toward a quorum. If a Voting Member has appointed more than one proxy or representative only one of them may be counted towards a quorum.

## 17.3 Quorum not present

If a quorum is not present within 30 minutes after the time for which a meeting of Members is called:

- (a) if called as a result of a request of Voting Members under section 249D, the meeting is dissolved; and
- (b) in any other case:
  - (i) the meeting is adjourned to the day, time and place that the Board decides and notifies to Members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
  - (ii) if a quorum is not present at the adjourned meeting within 30 minutes after the time for which a meeting of Members is called, 25 Voting Members entitled to vote at that meeting constitute a quorum or, if 25 Voting Members are not present, the meeting is dissolved.

## 17.4 Chairing meetings of Members

Amended  
20 December 2006

The Chairman will chair meetings of Members. If the Chairman is not present within 15 minutes after the time for which the meeting is called or is unwilling to act, the Deputy Chairman must act. If the Deputy Chairman is not present within 15 minutes after the time for which a meeting is called, the Members present must elect a Member or Director present to chair the meeting.

## 17.5 Attendance at general meetings

Amended  
16 December 2004

- (a) Every Member (other than a Temporary Member) has the right to attend all meetings of Members.
- (b) Every Director has the right to attend and speak at all meetings of Members.
- (c) The auditor has the right to attend any meeting of Members and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

## 17.5A Chairman's powers at a meeting of Members

Inserted  
20 December 2006

- (a) The chairman of a meeting of Members:
  - (i) is responsible for the general conduct and procedures to be adopted at the meeting;

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- (ii) may, subject to the Act, at any time terminate discussion or debate on any matter being considered by the meeting, where the chairman considers it necessary or desirable for the proper and orderly conduct of the meeting;
  - (iii) may, subject to the Act, eject a member from the meeting, at any time the chairman considers it is necessary or desirable for the proper and orderly conduct of the meeting;
  - (iv) may require the adoption of any procedure which is in the chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the meeting,

and a decision by the chairman under this rule is final.

- (b) The chairman of a meeting may invite a person who is not a Member to attend and to speak at the meeting.
- (c) Subject to rule 16.8, if the chairman considers that there are too many persons present at a meeting to fit into the venue where the meeting is to be held, the chairman may nominate a separate meeting place using any technology that gives the Members as a whole a reasonable opportunity to participate.
- (d) The chairman's rights under this rule 17.5A are exclusive to the chairman.

#### **17.5B Admission to general meetings**

Inserted  
20 December 2006

The chairman of a meeting of members may take any action the chairman considers appropriate for the safety of persons attending the meeting and the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person:

- (a) possessing a pictorial-recording or sound-recording device;
- (b) possessing a placard or banner;
- (c) possessing an article considered by the chairman to be dangerous, offensive or liable to cause disruption;
- (d) who refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession;
- (e) who behaves or threatens to behave in a dangerous, offensive or disruptive way; or
- (f) who is not entitled to receive notice of the meeting.

The chairman may delegate the powers conferred by this rule to any person.

Amended  
20 December 2006

## **17.6 Adjournment**

Subject to rule 16.7, the chairman of a meeting of Members under rule 16.5 at which a quorum is present:

- (a) may, with the consent of the majority of the Voting Members at the meeting; and
- (b) must, if directed by ordinary resolution of the meeting, adjourn it to another time and place.

## **17.7 Business at adjourned meetings**

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

## **18. PROXIES AND ATTORNEYS**

### **18.1 Appointment of proxies**

A Voting Member may appoint a proxy to attend and act for the Voting Member at a meeting of Members. An appointment of proxy must be made by written notice to the Club:

- (a) that complies with section 250A(1); or
- (b) in any other form and mode that is, and is signed or acknowledged by the Voting Member in a manner, satisfactory to the Board.

### **18.2 Voting Member's attorney**

A Voting Member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of Members. The power of attorney must be signed in the presence of at least one witness.

### **18.3 Deposit of proxy forms and powers of attorney**

An appointment of a proxy or an attorney is not effective for a particular meeting of Members unless:

- (a) in the case of a proxy, the proxy form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
- (b) in the case of an attorney, the power of attorney or a certified copy of it,

is received by the Club at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) at least 24 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the meeting is resumed.

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#### **18.4 Standing appointments**

A Voting Member may appoint a proxy or attorney to act at a particular meeting of Members or make a standing appointment and may revoke any appointment. A proxy or attorney may, but need not, be a Member.

#### **18.5 Suspension of proxy or attorney's powers if Voting Member present**

- (a) A proxy or attorney has no power to act for a Voting Member at a meeting at which the Member is present.
- (b) A proxy has no power to act for a Voting Member at a meeting at which the Voting Member is present by attorney.

