

Constitution of Melbourne Football Club Limited

KWM Working draft: 20 September 2022

Constitution of Melbourne Football Club Limited

Dated

Melbourne Football Club Limited (ACN 005 686 902) ("**Club**")

A company limited by guarantee

General terms	5
1 Definitions and interpretation	5
1.1 Definitions	5
1.2 Interpretation	7
2 Preliminary	7
2.1 Type of Club	7
2.2 Limited liability of Members	8
2.3 Reading this Constitution with the Corporations Act	8
2.4 Definitions	8
3 Purposes and powers	8
3.1 Name, colours and mascot	8
3.2 Objects of the Club	8
3.3 Powers	9
3.4 Application of income and property	10
3.5 Certain payments allowed	10
4 Amending the Constitution	10
4.1 Amendment to the Constitution	10
5 Members	10
5.1 Membership	10
5.2 Register of Members	11
5.3 Who can be a Member	11
5.4 How to apply to become a Member - subscription	12
5.5 Member, supporter and volunteer organisations	12
5.6 Members' forum	12
6 When a person becomes and ceases to be a Member	12
6.1 When a person becomes a Member	12
6.2 When a person stops being a Member	12
7 Disciplinary procedures	12
7.1 Suspending or Expelling a Member	12
7.2 Appeal process	13
8 General Meetings of Members	14
8.1 Entitlement to attend meetings	14
8.2 General Meetings called by Directors	14
8.3 General Meetings called by Members	14
8.4 Annual General Meeting	15
8.5 Notice of General Meetings	15
8.6 Quorum at General Meetings	16
8.7 Auditor's right to attend meetings	17
8.8 How meetings of Members may be held	17
8.9 President to be Chairperson for General Meetings	17
8.10 Role of the Chairperson	17
8.11 Adjournment of meetings	18
8.12 Electronic meetings	18

9	Members' resolutions and statements	18
9.1	Members' resolutions and statements	18
9.2	Club must give notice of proposed resolution	18
10	Voting at General Meetings	19
10.1	How many votes a Member has	19
10.2	Challenge to Member's right to vote	19
10.3	Method of voting	19
10.4	Demand for a poll	20
10.5	Conduct of a poll	20
10.6	Declaring the result of a vote on show of hands	20
10.7	When and how a vote in writing must be held	20
10.8	Appointment of proxy	21
10.9	Voting by proxy	22
11	Chief Executive Officer	22
11.1	Appointment and power of Chief Executive Officer	22
12	Board of Directors	22
12.1	Number of Directors	22
12.2	President	23
12.3	Election and appointment principles	23
12.4	Board diversity	23
12.5	Elected Directors	23
12.6	Elected Directors election process	23
12.7	Appointed Directors	26
12.8	Chairperson	27
12.9	Term of office	27
12.10	When a Director stops being a Director	27
13	Powers of Directors	28
13.1	Powers of Directors	28
13.2	Delegation of Directors' powers	28
13.3	Proceedings of committees	28
13.4	Rules	29
13.5	Payments to Directors	29
13.6	Execution of documents	29
14	Duties of Directors	30
14.1	Duties of Directors	30
14.2	Conflicts of interest	30
15	Directors' meetings	31
15.1	When the Directors meet	31
15.2	Calling Directors' meetings	31
15.3	Chairperson for Directors' meetings	31
15.4	Quorum at Directors' meetings	31
15.5	Using technology to hold Directors' meetings	31
15.6	Passing Directors' resolutions	32
15.7	Circular resolutions of Directors	32
15.8	Electronic meetings	32
15.9	Agenda	32

16	Secretary	32
16.1	Appointment and role of Secretary	32
17	Minutes and records	33
17.1	Minutes and records	33
17.2	Financial and related records	33
18	Notice	34
18.1	What is notice	34
18.2	Notice to the Club	34
18.3	Notice to Members	34
18.4	When notice is taken to be given	35
19	Financial year	35
19.1	Club's financial year	35
20	Indemnity, insurance and access	35
20.1	Indemnity	35
20.2	Insurance	35
20.3	Directors' access to documents	36
21	Winding up	36
21.1	Surplus Assets not to be distributed to Members	36
21.2	Distribution of Surplus Assets	36
Schedule 1	Election and Appointment Principles	37

Constitution of Melbourne Football Club Limited

General terms

1 Definitions and interpretation

1.1 Definitions

In this Constitution:

AFL means the Australian Football League.

