"Corporations Act 2001 (Cwth)"

A Company Limited by Guarantee

Constitution of Brisbane Bears–Fitzroy Football Club Limited

ACN 054 263 473

(ADOPTED BY MEMBERS ON 12 DECEMBER 2012)

CORPORATIONS ACT 2001 (CTH)

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

of

BRISBANE BEARS-FITZROY FOOTBALL CLUB LIMITED

ACN 054 263 473

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1. INTERPRETATION

1.1 In this Constitution unless a contrary intention appears:

"Act" means the *Corporations Act 2001 (Cth)* as amended from time to time;

"AFL" means Australian Football League or its successor;

"Board" means the Board of Directors of the Corporation constituted under this Constitution;

"Club Governance Manual" means the guidance manual adopted by the Board in respect of the governance of the Corporation, as amended by the Board from time to time;

"Constitution" means the Constitution of the Corporation for the time being in force and a reference to a particular clause is a reference to a particular clause in this Constitution;

"Corporation" means Brisbane Bears–Fitzroy Football Club Limited ACN 054 263 473;

"Director" means a member for the time being of the Board;

"Full Member" means a person who obtains membership under clause 4.1(a);

"in writing" means written, typed or printed, or partly written, partly typed and partly printed and includes, without limitation, electronic communication;

"Life Member" means a person who obtains membership under clause 4.1(c);

"Membership Application" means a membership application in the forms as the Board may from time to time approve;

"Officer" has the same meaning as given to that term in Section 9 of the Act;

"Player" means a person who for the time being is a player engaged by the Corporation to play Australian Football or some other athletic games or sport whether as an individual or for a team or teams operated, managed or supported by the Corporation;

"Season Ticket Member" means a person who obtains membership under clause 4.1(b);

"Social Member" means a person who obtains membership under clause 4.1(d);

"Subscription Fees" means any membership subscription fee or annual subscription fee, for any class of membership, fixed by the Board from time to time.

Words importing the singular number include the plural number and vice versa.

Words importing the masculine include the feminine and vice versa.

Words importing persons include corporations.

Headings shall not affect the construction of this Constitution.

1.2 The Corporation has the following objects:

(a) to hold and maintain its licence from the AFL entitling the Corporation to operate an AFL club and to field a football team or teams in the national Australian Football competition and any other Australian Football competition administered by the AFL;

(b) to promote and advance the playing of Australian Football in Australia and internationally in general and in particular to promote and advance that object by maintaining, providing, supporting and managing a team or teams of footballers bearing the name of the Brisbane Lions based in Brisbane, Queensland and to compete in the national AFL competition administered by the AFL with other members of that competition and if considered necessary and desirable by the Board, to compete in any other sporting competition played in any part of Australia or internationally;

(c) to provide facilities including, but not limited to social, sporting, athletic and legal gaming facilities for members of the Corporation and their guests and to maintain such premises for the use and enjoyment of the members and their guests for those purposes;

(d) to prohibit the conduct by any person on any premises maintained by the Corporation of any gaming activities prohibited by any applicable legislation whatsoever; and

(e) to do all things necessary for or incidental to the advancement of the objects set out in paragraphs (a), (b), (c) and (d) of this clause.

1.3 The income and property of the Corporation shall be applied solely towards the promotion of the objects of the Corporation as set forth in this Constitution and no part thereof shall be paid, distributed or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the Corporation.

1.4 Nothing herein contained shall prevent the payment in good faith of remuneration to any Officers or servants of the Corporation or to any member of the Corporation in return for any services actually rendered to the Corporation or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate (if any) for the time being fixed for the purpose of this paragraph by the Constitution on

money borrowed from any members of the Corporation or reasonable and proper rent for premises demised or let by any member to the Corporation.

1.5 For the purposes of clause 1.4 of the Constitution, the rate of interest payable in respect of the money lent by members to the Corporation shall not exceed the Australian Financial Markets Association Bank Bill Swap Reference Rate for six (6) months as published daily on the Reuters BBSW page plus two percent (2%), or should that indicator cease to exist, ten percent (10%) per annum.

1.6 To the extent of any inconsistency between the replaceable rules referred to in the Act and this Constitution, such replaceable rules do not apply to the Corporation and are replaced by the provisions of this Constitution.

2. AMENDMENT

If the Corporation holds a licence or sub-licence as contemplated by clause 1.2(a), then no amendment shall be made to this Constitution without the written approval of the AFL.