#### **18.6 Priority of conflicting appointments of attorney**

If more than one attorney appointed by a Voting Member is present at a meeting of Members and the Club has not received notice of revocation of any of the appointments:

- (a) an attorney appointed to act at that particular meeting may act to the exclusion of an attorney appointed under a standing appointment; and
- (b) subject to rule 18.6(a), an attorney appointed under a more recent appointment may act to the exclusion of an attorney appointed earlier in time.

#### **18.7 More than one current proxy appointment**

An appointment of proxy by a Voting Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Club receives a further appointment of proxy from that Voting Member which would result in there being more than one proxy of that Voting Member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

#### **18.8 Continuing authority**

An act done at a meeting of Members by a proxy or attorney is valid even if, before the act is done, the appointing Voting Member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt; or
- (c) revokes the appointment or the authority under which the appointment was made by a third party,

unless the Club has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

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## **19. ENTITLEMENT TO VOTE**

### **19.1 Number of votes**

Amended  
16 December 2004

- (a) Subject to section 250A(4), each Member of the following Classes has one vote:
  - (i) Ordinary Members;
  - (ii) Life Members;
  - (iii) MCC/MFC Members; and
  - (iv) AFL/MFC Members,referred to as "**Voting Members**".
- (b) For the avoidance of doubt, the following Classes do not have the right to vote:
  - (i) Junior Members; and
  - (ii) Temporary Members.

### **19.2 Casting vote of chairman**

Amended  
20 December 2006

If an equal number of votes is for and against a resolution at a meeting of Members, the chairman of the meeting has a casting vote in addition to the chairman's deliberate vote (if any).

### **19.3 Decision on right to vote**

Amended  
20 December 2006

A Voting Member or Director may challenge a person's right to vote at a meeting of Members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chairman of the meeting, whose decision is final.

## **20. HOW VOTING IS CARRIED OUT**

### **20.1 Method of voting**

Amended  
20 December 2006

A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded under rule 20.2 either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the declaration of the chairman of the meeting of a decision on a show of hands is final.

### **20.2 Demand for a poll**

Amended  
20 December 2006

A poll may be demanded on any resolution by:

- (a) at least five Voting Members (including by proxy or attorney) entitled to vote on the resolution; or
- (b) the chairman of the meeting.



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The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

### **20.3 When and how polls must be taken**

Amended  
20 December 2006

If a poll is demanded:

- (a) if the resolution is for the election of the chairman of the meeting or adjournment of the meeting, the poll must be taken immediately and, subject to rule 20.3(c), in the manner that the chairman of the meeting under rule 17.4 directs;
- (b) in all other cases, the poll must be taken at the time and place and, subject to rule 20.3(c), in the manner that the chairman of the meeting under rule 17.4 directs;
- (c) votes which section 250A(4) requires to be cast in a given way must be treated as cast in that way;
- (d) a person voting who has the right to cast 2 or more votes need not cast all those votes and may cast those votes in different ways; and
- (e) the result of the poll is the resolution of the meeting at which the poll was demanded.

## **21. SECRETARY**

### **21.1 Appointment of Secretary**

The Board:

- (a) must appoint at least one individual; and
- (b) may appoint more than one individual,

to be a Secretary either for a specified term or without specifying a term.

### **21.2 Terms and conditions of office**

A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

### **21.3 Cessation of Secretary's appointment**

The person automatically ceases to be a Secretary if the person:

- (a) is not permitted by Act (or an order made under the Act) to be a secretary of a company;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Club under section 206F or 206G;

- 
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
  - (d) resigns by notice in writing to the Club; or
  - (e) is removed from office under rule 21.4.

#### **21.4 Removal from office**

The Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

### **22. MINUTES**

#### **22.1 Minutes must be kept**

The Board must cause minutes of:

- (a) proceedings and resolutions of meetings of the Members;
- (b) the name of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 9);
- (d) resolutions passed by Directors without a meeting; and
- (e) disclosures and notices of Directors' interests,

to be kept in accordance with sections 191, 192 and 251A.

#### **22.2 Minutes as evidence**

A minute recorded and signed in accordance with section 251A is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

#### **22.3 Inspection of minute books**

The Club must allow Members to inspect, and provide copies of, the minute books for the meetings of Members in accordance with section 251B.

### **23. COMPANY SEALS**

#### **23.1 Common seal**

The Board:

- (a) may decide whether or not the Club has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2).

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### **23.2 Use of seals**

The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with section 123.

### **23.3 Fixing seals to documents**

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (a) by 2 Directors;
- (b) by one Director and one Secretary; or
- (c) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

## **24. FINANCIAL REPORTS AND AUDIT**

### **24.1 Finance, Audit and Risk Committee**

- (a) The Board must establish a committee, to be known as the Finance, Audit and Risk Committee with the responsibility to monitor the Club's finances, audits of the Club's finances and its risk management systems and such other responsibilities that the Board may determine from time to time.
- (b) The Board, in its absolute discretion and from time to time, determine:
  - (i) the size and composition of the Finance, Audit and Risk Committee;
  - (ii) the powers (if any) delegated to the Finance, Audit and Risk Committee; and
  - (iii) any other matter determined by the Board.
- (c) Subject to the Board otherwise determining, the meetings and proceedings of the Finance, Audit and Risk Committee are, to the greatest extent practical, governed by the rules of this Constitution which regulate the meetings and proceedings of the Board under rule 16.