AFL/MFC Members means a person who holds an AFL membership ticket for a Season, who has nominated the Club as their preferred AFL club, and is admitted to the membership of the Club by the Board.

AFLW means the Australian Football League Women's Competition.

Appeal Committee means a committee established by the Board comprising:

- (a) a Member (not being a Director) nominated by the Board; and
- (b) 2 persons (not being Members or Directors) nominated by the President of the Law Institute of Victoria, 1 of whom is nominated as the chair of the Appeal Committee.

Appointed Director means a person who has been appointed to serve as a Director in accordance with clause 12.7 of this Constitution or who has been appointed to fill a casual vacancy of an Appointed Director.

Australian Rules means the game of football played in the AFL and AFLW.

Board means the Directors acting collectively under this Constitution.

Board Credentials Statement means a statement drafted by the Board and published on the Club's website which states the experience, skills, values, diversity and other attributes of Directors it considers are required by the Club and the Board.

Call for Nominations has the meaning given in clause 12.6(a).

Candidate Statement means a statement which may be made by candidates in the election process for Elected Directors, which adheres to the guidelines provided in Schedule 1 Part B.

Chairperson means the chair of General Meetings and Directors' meetings.

Chief Executive Officer means the chief executive officer of the Club, or such other person who has been appointed to carry out the roles and responsibilities of a chief executive officer.

Class means a category of Members.

Close Time means 5.00 pm on the date set for an election.

Club means Melbourne Football Club Ltd (ACN 005 686 902).

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

Director means a director of the Club, and includes an Elected Director and an Appointed Director.

Elected Director means a person who has been elected as a Director in accordance with this Constitution or who has been appointed to fill a casual vacancy of an Elected Director.

Election Period means the period between the Secretary calling for nominations under clause 12.6(a) and the Close Time.

General Meeting means a meeting of Members and includes the annual General Meeting, under clause 8.4(a).

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

Licensed Premises means any premises in respect of which the Club holds a licence under the *Liquor Control Reform Act 1998* (Vic).

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.

MCC/MFC Member means a person who holds a Melbourne Cricket Club membership ticket for a season and who is admitted to membership of the Club by the Board.

Member means a person whose name is entered in the register of Members as a member of the Club, including the Members of each Class referred to in clause 5.1(a) as amended under clause 5.1(b) from time to time.

Membership Package means benefits (which may include rights to attend matches, rights to purchase AFL tickets, access to communications from the Club and entitlements to merchandise) which may be acquired from time to time by the relevant Member in connection with his or her membership.

MFCW Members means a person who holds an MFCW membership ticket for a Season, and is admitted to the membership of the Club by the Board.

Nomination Period has the meaning given in clause 12.6(a).

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.

Permitted Election Material means the material allowed under this Constitution (or the Rules) and distributed under clause 12.6(j), which includes, for the avoidance of doubt, Candidate Statements.

President means the president of the Club holding that office under clause 12.2.

Returning Officer means the person appointed by the Board under clause 12.6(l).

Rules means the rules and regulations of the Club made by the Board from time to time as described in clause 13.4.

Season means the period from 1 November to 31 October each year or such other period as is determined by the Board.

Secretary means, during the term of that appointment, a person appointed as a secretary of the Club in accordance with clause 16.

Special Resolution means a resolution:

- (a) of which notice has been given under clause 8.5(f)(iii), and
- (b) that has been passed by at least 75% of the votes cast by Members present and entitled to vote on the resolution.

Surplus Assets means any assets of the Club that remain after paying all debts and other liabilities of the Club, including the costs of winding up.

Temporary Members 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.

Voting Eligibility Date means:

- (a) the 31 October immediately preceding any election of Directors prior to the relevant General Meeting; or
- (b) any other date specified by the Board being not more than 30 days and not less than 14 days prior to the date of such General Meeting.

