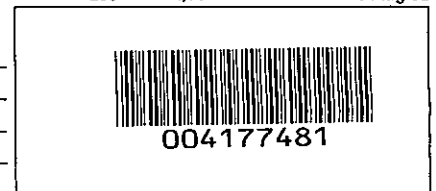
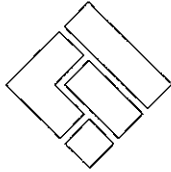


ASC registered agent number _____
 lodging party or agent name K. LEHMANN
 address 23 GREAT SOUTHERN STANDS BRUNTON Av.
TOLIMONT Vic postcode 3001
 telephone (03) 654 1244
 facsimile (03) 654 1143
 DX number _____ suburb/city _____



4151992 ASS. REQ-A
 CASH. REQ-P
 PROC.



Australian Securities Commission

Notification of resolution

form 205

Corporations Law
 168(1), 171(2), 173(2), 256(1),
 491(2)

company name AUSTRALIAN FOOTBALL LEAGUE
 A.C.N. 004 155 211

Subject(s) of the resolution

Details of the resolution

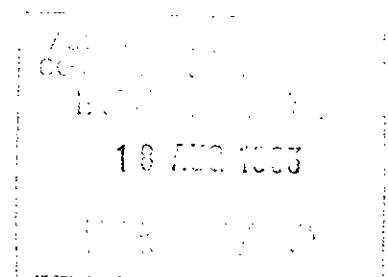
- Note Changes listed below require a special resolution.
- 382(1) change of company name A
 - 168(1) change from public company to proprietary company B
 - 168(2) change from proprietary company to public company C
 - 167(1) change from company limited by guarantee to company limited by both shares and guarantee D
 - 167(1) change from company limited by shares to company limited by both shares and guarantee E
 - 167(1) change from no-liability company to company limited by shares F
 - 167(1) change from limited company to unlimited company G
 - 167(1) change from unlimited company to limited company H
 - 172 alteration or omission of objects J
 - 176(1) alteration to Articles of Association K
 - 491(1) voluntary winding up by members L
 - 491(1) voluntary winding up by creditors M
 - 205(10) acquisition of shares N
 - alteration to memorandum
 - 195 reduction of capitial S
 - 193 increase of capitial T
 - 193 consolidation/conversion/subdivision/cancellation of shares W

date of general meeting (d/m/y) 19 10 71 93
 place of meeting
 office, floor, building name LEVEL 3 GREAT SOUTHERN STANDS
 street number & name BRUNTON AVE
 suburb/city TOLIMONT
 state VICTORIA postcode 3001
 the resolution has been passed
 agreed to
 type of resolution special
 ordinary
 copy of the resolution is set out below
 in the annexure marked (A+B) of (3+15) pages.
 * The text of the resolution must be set out in clearly legible type.

other _____
 section number _____
 brief description _____

IPC

16 AUG 1993



Signature

This form must be signed by a director, secretary or principal executive officer (PEO) or, in the case of a resolution for winding up, by the liquidator.

print name KEVIN FRANCIS LEHMANN capacity SECRETARY

sign here [Signature] date 13 10 8 193



* Annexures must conform to the requirements shown on the back of this form.

AUSTRALIAN FOOTBALL LEAGUE
ACN 004 155 211

ANNEXURE "A"

This is the annexure "A" of 3 pages referred to in the Form 205.