3. MEMBERSHIP

3.1 The Board may from time to time admit persons as members of the Corporation and determine the terms and conditions on which any such persons shall be admitted to membership of the Corporation, provided that no person (the "Primary Person") alone or together with:

(a) any trustee, nominee or representative of the Primary Person;

(b) any person who is or (in the case of a body corporate) the directors of which are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Primary Person; or

(c) any body corporate in which the Primary Person has a controlling interest (within the meaning ascribed to that expression by the Act),

shall be entitled to hold more than one (1) vote at any one time.

3.2 Each applicant for membership of the Corporation shall:

(a) complete, sign and deliver to the office of the Corporation a Membership Application; and

(b) pay to the Corporation the membership Subscription Fees fixed by the Board from time to time; and

(c) be approved as a member at a meeting of the Board or other committee established by the Board.

3.3 Unless otherwise determined by the Board, the number of members of the Corporation shall be unlimited.

4. CLASSES OF MEMBERSHIP

4.1 The membership of the Corporation shall consist of the following classes of members:

(a) Full Members

Full Members shall be those persons having attained the age of eighteen (18) years and holding a football season pass or ticket with unrestricted Social Membership and may vote at general meetings and be nominated for and act as a Director of the Corporation. Full Members may have access to social clubs at all times subject to the regulations of the Corporation.

(b) Season Ticket Members

Season ticket members shall comprise senior, junior, family or any other category of football membership allowable by the AFL. Season Ticket Members shall be limited to their rights under a football season pass or ticket and shall have no voting rights and have no access to social clubs unless a separate social club membership fee is paid or an entry fee paid as directed by the Board from time to time.

(c) Life Members

Life membership may be granted by the Board to those outstanding members of the Corporation and Life Members will have the rights and privileges as set by the Board from time to time.

(d) Social Members

Social Members shall be entitled only to the social privileges of social clubs and to participate in such recreation and pastimes as determined by the Board from time to time but, unless a Social Member is also a Full Member, shall not be entitled to vote at any meeting of the Corporation and have no control over the Board of the Corporation. Such social facilities shall not be available on match playing days except by paying a fee or as directed by the Board from time to time.

(e) Junior members

Junior members are those persons less than eighteen (18) years of age who hold a football season ticket or pass but have no voting rights and have access to social clubs only when a separate Social Membership is paid or as directed by the Board from time to time and their presence within the social club premises complies with the requirements of minors under the Liquor Act 1992 (Qld) (as amended) or Liquor Control Reform (Vic) (as amended) as the case may be.

(f) Honorary social members

Honorary social membership may be granted by the Board or company secretary without payment of any subscription fee to the social club, unless a fee for entrance to the social club has been determined by the Board. Honorary social membership may be granted provided the applicant has one (1) of the following qualifications:

(i) a guest of a Full Member in the member's company;

(ii) a member of a reciprocal club whose member's reciprocal rights are secured by formal reciprocal arrangements, or a guest of a member of such a reciprocal club in the members' company;

(iii) an applicant for membership of social clubs for a period of thirty (30) days after receipt by the Corporation of the applicant's application for any class of Social Membership;

(iv) a visitor to the social club whose ordinary place of residence is in another State or a Territory or in a foreign country;

(v) a visitor to the social club whose ordinary place of residence is in the State at least fifteen (15) kilometres from the club's premises; or

(vi) a person attending a function or social club activity other than for the purpose of merely attending the social club on the premises.

The Board shall have the power to cancel the honorary social membership of any person at any time and without assigning any reason. Honorary social members shall not be entitled to vote at any meeting of the Corporation.

4.2 Each member shall be liable to pay to the Corporation on the first day of each financial year of the Corporation the Subscription Fees in the amount (if any) from time to time fixed by the Board for the purposes of this clause.

4.3 A Full Member shall not be entitled to vote at any meeting of members of the Corporation while any Subscription Fees due and owing by that Full Member to the Corporation in accordance with this Constitution remain in arrears in excess of two (2) calendar months

4.4 No member shall be liable to suspension or termination of the member's membership or expulsion from the Corporation for reason only that Subscription Fees owed by that member to the Corporation are overdue, except where subscription fees are overdue by a period in excess of two (2) calendar months.

4.5 Subject to clause 4.10, the privileges and obligations of any member of the Corporation shall not be transferable and shall cease on death, retirement, resignation or termination of membership.