Voting Member means in relation to a General Meeting or other relevant event or circumstance, an Ordinary Member, Life Member, MCC/MFC Member, MFCW or AFL/MFC Member unless that Member, as at the relevant Voting Eligibility Date or other relevant time:

- (a) was not a Member;
- (b) has not paid his or her annual subscription fee (or any instalment of his or her annual subscription fee) relating to the previous year of his or her membership (and has not been exempted from the obligation to pay the relevant annual subscription fee under clause 5.4(b)); or
- (c) in the case of an Ordinary Member, has any outstanding fees (or instalments of any fees) in respect of his or her Membership Package relating to the previous year of his or her membership.

1.2 Interpretation

In this Constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

2 Preliminary

2.1 Type of Club

The Club is a not-for-profit public company limited by guarantee.

2.2 Limited liability of Members

The liability of Members is limited to an amount not exceeding \$5 (the guarantee) which each Member must contribute to the property of the Club if the Club is wound up while the Member is a Member, or within 12 months after they stop being a Member. This contribution is required to pay for the:

- (a) debts and liabilities of the Club incurred before the Member stopped being a Member; or
- (b) costs associated with the winding up.

2.3 Reading this Constitution with the Corporations Act

- (a) The replaceable rules set out in the Corporations Act are displaced by the Constitution and do not apply to the Club.
- (b) A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning in this Constitution.

2.4 Definitions

In this Constitution, words and phrases have the meaning set out in clauses 1.1 and 1.2.

3 Purposes and powers

3.1 Name, colours and mascot

The name of the Club is the Melbourne Football Club Limited, its home is the Melbourne Cricket Ground, and its colours are red and blue and the Demon is its mascot.

3.2 Objects of the Club

The Club exists for the benefit of its supporters and the community. The Club's objectives are to provide its supporters with pride, enjoyment, a sense of belonging, fulfilment and hope of success in the playing of AFL while undertaking to comply with the following commitments:

- (a) to organise, lead, administer and provide support for teams of players bearing the name of the Melbourne Football Club in any competition;
- (b) to strive for success on a sustainable basis including the pursuit of premierships;
- (c) to actively preserve the ideals and traditions of Australian Rules football and promote the playing of, and participation in AFL football in general and to welcome all people who play, administer and support the game;
- (d) to acknowledge the key groups associated with the Club, namely:
 - (i) the Melbourne Football Club Past & Present Players and Officials' Association Ltd;
 - (ii) the Melbourne Coterie;
 - (iii) the Demon Army;

- (iv) the Foundation Heroes & legends; and
 - (v) all Club volunteers.
- (e) to acknowledge the Traditional Owners of the lands upon which the Club plays, at home and away, and to honour the contribution of the First Nations Peoples to the formation, development and celebration of the game;
- (f) to acknowledge the Club as a pioneer of Australian Rules football as a founding Club including the role the Club played in writing the rules of the game and the promotion of women's football;
- (g) to promote health, fitness, community wellbeing and belonging by:
- (i) being positive role models;
 - (ii) supporting clinics with schools and at community events;
 - (iii) providing access to the Club's facilities for organised community groups;
 - (iv) participating in multi-cultural programs;
 - (v) supporting social, cultural and gender diversity and inclusion across the Club;
 - (vi) promoting environmental sustainability awareness and education and having regard to the interests of the Club, the game and the community in the long term;
- (h) to promote and actively support worthwhile causes including charitable organisations which can benefit from an association with, and assistance from the Club; and
- (i) any other activities that will provide benefit to the community and the Club consistent with the Club commitments.
 - (j) preserving and fostering the ideals and traditions of Australian Rules football;
 - (k) 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 and AFLW competitions and, if necessary or desirable in the opinion of the Board, in any other football competition; and
 - (l) doing all other lawful things as are incidental or conducive to the attainment of the above objects of which may be calculated to advance directly or indirectly the interests of the Club.

3.3 Powers

Subject to clause 3.4, the Club has the following powers, which may only be used to carry out its purpose(s) set out in clause 3:

- (a) the powers of an individual; and
- (b) all the powers of a company limited by guarantee under the Corporations Act.

3.4 Application of income and property

Except as provided in clause 3.5, the Club must apply its income solely towards promoting the objects of the Club as stated in clause 3.1, and no part of the Club's income or assets may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to its Members.