Resolution No. 1

"That subject to the approval of the Australian Securities Commission, the provisions of the Company's Memorandum of Association be altered:

- a) by inserting the following paragraph as paragraph 2(a) and re-numbering the existing paragraphs 2(a), 2(b), 2(c) and 2(d),

"(a) To conduct the Australian Football League.";

- b) by deleting the words "State of Victoria and in other" from paragraph 2(b) and by inserting "and overseas" at the end of the same paragraph;

- c) by deleting sub-paragraph 2(c)(xi) and inserting the following new sub-paragraph 2(c)(xi):

"(xi) To grant, suspend or terminate the right of a football club to representation on the League or to relocate or merge any football clubs.";

- d) by deleting the words "State of Victoria" from sub-paragraph 2(c)(xxvi) and substituting the words "any State or Territory of the Commonwealth"; and

- e) by deleting the existing sub-paragraph 2(c)(x1) and inserting the following new sub-paragraph (x1):

"(x1) To apply to the Licensing Courts of the States and Territories of the Commonwealth to be registered as a Club under the provisions of the Licensing Acts from time to time in force in those States and Territories and to hold, maintain and renew or remove any registration granted pursuant to any such application and to provide meals, refreshment and liquors in accordance with the provisions of such Acts."

Fifteen (15) in favour

Nil against

Approved.

Resolution No. 2

"That, subject to and forthwith upon the approval of the Australian Securities Commission (if not already granted), the Articles of Association contained in the document submitted to the meeting and signed by the Chairman for the purpose of identification are subject to the following alterations hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Regulations and Association of the Company:

- (a) the deletion of Article 11;
- (b) the re-numbering of Article 15 as Article 15(a) and the deletion of the words "or to suspend or terminate the right of a Club to representation on the League under Article 13" from that Article;
- (c) the insertion of the following paragraph as Article 15(b):

"Any decision of the Commission to suspend or terminate the right of a Club to representation the League under Article 13 must be ratified at a general meeting of the League on a vote by a simple majority of all Appointees, being members of the League on the date of such meeting.";

- (d) the deletion of paragraph 17(2)(f) and the insertion of the following paragraph as paragraph 17(2)(f):

"(f) being an Appointee of a Club if the right of such Club to representation on the League is suspended or terminated by the League in accordance with Article 15(b);";

- (e) the deletion of the words "such fees as are determined from time to time by the Commission and" where they appear in Article 50(1); and
- (f) the deletion of paragraph 61(b) and the insertion of the following paragraph as paragraph 61(b):

"(b) in any other case at least four (4) voting Commissioners".

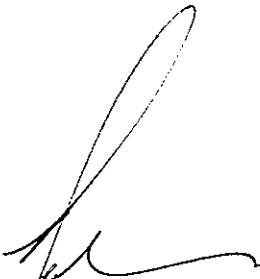
Fifteen (15) in favour

Nil against

Approved.

Mr Crawford advised the meeting that the proposed amendments to the Memorandum of Association had now been passed and the proposed new Articles of Association had now been formally adopted. However, the amendments and the new Articles require final approval from the ASC before they became effective.

The Chairman then signed a copy of the Articles of Association for the purposes of identification.



.....
K F Lehmann

13th August 1993.

.....
Date

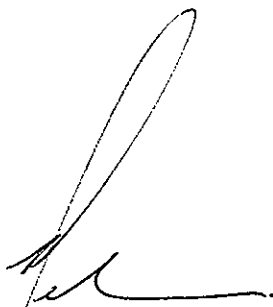
AUSTRALIAN FOOTBALL LEAGUE

ACN: 004 155 211

ANNEXURE 'B'

This is the annexure 'B' of 15 pages as referred to in Form 205.

CORPORATIONS LAW
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
AUSTRALIAN FOOTBALL LEAGUE
ACN 004 155 211



K.F. LEHMANN

13th August 1993

DATE

CORPORATIONS LAW
A COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
AUSTRALIAN FOOTBALL LEAGUE

1. In these regulations:

"**Appointee**" means a representative of a Club admitted to membership of the League;

"**Business Day**" means a day on which banks in Melbourne are open for business during normal hours;

"**Chairman of the Commission**" means the person appointed as such pursuant to Article 44;