4.6 Every member shall be deemed to have accepted and abide by and observe the terms of the Constitution and all regulations of the Corporation made pursuant to the powers contained in the Constitution (including all variations, amendments and alterations to the Constitution and regulations).

4.7 Subject to clause 4.4, any member who fails to observe any of the terms of the Constitution or regulations of the Corporation may be suspended or excluded from the Corporation by resolution of Directors present and voting at a meeting of the Board. Such member shall have seven (7) clear days notice sent to the member of such special meeting of the Board,

and the member may attend the meeting and state the member's case, but shall not be present at the voting or take part in the proceedings other than as the Board allows.

4.8 A member so excluded shall cease to be a member of the Corporation.

4.9 A member may at any time by giving notice in writing to the company secretary resign the member's membership of the Corporation.

4.10 A member who resigns his or her membership in accordance with clause 4.9 or is excluded from the Corporation in accordance with clause 4.7 shall continue to be liable to the Corporation for:

(a) any and all Subscription Fees and any other debt or liability owed to the Corporation as at the date notice of resignation is received by the company secretary or the date of resolution of the Board excluding that member from the Corporation, as the case may be; and

(b) any amount not exceeding twenty dollars ($20.00) for which the member is liable as a member of the Corporation under clause 20.1 of the Constitution.

5. GENERAL MEETINGS

5.1 An annual general meeting of the Corporation shall be held in accordance with the Act at such times and at such place as the Board shall appoint.

5.2 The Board may, whenever it thinks fit, and shall, upon requisition made in writing by members who are together entitled to at least five percent (5%) of the total voting rights of all the members having at the date of the deposit of the requisition a right to vote at general meetings, convene a general meeting of the Corporation.

5.3 Any requisition made by members shall state the object of the meeting proposed to be called, and shall be left at the registered office of the Corporation, together with such sum as the Board shall prescribe to reimburse the Corporation for the cost of such meeting.

5.4 Upon receipt of such a requisition, the Board shall forthwith proceed to convene a general meeting. If the Board does not within twenty-one (21) days after the date of deposit of the requisition proceed to convene the meeting so as to be held within two (2) months from the date of the deposit of the requisition, the requisitionists may themselves convene the meeting in accordance with the Act.

5.5 Subject to the provisions of the Act and any valid agreement for shorter notice, at least twenty-one (21) days before every meeting, a notice of the meeting specifying the place, the day and hour of the meeting, including any:

(a) proposed special resolution; and

(b) in case of special business, the general nature of such business,

must be given to the Full Members in the manner prescribed by the Act, or in such other manner, if any, as may be prescribed by the Corporation in a general meeting.

5.6 The accidental omission to send a notice in accordance with clause 5.5 to, or the non-receipt of such notice by, any member, will not, of itself, invalidate the proceedings at any general meeting.

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 The quorum for a general meeting of the Corporation shall be three (3) Full Members present in person and no business shall be transacted at any meeting unless a quorum is present at the commencement of such business.

6.2 If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may by notice to the members appoint. If at such adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, those Full Members who are present in person shall be deemed to constitute a quorum and may transact the business for which the meeting was called.

6.3 The Chairman of the Board shall preside as Chairman at every general meeting of the Corporation.

6.4 If the Chairman of the Board is not present at the time of holding the meeting or is unwilling to act as Chairman, the Directors present shall choose one (1) of their number to be Chairman for the purposes of that meeting.

6.5 Every resolution submitted to a general meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote or votes to which the member may be entitled as a Full Member.

6.6 Notwithstanding clause 6.5, any resolution considered to be a special resolution, including but not limited to changes or amendments to the Constitution, shall require support of seventy-five percent (75%) of the votes cast by Full Members entitled to vote at the meeting on the resolution.

6.7 At any general meeting, unless a poll is demanded by at least five (5) Full Members OR by Full Members with at least five percent (5%) of the votes that may be cast on the resolution on a poll (whichever is the greater) OR by the Chairman, a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Corporation shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against such resolution.

6.8 If a poll is demanded pursuant to clause 6.7, it shall, subject to clause 6.9 be taken in such manner, and at such time and place as the Chairman of the meeting directs, and either at once, or after an interval or adjournment or otherwise.

6.9 A poll demanded on a question of adjournment shall be taken forthwith.

6.10 The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

6.11 The demand for a poll may be withdrawn.

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

7. VOTING AT GENERAL MEETING

7.1 Only Full Members are entitled to vote at or attend general meetings of the Corporation and each such Full Member shall only have one (1) vote.