3.5 Certain payments allowed

Clause 3.4 does not stop the Club from making the following payments, provided they are done in good faith:

- (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; or
- (f) payment to a Director in accordance with clause 13.5 or any officer of the Club.

4 Amending the Constitution

4.1 Amendment to the Constitution

The Constitution can only be amended if the Members pass a Special Resolution.

5 Members

5.1 Membership

- (a) Subject to clauses 5.1(b), 5.1(c), 5.1(d), 5.3, 6.2 and 7.1, the Members of the Club 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) MFCW Members;
 - (vi) Junior Members; and

- (vii) 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, MFCW and AFL/MFC Members can be admitted as Temporary Members.
- (d) Subject to clauses 5.1(c) and 5.4, 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.

5.2 Register of Members

- (a) The Club must establish and maintain a register of Members. In accordance with section 169 of the Corporations Act, the register of Members must be kept by the Secretary and must contain:
 - (i) for each current Member:
 - (A) name;
 - (B) address;
 - (C) any alternative address nominated by the Member for the service of notices; and
 - (D) date the Member was entered on to the register.
 - (ii) for each person who stopped being a Member in the last 7 years:
 - (A) name;
 - (B) address;
 - (C) any alternative address nominated by the Member for the service of notices; and
 - (D) dates the membership started and ended.
- (b) The Club must give current Members access to the register of Members.
- (c) Information that is accessed from the register of Members must only be used in a manner relevant to the interests or rights of Members.
- (d) The register of Members is to be maintained by the Secretary to clearly distinguish between Voting Members and non-Voting Members.

5.3 Who can be a Member

- (a) A person who supports the purposes of the Club is eligible to apply to be a Member of the Club under clause 5.4.
- (b) In this clause, 'person' means a natural person.

5.4 How to apply to become a Member - subscription

- (a) A person (as defined in clause 5.3(b)) may apply to become a Member of the Club by following the subscription process as determined by the Board in its absolute discretion from time to time.
- (b) 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.

5.5 Member, supporter and volunteer organisations

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.

5.6 Members' forum

- (a) The Board must 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.
- (b) A Members' forum must meet at least twice each Season.

6 When a person becomes and ceases to be a Member

6.1 When a person becomes a Member

An applicant will become a Member when they are entered on the register of Members.

6.2 When a person stops being a Member

A person immediately stops being a Member if:

- (a) they die;
- (b) they resign, by giving written notice to the Club; or
- (c) they are expelled under clause 7.1.

7 Disciplinary procedures

7.1 Suspending or Expelling a Member

- (a) If the Chief Executive Officer is of the opinion that:
 - (i) a Member does not comply with this Constitution or the Rules; or
 - (ii) the conduct of the Member is prejudicial to the interests of the Club,

the Chief Executive Officer may suspend the Member from all rights of membership for up to 28 days.

- (b) 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 register of Members.

- (c) 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.
- (d) A Member expelled from the Club does not have any claim against the Club, its funds or property.
- (e) The provisions of this clause 7.1 and of clause 7.2 are a complete code intended to displace any requirements of procedural fairness that might otherwise apply.
 - (i)

7.2 Appeal process

- (a) A Member who is expelled by the Board under clause 7.1 (**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 clause 7.2 but they must be consistent with this Constitution.
- (c) The Appellant has a right to attend the Appeal Committee with a support person.
- (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 and provide a copy to the Appellant. The Board must consider the recommendation as soon as practicable and determine (in its absolute discretion) whether to accept or reject the recommendation. The Board has absolute discretion, but must act reasonably in accordance with the Director's responsibilities. Directors with self-interest or a conflict of interest may not vote. Failing a quorum of the majority of Directors able to vote, the Appeal Committee's recommendation shall be final.