"**Club**" means any of the football clubs being the present existing League football clubs made up of Adelaide Football Club Ltd, Brisbane Football Club Ltd, Carlton Football Club Ltd, Collingwood Football Club Ltd, Essendon Football Club Ltd, Fitzroy Football Club Ltd, Footscray Football Club Ltd, Geelong Football Club Ltd, Hawthorn Football Club Ltd, Melbourne Football Club Ltd, North Melbourne Football Club Ltd, Richmond Football Club Ltd, Sydney Australian Football Club Pty Ltd, St Kilda Football Club Ltd and Indian Pacific Ltd trading as West Coast Eagles and any such additional or other clubs as may from time to time be granted the status of a Club and the consequent right to representation on the League;

"**Commission**" means the board of Commissioners of the League and insofar as Commissioners are deemed to be directors of the League the Commission shall be deemed to be the Board of Directors of the League for the purposes of the Corporations Law and Licence Agreements;

"**Commissioner**" means any person holding office or appointed executive commissioner or non-executive commissioner under these Articles and any such person shall be and be deemed to be a director of the League for the purposes of the Corporations Law or otherwise;

"**League**" means Australian Football League;

"**Licence Agreement**" means a licence agreement under which a Club is granted a licence to field teams in the competitions conducted by the League;

"**Life Member**" means any person admitted to membership of the League pursuant to Article 16;

"**Member**" means and includes all Appointees and Life Members;

"Register of Members" means the register in which the names of those persons who are members of the League are entered;

"Seal" means the common seal of the League;

"Secretary" means any person appointed to perform the duties of a secretary of the League and includes an honorary secretary;

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

Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Corporations Law as in force at the date at which these Articles become binding on the League.

- 2. The League is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

- 3. The Appointees who are members of the League at the time of the adoption of these Articles shall hold office until their successors have been appointed under these Articles.
- 4. The membership of the League shall consist of the Appointees and the Life Members who become members of the League in the manner set out in these Articles. Only the members who are Appointees shall have a right to vote and, subject to Article 16 and the Corporations Law, to be entitled to notice of and to attend meetings as hereinafter provided.
- 5. Each Club shall be entitled to nominate one eligible person who shall be any of the President, a Vice-President or a Director of the Club, for membership of the League.
- 6. To be eligible for membership of the League a person shall have completed and delivered to the Commission an application for membership (hereinafter called "application for membership") in the following form:

AUSTRALIAN FOOTBALL LEAGUE

I, of hereby apply to become a member of the Australian Football League and if accepted for membership agree to be bound by the Memorandum and Articles of Association and Rules and Regulations of the League.

Dated the day of 19 ..

- 7. Each Club shall at least one week prior to the annual general meeting of the League give notice in writing to the Commission of the name of the person

nominated by it as its Appointee for the following year and where a person is not already a member of the League by reason of being an Appointee of the Club nominating that person deliver to the Commission a duly completed application for membership and if that person is to succeed an Appointee accompanied by a notification in writing to that effect.

8. In the event of the termination of appointment, death, retirement or expulsion of an Appointee the Club whose Appointee he was shall forthwith give notice in writing to the Commission of the nomination of its Appointee to succeed the Appointee who has so had his appointment terminated, died, retired or been expelled and deliver to the Commission a duly completed application for membership in respect of that person's successor.
9. A Club may terminate the membership of its Appointee by giving notice in writing of such termination to the League.
10. An Appointee shall not act as or be deemed to be a trustee or agent for the Club that he represents but shall act independently for the encouragement and promotion of football in accordance with the objects of the League set out in its Memorandum of Association.
11. Deleted.
12. The Commission may grant an entity the status of a Club and the right to representation on the League and may:
 - (a) relocate the playing, administration or social base of a Club; or
 - (b) merge two or more Clubs,
 with the consent of the Club or Clubs involved.
13. The Commission may suspend or terminate the right of a Club to representation on the League for a breach of the provisions of its Licence Agreement which give rise to the right of the League to appoint an administrator (in the case of suspension) or to terminate such Licence Agreement.
14. The Commission shall give notice of any decision under Article 12 or Article 13 within seven (7) days of making such decisions to all Appointees of the League.
15. (a) Any decision of the Commission to grant an entity the status of a Club and the right of representation on the League, to relocate or merge any Clubs under Article 12 may be reversed at a general meeting of the League requisitioned by any three Appointees not more than fourteen days after notice of the decision has been circulated to all of the Appointees on a vote of the Appointees provided that the number of Appointees voting in favour of reversing that decision achieves two-thirds of all Appointees, being Members of the League on the date of

such meeting.