7.2 No Full Member shall be entitled to vote at any general meeting should any monies including Subscription Fees presently payable by the Full Member to the Corporation be in arrears in excess of two (2) calendar months.

7.3 Votes may be given either personally or by proxy or attorney.

7.4 A Full Member entitled to attend and vote at a meeting of the Corporation may appoint a proxy (who must be a Full Member) to attend, speak and vote at a meeting in the member's place only by an instrument of proxy in the following form (or in a form which is as similar to it as the circumstances permit) or in any other form that the Board may from time to time prescribe or accept:

BRISBANE BEARS-FITZROY FOOTBALL CLUB LIMITED

PROXY FORM

I, _____

of _____

Full Membership No

being Full Member of Brisbane Bears-Fitzroy Club Limited hereby appoint

_____

of _____

Full Membership No

(or failing him/her) the Chairman of the meeting as my proxy to vote for me and on my behalf at the general meeting of the Corporation to be held on ( ) at am/pm and at any meeting held subsequent and pursuant to an adjournment of that meeting.

DATED: _____

SIGNED:_____

7.5 An instrument of proxy must be executed under the hand of the Full Member, or by the attorney appointed in writing by the Full Member.

7.6 Any appointment of a proxy, attorney or representative is effective in respect of a particular general meeting if, and only if, the following instruments are actually received (which includes receipt of a copy of those instruments by legible facsimile transmission) by the Corporation at its registered office (or another place notified by the Board) at least forty-eight (48) hours (or any shorter time that the Board determines) before the time notified for that meeting:

(a) in the case of a proxy, the instrument of proxy and, if it is executed by an attorney, the relevant power of attorney or an office copy of notarially certified copy of the power of attorney;

(b) in the case of an attorney, a copy of the power of attorney together with a declaration of non-revocation of the power of attorney; and

(c) in the case of a representative, the certificate under subsection 250D of the Act, or other evidence satisfactory to the Corporation.

7.7 Where the Corporation has received an instrument of proxy from a Full Member the appointment made by that instrument is and remains valid and effective, except that where the Corporation subsequently receives:

(a) a power of attorney entitling the attorney to attend and vote at the meeting, the appointment is revoked;

(b) intimation in writing either of the revocation of the appointment under the instrument of proxy or of the death of the member, the appointment is revoked; or

(c) another instrument of proxy from the member the instrument of proxy bearing the later date (or if the instrument of proxy bearing the later date or if the instruments bear the same date, the instrument later received by the Corporation) is an intimation in writing of the revocation of the appointment under the other instrument.

7.8 Any Full Member may by power of attorney duly executed in the presence of at least one witness, appoint an attorney (who must be a Full Member) to act on the member's behalf at all meetings of the Corporation and such power of attorney or proof thereof to the satisfaction of the Board, shall before the attorney shall be entitled to act thereunder be

produced for inspection at the registered office of the Corporation together with such evidence of the due execution thereof as the Board may require and such attorney may be authorised to appoint a proxy for the member granting the power of attorney.

8. FINANCIAL YEAR

The financial year of the Corporation shall end on 31 October in each year.

9. THE BOARD

9.1 The affairs of the Corporation shall be managed by the Board which, subject to clauses 9.10, 9.14 and 9.16, must be elected by the Full Members of the Corporation at a general meeting of the Corporation by ordinary resolution or if the Board resolves to conduct a postal ballot, in accordance with that ballot.

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

(a) be less than five (5) or greater than twelve (12) in number; and

(b) be less than the number in office at the time of such determination.

9.3 The Directors in office at the time of adoption of this Constitution shall continue in office as Directors until their current terms of appointment expire and, subject to the provisions of this Constitution, such Directors remain eligible for re-election.

9.4 The Board shall from time to time as occasion requires elect one (1) of its number to be Chairman of the Board and shall determine the period for which the Director is to hold office.

9.5 At each annual general meeting of the Corporation, one-third (1/3) of the Directors for the time being, or, if their number is not three or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office.

9.6 A Director retiring under clause 9.5 or 9.10 is eligible for re-election. A retiring Director shall act as a Director until the close of the meeting at which the Director retires.

9.7 The Directors to retire at an annual general meeting under clause 9.5 are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

9.8 The Corporation may, at the meeting at which a Director so retires, by resolution or if the Board resolves to conduct a postal ballot, in accordance with that ballot, fill the vacated office by electing a person to that office.