8 General Meetings of Members

8.1 Entitlement to attend meetings

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

8.2 General Meetings called by Directors

- (a) The Board may call a General Meeting.
- (b) If the lower of 500 Members or Members with at least 5% of the votes that may be cast at a General Meeting, make a written request to the Club for a General Meeting to be held, the Board must:
 - (i) within 21 days of the Members' request, give all Members notice of a General Meeting; and
 - (ii) hold the General Meeting not later than 2 months after the Members' request.
- (c) The percentage of votes that Members have (in clause 8.2(b)) is to be worked out as at midnight before the Members request the meeting.
- (d) The Secretary must provide reasonable assistance to Members that wish to call a General Meeting as contemplated by clause 8.2(b) and provide a copy of the register of Members in accordance with clause 5.2(d).
- (e) The Members who make the request for a General Meeting must:
 - (i) state in the request any resolution to be proposed at the meeting;
 - (ii) sign the request; and
 - (iii) give the request to the Club.
- (f) Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.

8.3 General Meetings called by Members

- (a) If the Board does not call the meeting within 21 days of being requested under clause 8.2(b), 50% or more of the Members who made the request may call and arrange to hold a General Meeting.
- (b) To call and hold a meeting under clause 8.3(a) the Members must:
 - (i) as far as possible, follow the procedures for General Meetings set out in this Constitution;
 - (ii) call the meeting using the list of Members on the Club's Member register, which the Club must provide to the Members making the request at no cost; and
 - (iii) hold the General Meeting within three months after the request was given to the Club.

- (c) The Club must pay the Members who request the General Meeting any reasonable expenses they incur because the Board did not call and hold the meeting.

8.4 Annual General Meeting

- (a) A General Meeting, called the annual General Meeting, must be held as required by s 250N of the Corporations Act.
- (b) The annual General Meeting must be held following the end of the AFL premiership season and prior to 15 December.
- (c) Even if these items are not set out in the notice of meeting, the business of an annual General Meeting may include:
 - (i) a review of the Club's activities;
 - (ii) a review of the Club's finances;
 - (iii) any auditor's report;
 - (iv) the election of Directors; and
 - (v) the appointment and payment of auditors, if any.
- (d) Before or at the annual General Meeting, the Board must give information to the Members on the Club's activities and finances during the period since the last annual General Meeting.
- (e) The Chairperson of the annual General Meeting must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Club.

8.5 Notice of General Meetings

- (a) Notice of a General Meeting must be given to:
 - (i) each Member other than a Temporary Member, whether or not the Member is entitled to vote at the meeting;
 - (ii) each Director; and
 - (iii) the auditor (if any).
- (b) Notice of a General Meeting must be provided in writing at least 21 days before the meeting.
- (c) Members may elect to receive notice:
 - (i) in person;
 - (ii) by post; or
 - (iii) by electronic means.
- (d) Subject to clause 8.5(e), notice of a meeting may be provided less than 21 days before the meeting if:
 - (i) for an annual General Meeting, all the Voting Members agree beforehand; or

- (ii) for any other General Meeting, Voting Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (e) Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (i) remove a Director;
 - (ii) appoint a Director in order to replace a Director who was removed; or
 - (iii) remove an auditor.
- (f) In accordance with the Corporations Act, notice of a General Meeting must include:
 - (i) the place, date and time for the meeting (and if the meeting is to be held in one or more physical venues and using virtual technology or using virtual technology only, the technology that will be used to facilitate this);
 - (ii) the general nature of the meeting's business;
 - (iii) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution;
 - (iv) a statement that Voting Members have the right to appoint proxies and that, if a Voting Member appoints a proxy:
 - (A) the proxy does not need to be a Member of the Club;
 - (B) the proxy form must be delivered to the Club at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - (C) the proxy form must be delivered to the Club at least 48 hours before the meeting.
- (g) If a General Meeting is adjourned for one month or more, the Members must be given new notice of the resumed meeting.

8.6 Quorum at General Meetings

- (a) For a General Meeting to be held, at least 50 Voting Members (a quorum) must be present (in person or by proxy) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy of more than one Member).
- (b) No business may be conducted at a General Meeting if a quorum is not present.
- (c) If there is no quorum present within 30 minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to the date, time and place that the Chairperson specifies. If the Chairperson does not specify one or more of those things, the meeting is adjourned to:
 - (i) if the date is not specified – the same day in the next week;

- (ii) if the time is not specified – the same time; and
 - (iii) if the place is not specified – the same place.
- (d) If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

8.7 Auditor's right to attend meetings

- (a) The auditor (if any) is entitled to attend any General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- (b) The Club must give the auditor (if any) any communications relating to the General Meeting that a Member of the Club is entitled to receive.