- (b) Any decision of the Commission to suspend or terminate the right of a Club to representation on the League under Article 13 must be ratified at a general meeting of the League on a vote by a simple majority of all Appointees, being members of the League on the date of such meeting.

LIFE MEMBERS

16. The Appointees may elect three Life Members in each year. The qualification for each shall be that special services have been rendered by the Member to the League or to football. A person shall not be deemed to have been elected as a Life Member unless an application for membership has been completed by the Member and delivered to the Commission. A Life Member shall be elected by a three-fourths majority of Appointees present at the annual general meeting of the League. Notice of the annual general meeting of the League shall be sent to Life Members. Life Members shall be entitled to attend the annual general meeting of the League. Save as aforesaid Life Members shall not be entitled to receive notice of meetings of the League nor to attend such meetings. Life Members shall not be entitled to vote at any meetings of the League.

MEMBERSHIP

17. (1) A Member shall remain a Member of the League from the time of admittance to membership until the Member ceases to be a Member of the League.
- (2) The Secretary shall remove a Member's name from the Register of Members and a Member shall cease to be a Member of the League if the Member:
- (a) dies;
 - (b) resigns as a Member by notice in writing to the League;
 - (c) being an Appointee of a Club is not nominated by such Club to be its Appointee for the following year in accordance with Article 7 (in which case such membership shall cease at the conclusion of the relevant annual general meeting);
 - (d) ceases to be a Member by virtue of the termination of membership in accordance with Article 9;
 - (e) is expelled from the League in accordance with Article 11; or
 - (f) being an Appointee of a Club if the right of such Club to representation on the League is suspended or terminated by the Commission in accordance with Article 15(b).
18. A Member may at any time by giving notice in writing to the Secretary resign

as a member of the League but shall continue to be liable for all arrears due and unpaid at the date of his resignation and for all other moneys due by the Member to the League and in addition for any sum not exceeding 10 cents for which the Member is liable as a member of the League under Clause 6 of the Memorandum of Association of the League.

GENERAL MEETINGS

19. An annual general meeting of the League shall be held on such date as the Commission may determine and otherwise in accordance with the provisions of the Corporations Law. The Commission shall give not less than fourteen days notice to Members and Clubs of such meeting.
20. All general meetings, other than annual general meetings, shall be called general meetings.
21. The Commission may whenever it thinks fit, convene a general meeting. In addition, any three Appointees may whenever they think fit requisition a general meeting. A general meeting shall be convened as soon as practicable on such requisition or in default may be convened by such requisitions as provided by the Corporations Law.
22. A notice of a general meeting shall, subject to Article 16, be sent to all Members specifying the place, the day and the hour of meeting and in case of special business the general nature of that business to be transacted at the meeting.
23. For the purposes of Article 22 all business shall be special that is transacted at a general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Commission, the election of Commissioners in the place of those retiring, and the appointment of auditors, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

24. No business shall be transacted at any general meeting (including any annual general meeting) unless a quorum of Appointees is present at the time when the meeting proceeds to business. Save as herein otherwise provided eight Appointees present in person shall be a quorum. For the purpose of this Article "Appointee" includes a person attending as a proxy or duly appointed attorney under power. All Commissioners shall be entitled to attend any general meeting (including any annual general meeting) of the League.
25. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of Appointees, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Commission may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Appointees who are present (being not less than three) shall be a

quorum.