9.9 If the vacated office is not so filled, the retiring Director shall, if applying for re-election and not being disqualified under the Act or this Constitution from holding office as a Director, be deemed to have been re-elected unless at that meeting:

(a) it is expressly resolved not to fill the vacated office; or

(b) a resolution for the re-election of that Director is put and lost.

9.10 The Directors shall have power at any time and from time to time to appoint any other qualified person as Director either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the number fixed pursuant to clause 9.2(a). Any such Director appointed must retire at the next annual general meeting and is eligible for election at that meeting. Any such Director need not satisfy the requirements of clause 9.11 and, unless and until the Director is elected to office under clause 9.1, shall not be taken into account in determining the retirement of Directors or the number of them to retire under clause 9.5 at that meeting.

9.11 Any Full Member seeking election to the Board must:

(a) complete and sign the required nomination form and lodge such with the chief executive officer of the Corporation;

(b) be nominated and seconded by Full Members of the Corporation;

(c) lodge such nomination form by 1st November in the financial year in which the member seeks election to the Board.

9.12 The Board may resolve that the election of Directors shall take place by postal ballot conducted prior to the close of an annual general meeting and may (subject to the provisions of clauses 9.11 and 9.13) determine the form, manner of voting, timing and conduct of any such ballot. The result of the ballot shall be received at the relevant annual general meeting and the persons elected as Directors shall hold office as from the close of that annual general meeting.

9.13 Subject to clause 9.15, a person shall not be eligible to be a Director:

(a) if that person:

(i) is not a Full Member of the Corporation; or

(ii) is, or was in the four (4) years immediately preceding nomination as a Director, an employee of the Corporation or Player; or

(iii) has not been a Full Member of the Corporation for the two (2) years prior to:

(A) in the case of a Director to be appointed under claise 9.10 – the appointment under clause 9.10; or

(B) in any other case – the lodgement of the nomination form referred to in clause 9.11 (a); and

(b) unless that person has confirmed in writing that they accept and agree to comply with the Club Governance Manual adopted by the Board from time to time.

9.14 Notwithstanding anything else contained in this Constitution, the Board shall have the right to appoint up to four (4) additional Directors, each of whom the Board, in its absolute

discretion considers, possesses the expertise, experience or other special attributes to make a meaningful contribution to the Corporation. Subject to this Constitution, a person appointed as a Director under this clause shall hold office:

(a) for an initial period of two (2) years from the date of appointment,

and after the expiration of the initial two (2) year period:

(b) is deemed to hold office as a Director appointed under clause 9.10;

(c) shall hold office at least until the next occurring annual general meeting of the Corporation; and

(d) must retire at the next occurring annual general meeting and is eligible for election at that meeting.

9.15 A person appointed as a Director under clause 9.14 need not satisfy the requirements of clauses 9.11 or 9.13(a)(iii) and, unless and until the person is elected to office as a Director under clause 9.1, shall not be taken into account in determining the:

(a) retirement of Directors or the number of them to retire under clause 9.5; or

(b) number of Directors under clause 9.2.

9.16 In any year where members do not elect a Victorian Based Member to the Board, the Board may, in addition to any of their other powers to appoint Directors, appoint a Victorian Based Member as a Director for a period ending at the conclusion of the next annual general meeting, providing a vacancy exists.

9.17 For the purposes of clause 9.16, "Victorian Based Member" means a person who otherwise qualifies as a Full Member of the Corporation and is, and has been for a period of no less than two (2) years immediately prior to the appointment, ordinarily resident in Victoria.

10. DISQUALIFICATION OF MEMBERS OF BOARD

10.1 The office of a Director shall be vacated if the Director:

(a) ceases to be a Full Member of the Corporation; or

(b) ceases to be a Director by virtue of the Act; or

(c) becomes bankrupt; or

(d) is found lunatic or becomes of unsound mind; or

(e) resigns from office by notice in writing to the Corporation; or

(f) fails to attend at least one-half (1/2) of all meetings of the Board in any financial year of the Corporation.

11. POWERS AND DUTIES OF THE BOARD

11.1 The Board shall have absolute control over all the affairs and property of the Corporation, and shall have power to prepare, alter, cancel and enforce regulations (including without limitation the Club Governance Manual) of the Corporation (not amounting to an alteration or addition to this Constitution for the regulation of the Corporation, and the promotion of its objects) and may exercise all such powers of the Corporation as are not by the Act or this Constitution required to be exercised by the Corporation in general meeting.