### **24.2 Club must keep financial records**

The Board must cause the Secretary of the Club to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
  - (b) would enable true and fair financial statements to be prepared and audited,
- and must allow a Director and the auditor to inspect those records at all reasonable times.

Inserted  
16 December 2004

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### **24.3 Financial reporting**

The Board must cause the Club to prepare a financial report and a directors' report that comply with Part 2M.3 and must report to Members in accordance with section 314 no later than the deadline set by section 315.

### **24.4 Audit**

The Board must cause the Club's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by sections 324 to 331 and 1280 and 1289.

### **24.5 Conclusive reports**

Audited financial reports laid before the Club in general meetings are conclusive except as regards errors notified to the Club within 3 months after the relevant general meeting. If the Club receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

### **24.6 Financial Year**

The financial year of the Club will be from 1 November to 31 October each year.

### **24.7 Inspection of financial records and books**

Subject to rule 22.3, rule 24.3 and section 247A, a Member who is not a Director does not have any right to inspect any document of the Club except as authorised by the Board or by ordinary resolution of the Members.

## **25. MEMBERS REGISTER**

### **25.1 Requirements of the Members Register**

The Club must set up and maintain a register of Members.

The Members Register must:

- (a) In accordance with section 169 contain the following information:
  - (i) the name and address of each Member;
  - (ii) the date on which the entry of the Member's name in the Members Register is made;
  - (iii) the name and details of each person who stopped being a Member within the last 7 years;
  - (iv) the date on which the person stopped being a Member;

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- (v) an index of Members' names if the Club has more than 50 Members and the Members Register itself is not kept in a form that operates effectively as an index; and

- (b) comply with rule 12.1.

## **25.2 Inspection of the Members Register**

Inspection of the Members Register must be permitted by the Club in accordance with section 173.

## **26. PROHIBITION ON AMALGAMATION**

The Club must not enter into any transaction involving a merger, amalgamation or similar arrangement between the Club and any other member club of the AFL, unless the transaction is approved by a Special Resolution of the Members.

## **27. WINDING UP**

If the Club is wound up any surplus property must not be paid to Members but must be paid or transferred to another corporation, body or entity which has similar objects to the objects of the Club and whose constitution prohibits the distribution of its income and property to its members to the extent at least as great as is imposed on the Club, such corporation, body or entity to be determined by a resolution of the Members at or before the time of winding up.

## **28. NOTICES**

### **28.1 Notices by Club**

A notice is properly given by the Club to a person if it is:

- (a) in writing signed on behalf of the Club (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:
  - (i) delivered personally;
  - (ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address; or
  - (iii) sent by fax to the fax number (if any) nominated by that person; or
  - (iv) sent by electronic message to the electronic address (if any) nominated by that person.

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## **28.2 Overseas Members**

A Member whose registered address is not in Australia may notify the Club in writing of an address in Australia to which notices may be sent.

## **28.3 When notice is given**

A notice to a person by the Club is regarded as given and received:

- (a) if it is delivered personally or sent by fax or electronic message:
  - (i) by 5.00 pm (local time in the place of receipt) on a business day - on that day; or
  - (ii) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day; and
- (b) if it is sent by mail:
  - (i) within Australia - one business day after posting; or
  - (ii) to a place outside Australia - 3 business days after posting.

A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

## **28.4 Business days**

For the purposes of rule 28.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

## **28.5 Counting days**

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

## **28.6 Notices to "lost" Members**

If:

- (a) on 2 or more consecutive occasions a notice served on a Member in accordance with this rule is returned unclaimed or with an indication that the Member is not known at the address to which it was sent; or
- (b) the Board believes on other reasonable grounds that a Member is not at the address shown in the Register or notified to the Club under rule 28.2,

the Club may give effective notice to that Member by exhibiting the notice at the Club's registered office for at least 48 hours.

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This rule ceases to apply if the Member gives the Club notice of a new address.

**29. AMENDMENT TO THIS CONSTITUTION**

**29.1 Amendment in accordance with the Act**

Subject to rule 29.2, this Constitution must be amended in accordance with section 136.

**29.2 Approval by the AFL**

(a) The Secretary must, within 30 days of an amendment of this Constitution under rule 29.1, forward to the AFL a certified copy of the amendment for the AFL's approval, which approval will not be unreasonably withheld.

(a) Any amendment will not take effect until approval is received from the AFL.

Amended  
16 December 2004