26. The Chairman of the Commission shall preside as chairman at every general meeting (including any annual general meeting) of the League, or if there is no Chairman of the Commission, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Appointees shall elect any Commissioner or if none is present one of their number to be the chairman of the meeting.
27. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
28. At any general meeting (including any annual general meeting) a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or within five minutes of the declaration of the result of the show of hands) demanded:
 - (a) by the chairman of the meeting or
 - (b) by at least three Appointees present in person or by proxy or by attorney.
29. Unless a poll is so demanded a declaration by the chairman of a meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the confirmed minutes of the proceedings of the League shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
30. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairman of the meeting directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman of a meeting or on a question of adjournment shall be taken forthwith.
31. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.
32. An Appointee may vote in person or by proxy or by attorney and on a show of hands every person present who is an Appointee or a representative of an

Appointee shall have one vote and on a poll every Appointee present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

33. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. An Appointee shall be entitled to instruct his proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
34. The instrument appointing a proxy may be in the following form or in a common or usual form.

AUSTRALIAN FOOTBALL LEAGUE

I, of being an Appointee of the Australian Football League hereby appoint of or failing him of as my proxy to vote for me on my behalf at the annual general meeting of the League, to be held on the day of, 19 . and at any adjournment thereof.

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

Signed this day of, 199..

.....

Note: In the event of the Appointee desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.

*Delete whichever is not desirable.

35. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed shall be deposited at the registered office of the League, not less than twenty four (24) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall be invalid.
36. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the death, unsoundness of mind of the grantor or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the League at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE COMMISSION (INCLUDING OFFICE-BEARERS)

37. The number of Commissioners shall be not less than six nor more than eight comprising non-executive Commissioners and executive Commissioners (including a chief executive officer) all of whom shall be appointed as herein provided. The ratio of executive Commissioners to non-executive Commissioners shall not exceed 1:3.
38. The six part-time Commissioners holding office at the time of adoption of these Articles shall constitute the initial non-executive Commissioners and the existing executive Commissioner shall continue to hold such office.
39. (1) At each annual general meeting of the League two non-executive Commissioners shall retire from office.
- (2) A retiring non-executive Commissioner is eligible for re-election.
40. The non-executive Commissioners to retire at an annual general meeting are those who have been longest in office since their election, but, as between persons who become non-executive Commissioners on the same day, those to retire shall, unless they otherwise agree themselves, be determined by lot.
41. (1) The Appointees may, at the meeting at which two non-executive Commissioners retire, by resolution fill the vacated office by electing a person to that office.
- (2) If the vacated office is not so filled, the retiring non-executive Commissioner shall, if offering himself for re-election and not being disqualified under the Law 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.
42. Any Appointee or the Commission may nominate persons to become non-executive Commissioners for election at the annual general meeting. A person, other than a retiring non-executive Commissioner offering himself or herself for re-election, shall only be eligible for election as non-executive Commissioner if that person has been nominated. Nominations must be delivered to the Commission at least fourteen days prior to the annual general meeting of the League and shall be signed by two persons being either Appointees or Commissioners of the League and shall be accompanied by the written consent of the candidate. Notice of each and every candidate, including retiring non-executive Commissioners offering themselves for re-election, shall at least seven days prior to the annual general meeting be given to all Appointees of the League.
43. The Commission may from time to time appoint two persons to the offices of chief executive officer and executive Commissioner, respectively, for such

periods and on such terms as they think fit, and, subject to the terms of any agreement entered into in a particular case, may revoke such appointments.