11.2 The Board may appoint a chief executive officer of the Corporation (who, unless otherwise determined by the Board, will also hold the position of company secretary) and engage all such officers and employees as they may consider necessary.

11.3 The Board shall have power to enter into agreements and arrangements with such corporations, societies, organisations and individuals as the Board shall think fit, for the purpose of furthering the objects of the Corporation or any of them.

11.4 The Board will meet together for the despatch of business, adjourn or otherwise regulate its meetings as it thinks fit. Subject to this Constitution, questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairman shall have a second or casting vote.

11.5 A resolution in writing (whether contained in one (1) document or in more than one (1) document) signed by each of the Directors entitled to vote thereon shall have the same force and effect as a resolution duly passed at a meeting of the Board notwithstanding that such resolution was not passed at meeting of the Board.

11.6 If each of the Directors entitled to vote thereon has signed a resolution in accordance with clause 11.5 a resolution in those terms shall be deemed to have been passed at the time at which the resolution was last signed.

11.7 A resolution passed during a discussion held by telephone (or by any other electronic or other medium) in which Directors participate who would, if present together at a meeting, be sufficient to constitute a quorum, and can hear and be heard by all other participating Directors throughout the discussion, and recorded in writing by a Director who participated in the discussion, shall have the same force and effect as a resolution duly passed at a meeting of the Board.

11.8 A Director may, and the company secretary of the Corporation shall, on the requisition of a Director, summon a meeting of the Board.

11.9 The quorum necessary for the transaction of the business of the Board shall be more than one-half (1/2) of the Directors from time to time, or such greater number as may be fixed by the Board.

11.10 The Directors may act notwithstanding any vacancy in their number but if so long as their number is reduced below the number fixed as the necessary quorum of the Board, the Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Corporation, but for no other purpose.

11.11 All acts done by any of the Board or by any person acting as a Director shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid or that they 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.

11.12 The Board may at any time and from time to time by writing or power of attorney under the Corporation's seal appoint any person or persons to be the agent or attorney of the Corporation for such purposes and with such powers and discretions (not exceeding those vested in or exercisable by the Board under this Constitution) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of any company or firm or of the members, directors, nominees or managers of any company or firm or in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board; and any such writing or power of attorney may contain such provisions for the protection or convenience of persons dealing with such agent or attorney as the Board may think fit.

11.13 Any such agent or attorney as aforesaid may be authorised by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in the agent or attorney. The provisions of this and the preceding sub-paragraph shall be supplemental to the powers conferred on the Corporation by the Act.

11.14 A Director shall not be disqualified by reason only of the Director being a Director from holding any office or place of profit (except that of Auditor) under the Corporation or under any company in which the Corporation is a shareholder or otherwise interested or from contracting with the Corporation either as a vendor, purchaser or otherwise nor shall any contract or any contract or arrangement entered into by or on behalf of the Corporation in which any Director is in any way directly or indirectly interested be avoided or in any other way affected nor shall any Director be liable to account to the Corporation for any profit arising from any such office or place or profit or realised by any such act, contract or arrangement by reason only of such Director holding that office or of the fiduciary relationship thereby established.

11.15 The Directors have the following obligations in respect of contracts or proposed contracts with the Corporation:

(a) No Director shall as a Director vote in respect of any contract or arrangement in which the Director has directly or indirectly a material interest and if the Director does so vote, the vote shall not be counted.

(b) It shall be the duty of a Director who is in any way directly or indirectly interested in any contract or arrangement or proposed contract or arrangement with the Corporation to declare the nature of the Director's interest in the manner required by the Act.

(c) It shall also be the duty of a Director who holds any office or possess any property whereby whether directly or indirectly duties or interests might be created in conflict with the Director's duties or interests as a Director to declare the nature character and extent of the conflict in accordance with the Act.

(d) A Director may not attest the affixing of any Seal of the Corporation to any instrument relating to any matter in which the Director is interested.

(e) It shall be the duty of the company secretary to record in the minutes any declarations made or notices given by a Director.

(f) It shall be the duty of each Director to comply with sections 180, 181, 182 and 183 of the Act at all times.