44. The Commissioners shall appoint one of their number, other than the chief executive officer and any other executive Commissioner, as Chairman of the Commission.
45. The chief executive officer shall be an executive Commissioner as of right while retaining his position as chief executive officer and shall not be subject to retirement by rotation.
46. An executive Commissioner, other than the chief executive officer, shall not be a voting member of the Commission, and while retaining his position as executive Commissioner shall not be subject to retirement by rotation.
47. The League may by ordinary resolution passed at an annual general meeting increase or reduce the number of Commissioners.
48. The Commission may at any time subject to Article 37, after consultation with the Clubs, appoint any person to be a non-executive Commissioner to fill a casual vacancy. Any non-executive Commissioner so appointed shall hold office only until the next annual general meeting at which he shall retire. A non-executive Commissioner so appointed who retires at the annual general meeting may be elected non-executive Commissioner at the same annual general meeting and if so elected he shall hold office only until the annual general meeting at which the non-executive Commissioner he replaced would have retired. If there are two casual vacancies in a year, the Chairman of the Commission will nominate the balance of term available to each newly appointed non-executive Commissioner.
49. (1) The League may by ordinary resolution remove any non-executive Commissioner before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead.
 (2) The person so appointed shall be subject to retirement at the same time as if he had become a non-executive Commissioner on the day on which the non-executive Commissioner in whose place he is appointed was elected a non-executive Commissioner.
50. (1) The non-executive Commissioners may be paid all out-of-pocket expenses incurred by them in carrying out their duties as non-executive Commissioners.
 (2) The non-executive Commissioners may also be paid for service rendered to the League in a professional or technical capacity, where the provision of that service has the prior approval of the Commission and the amount payable is approved by a resolution of the Commission and is on reasonable commercial terms.
 (3) The executive Commissioners may be paid for their services as

employees of the League, where the terms of employment have been approved by a resolution of the Commission.

51. The office of a Commissioner shall become vacant if the Commissioner:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) becomes prohibited from being a director of a company by reason of any order made under the Corporations Law;
 - (c) ceases to be a Commissioner by operation of Section 228 of the Corporations Law;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns his office by notice in writing to the League;
 - (f) for more than six (6) months is absent without permission of the Commission from meetings of the Commission held during that period;
 - (g) subject to Article 50, holds any office of profit under the League;
 - (h) is directly or indirectly interested in any contract or proposed contract with the League and fails to declare the nature of his interest as required by law; or
 - (i) being an executive Commissioner has his appointment revoked by the Commission.

Provided always that nothing in this Article and Article 50 shall affect the operation of Clause 4 of the Memorandum of Association of the League.

POWERS AND DUTIES OF THE COMMISSION

52. The business of the League shall be managed by the Commission who may exercise all such powers of the League as are not, by the Corporations Law or by these Articles, required to be exercised by the League in general meeting, subject nevertheless, to any of these Articles and to the provisions of the Corporations Law.
53. The Commission may exercise all the powers of the League to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the League.
54. The Commission may also exercise all of the powers of the League to make rules, regulations and by-laws relating to all aspects of the playing of football and the control and management of football matches and competitions. The

Player Rules and Regulations of the League and other determinations of the Commission made at the time of adoption of these Articles and signed by the Chairman of the Commission for the purpose of identification shall be the rules of the League. The Commission may from time to time add to, alter or rescind any rules, regulations and by-laws as it thinks fit.

55. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the League shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Commissioners or in such other manner as the Commission from time to time determines.
56. The Commission shall cause minutes to be made:
- (a) of names of Commissioners and Members present at all meetings of the League and of the Commission; and
 - (b) of all proceedings at all meetings of the League and of the Commission.

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

57. The Commission may delegate any of its powers and or functions (not being duties imposed on the Commission as the directors of the League by the Corporations Law or the general law) to one or more sub-committees or person or persons consisting of such Commissioners or member or members of the League or such other persons as the Commission thinks fit. Any sub-committee or person or persons so formed or appointed shall conform to any regulation that may be imposed by the Commission. All members of such sub-committees shall have one vote at meetings of such sub-committees.
58. The Commission may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the League for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Commission), for such period and subject to such conditions as the Commission thinks fit.

PROCEEDINGS OF THE COMMISSION

59. The Commission may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Commissioner may at any time and the Secretary shall on the requisition of a Commissioner convene a meeting of the Commission.
60. Subject to these Articles questions arising at any meeting of the Commission shall be decided by a majority of votes and determination by a majority of the Commission shall for all purposes be deemed a determination of the Commission. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

61. The quorum necessary for the transaction of the business of the Commission shall be:
 - (a) all voting Commissioners in the case of Commission meetings convened to vote upon relocation or merger or the admission, suspension or termination of the right of a Club or entity to representation on the League or the expulsion of a Member; or
 - (b) in any other case at least four (4) voting Commissioners.
62. The continuing Commissioners may act notwithstanding any vacancy in the Commission, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Commission, the continuing Commissioner or Commissioners may act for the purpose of increasing the number of Commissioners to that number or of convening a general meeting of the League, but for no other purpose.
63. The Chairman of the Commission shall preside as chairman at every meeting of the Commission, or if there is no Chairman of the Commission, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting then the Commissioners may choose one of their number to be chairman of the meeting.
64. The Commission may appoint one or more advisory boards consisting of such persons as the Commission thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulation that may be imposed by the Commission and the Commission shall have power to appoint any Appointee or Appointees of the League and such other persons to such advisory boards and all members of such advisory boards shall have one vote at meetings of such advisory boards.
65. A sub-committee or advisory board may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of such sub-committees or advisory boards present, and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
66. All acts done by any meeting of the Commission or of a sub-committee or advisory board or by any person acting as a Commissioner shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Commissioner, member of a sub-committee or advisory board or person acting as aforesaid, or that the Commissioner or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Commissioner.
67. A resolution in writing signed by all Commissioners in Australia for the time being entitled to vote at a meeting of the Commission, shall be as valid and effectual as if it had been passed at a meeting of the Commission duly convened and held. Any such resolution may consist of several documents in

like form, each signed by one or more such Commissioners.

68. For the purposes of Article 61, a Commissioner shall be regarded as present at the meeting if the meeting is so conducted by telephone or other electronic means of conferring that the Commissioner is able to hear the proceedings of the meeting and to be heard himself by all others attending the meeting.

PATRON

69. The Commission may appoint a Patron of the League from time to time who shall hold office for as long as the Commission may determine. The Patron shall be entitled to attend all annual general meetings of the League but shall not be entitled to vote thereat.

SECRETARY

70. The Secretary shall in accordance with the Corporations Law be appointed by the Commission for such term, upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it.

SEAL

71. The Commission shall provide for the safe custody of the seal which shall only be used by the authority of the Commission or of a sub-committee of Commissioners authorised by the Commission in that behalf, and every instrument to which the seal is affixed shall be signed by an executive Commissioner and shall be countersigned by a second executive Commissioner, a non-executive Commissioner or by some other person appointed by the Commission for that purpose.

ACCOUNTS

72. The Commission shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of any auditors report required thereon as required by the Corporations Law provided, however, that the Commission shall cause to be made out and laid before each annual general meeting a balance-sheet and profit and loss account made up to a date not more than five (5) months before the date of the meeting.
73. The Commission shall from time to time determine in accordance with Clause 9 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the League shall be open to the inspection of Members, and a Member does not have the right to inspect any document of the League except as provided by law or authorised by the Commission.

AUDITOR

74. A properly qualified auditor or auditors shall be appointed and that person or persons' duties regulated in accordance with the Law.

NOTICE

75. Any notice required by law or by or under these Articles to be given to any Member shall be given by sending it by post or by facsimile transmission to that person at that person's address recorded in the Register of Members. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is transmitted by facsimile, service of the notice shall be deemed to be effected by receipt of a correct and complete transmission report, on the day of transmission if a Business Day, otherwise on the next following Business Day.
76. Notice of every general meeting shall be given, subject to Article 16, in any manner hereinbefore authorised to:
- (a) every Member; and
 - (b) the auditor or auditors for the time being of the League.

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

WINDING UP

77. The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the League shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY

78. Every Commissioner, auditor, Secretary and other officer for the time being of the League shall be indemnified out of the assets of the League against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the Court in respect of negligence default breach of duty or breach of trust.

Adopted at a meeting of the League held on 19 July 1993.