12. REGULATIONS

12.1 Subject to clause 12.2, the Board shall have power from time to time to make, alter, amend and repeal any or all such regulations as the Board in its discretion considers necessary for the administration, conduct and management of the Corporation, its business, Players and football teams and without limiting the foregoing, may by such regulations regulate:

(a) the engagement and appointment of Players, team captains and vice captains and coaching and training staff;

(b) the use by or supply to members of any of the property of the Corporation;

(c) the operating hours of any rooms, buildings, or grounds or premises owned or occupied by the Corporation;

(d) the activities of members on the Corporation's premises, including without limitation social clubs;

(e) the conduct of members in relation to one another and in relation to the servants, employees and agents of the Corporation;

(f) the duties, obligations, responsibilities and functions of any Officer, executive, employee or agent of the Corporation or delegate of the Board;

(g) the establishment and operation of administrative committees of the Board;

(h) the procedure at or order of business of general meetings of members of the Corporation and the members of the Board and any committee of the Board.

12.2 The Board shall not make, alter or amend any regulation so that it is inconsistent with any provision of the Constitution and to the extent that any inconsistency exists, the provisions of the Constitution shall prevail.

12.3 The Board shall ensure that copies of the regulations of the Board as altered and amended from time to time are available for the perusal of members at the registered office and principal place of business of the Corporation.

13. AFL DELEGATES

At least twenty-one (21) days prior to each annual general meeting of the AFL the Board shall give written notice to AFL nominating two (2) Directors of the Corporation to act as a

director and an alternate director, respectively, of the AFL until the next annual general meeting of the AFL.

14. CHEQUES, BILLS ETC

All cheques, bills of exchange, promissory notes or other negotiable instruments shall be signed, drawn, accepted, made or endorsed as the case may be for and on behalf of the Corporation in such manner as the Board may from time to time determine (including the use of facsimile signature if it so determines).

15. EXECUTION OF DOCUMENTATION

15.1 If the Corporation has a common seal, the Directors shall provide for the safe custody of the seal.

15.2 No agreement, deed, share certificate, contract, document, writing or other material shall be executed by the Corporation except pursuant to the authority of the Board.

15.3 Every document which is executed by the Corporation shall be signed (whether with or without the common seal) by at least one (1) Director, a Director and secretary of the Corporation or a Director and another person specifically authorised by the Directors for that purpose.

16. ACCOUNTS

16.1 The Board shall cause accounts maintained in accordance with accepted accounting standards to be kept of all sums of money received and expended by the Corporation and of the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Corporation.

16.2 The Board shall at every annual general meeting present a statement of financial performance of the Corporation during the preceding year and also statement of financial position as at the close of the financial year, together with a report of the Board as to the state and progress of the Corporation.

16.3 A copy of such statement, balance sheet and report shall be sent to every Full Member at least twenty-one (21) days before the annual general meeting.

17. AUDITORS

17.1 An auditor shall be appointed in accordance with the Act ("Auditor") and the Auditor's duties shall be regulated in accordance with the Act.

17.2 Any person who is:

(a) a Director;

(b) an Officer of the Corporation;

(c) a partner, employer or employee or a Director or Officer of the Corporation;

(d) a partner, employer or employee of an employee of a Director or Officer of the Corporation;

(e) not a registered company auditor; or

(f) indebted in any amount exceeding FIVE THOUSAND DOLLARS ($5,000.00) to the Corporation or to a related corporation,

shall not be capable of being appointed or of acting as Auditor of the Corporation.

18. NOTICES

18.1 A notice may be given by the Corporation to a member:

(a) by serving it personally at, or by sending it by post in a prepaid envelope to, the member's address shown in the register of members, or by sending it to the fax number or electronic address, or such other address the member has supplied to the Corporation for the giving of notices; or

(b) if the member does not have a registered address and has not supplied another address to the Corporation for the giving of notices, by exhibiting it at the registered office of the Corporation.

18.2 The fact that a person has supplied a fax number or electronic address for the giving of notice does not require the Corporation to give any notice to that person by fax or electronic means.

18.3 A signature to any notice given by the Corporation to a member under this clause 18 may be in writing or a facsimile printed or affixed by some mechanical or other means.

18.4 A certificate signed by a Director or company secretary of the Corporation to the effect that a notice has been given in accordance with this Constitution is conclusive evidence of that fact.

18.5 Subject to the Constitution, a notice may be given by the Corporation to any Director either by serving it personally at, or by sending it by post in a prepaid envelope to, the Director's usual residential or business address, or by sending it to the fax number or electronic address, or such other address as the Director has supplied to the Corporation for the giving of notices.

18.6 Subject to this Constitution, a notice may be given by a member or Director to the Corporation by serving it on the Corporation at, or by sending it by post in a prepaid envelope to, the registered office of the Corporation or by sending it to the principal fax number or principal electronic address of the Corporation at its registered office.

18.7 A notice sent by post to an address outside Australia must be sent by airmail.

18.8 Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:

(a) in the case of a notice of a general meeting, on the day after the date of its posting; or

(b) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

18.9 Where a notice is sent by fax or electronic means, service of the notice is to be taken to be effected on the day after the date it is sent.

18.10 Where the Corporation gives a notice under clause 18.1(b) by exhibiting it at the registered office of the Corporation, service of the notice is to be taken to be effected when the notice was first so exhibited.

18.11 Clauses 18.1 to 18.10 (inclusive) apply, so far as they can and with such changes as are necessary, to the service of any communication or document.

18.12 A reference in this Constitution to a notice in writing includes a notice given by facsimile or electronic means.

19. INDEMNITY

19.1 To the extent permitted by law every Officer (and former Officer) of the Corporation shall be indemnified out of the funds of the Corporation against all costs, expenses and liabilities incurred as such an Officer (or former Officer). However, no such Officer (or former Officer) shall be indemnified out of the funds of the Corporation under this clause unless:

(a) it is in respect of a liability to another person (other than the Corporation or a related body corporate to the Corporation) where the liability to the other person does not arise out of conduct involving a lack of good faith; or

(b) it is in respect of a liability for costs and expenses incurred:

(i) in defending proceedings, whether civil or a criminal in which judgement is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or

(ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Act.

19.2 To the extent permitted by law the Corporation may at the discretion of the Directors enter into and/or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Corporation against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:

(a) a liability arising out of conduct involving a wilful breach of duty in relation to the Corporation; or

(b) a contravention of sections 182, 183 or 184 of the Act.

The Directors shall have the discretion to approve the terms and conditions of any such policy of insurance.

19.3 Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of the Officer's actions or omissions then the Corporation shall not be required to indemnify the Officer under clause 19.1 except to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.

19.4 The indemnity granted by the Corporation contained in clause 19.1 shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.

20. WINDING UP

20.1 Every member of the Corporation undertakes to contribute to the property of the Corporation in the event of the same being wound up while the person is a member, or within one (1) year after the person ceases to be a member, for payment of the debts and liabilities of the Corporation (incurred before the person ceased to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding twenty dollars ($20.00).

20.2 If upon the winding up or dissolution of the Corporation there remains, after satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed among the members of the Corporation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Corporation and whose constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Corporation under or by virtue of this Constitution, such institution or institutions to be determined by the members of the Corporation at or before the time of the dissolution and in default thereof by application to the Supreme Court of Queensland for determination.

21. LICENSING – VICTORIA

21.1 A visitor must not be supplied with liquor in the Corporation's licensed premises located in Victoria unless the visitor is:

(a) a guest in the company of a member of the Corporation; or

(b) an authorised gaming visitor admitted in accordance with the Constitution or any regulations made thereunder.

21.2 The secretary of the Corporation must keep appropriate records of guests attending the Corporation's licensed premises in Victoria and of other matters required by the "Liquor Control Act 1987 (Vic)".

21.3 If a venue operator's licence is in force in respect of the Corporation's licensed premises in Victoria, an authorised gaming visitor must:

(a) produce evidence of the authorised gaming visitor's residential address before being admitted to the licensed premises; and

(b) carry identification at all times whilst on the licensed premises; and

(c) comply with the Constitution or any regulations made thereunder whilst on the licensed premises.

21.4 For the purposes of clauses 21.1 to 21.4 (inclusive), any words or terms which are defined in the "Liquor Control Act 1987 (Vic)" (as amended, re-enacted or substituted from time to time) have the same meaning in those clauses.

22. LICENSING – QUEENSLAND

22.1 If at any time the Corporation is granted a liquor licence in respect of premises in Queensland then the Corporation shall comply with the provisions of the *Liquor Act 1992* and the *Liquor Regulations 2002*.

22.2 If at any time the Corporation is granted a gaming machine licence in respect of premises in Queensland then the Corporation shall comply with the provisions of the *Gaming Machine Act 1991* and the *Gaming Machine Regulations 2002*.