8.8 How meetings of Members may be held

- (a) The Club may hold a General Meeting at:
 - (i) at one or more physical venues; or
 - (ii) one or more physical venues and using virtual technology; or
 - (iii) using only virtual technology.
- (b) Where the General Meeting is to be held at one or more physical venues, the location of the venue or venues must be large enough in size to accommodate at least 10% of the Members of the Club being in physical attendance.
- (c) The Members as a whole must be given a reasonable opportunity to participate in the meeting.
- (d) A means for Members to attend remotely via virtual technology must be provided for all General Meetings.
- (e) Anyone using the designated virtual technology is taken to be present in person at the meeting.

8.9 President to be Chairperson for General Meetings

- (a) The President, as the Chairperson, is entitled to chair General Meetings.
- (b) The Voting Members at a General Meeting may choose a Director or Member to be the Chairperson for that meeting if:
 - (i) the President is not present within 10 minutes after the time appointed for holding the meeting; or
 - (ii) the President is present but says they do not wish to act as Chairperson of the meeting.

8.10 Role of the Chairperson

- (a) The Chairperson is responsible for the conduct of the General Meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- (b) The Chairperson does not have a casting vote.

8.11 Adjournment of meetings

- (a) If a quorum is present, a General Meeting must be adjourned if a majority of Voting Members present direct the Chairperson to adjourn it.
- (b) Only unfinished business may be dealt with at a meeting resumed after an adjournment.

8.12 Electronic meetings

A General Meeting may be held by telephone or audio visual means provided that each participant can hear and be heard by each other participant.

9 Members' resolutions and statements

9.1 Members' resolutions and statements

- (a) The lower of 500 Members or Members with at least 5% of the votes that may be cast on a resolution may give:
 - (i) written notice to the Club of a resolution they propose to move at a General Meeting (**Members' resolution**); and/or
 - (ii) a written request to the Club that the Club give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (**Members' statement**).
- (b) A notice of a Members' resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- (c) A request to distribute a Members' statement must set out the statement to be distributed and be signed by the Members making the request.
- (d) Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
- (e) The percentage of votes that Members have (as described in clause 9.1(a)) is to be worked out as at midnight before the request or notice is given to the Club.
- (f) If the Club has been given notice of a Members' resolution under clause 8.2(a), the resolution must be considered at the next General Meeting that occurs.
- (g) This clause does not limit any other right that a Member has to propose a resolution at a General Meeting.

9.2 Club must give notice of proposed resolution

- (a) If the Club has been given written notice of a Members' resolution or a written request under clause 8.2(b):
 - (i) in time to send the notice of proposed Members' resolution or a copy of the Members' statement to Members with a notice of meeting, it must do so at the Club's cost; or
 - (ii) too late to send the notice of proposed Members' resolution or a copy of the Members' statement to Members with a notice of

meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Club in giving Members notice of the proposed Members' resolution or a copy of the Members' statement. However, at a General Meeting, the Members may pass a resolution that the Club will pay these expenses.

- (b) The Club does not need to send the notice of proposed Members' resolution or a copy of the Members' statement to Members if:
 - (i) it is more than 1 000 words long;
 - (ii) the Board considers it may be defamatory;
 - (iii) clause 9.2(a)(ii) applies, and the Members who proposed the resolution or made the request have not paid the Club enough money to cover the cost of sending the notice of the proposed Members' resolution or a copy of the Members' statement to Members; or
 - (iv) in the case of a proposed Members' resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

10 Voting at General Meetings

10.1 How many votes a Member has

- (a) Each Voting Member has:
 - (i) on a show of hands, one vote; and
 - (ii) on a poll, one vote.

10.2 Challenge to Member's right to vote

- (a) A Member or the Chairperson may only challenge a person's right to vote at a General Meeting at that meeting.
- (b) If a challenge is made under clause 10.2(a), the Chairperson must decide whether or not the person may vote. The Chairperson's decision is final.

10.3 Method of voting

- (a) Voting must be decided on a poll if:
 - (i) the notice of the meeting set out an intention to propose the resolution and stated the resolution; or
 - (ii) the Club has given notice of the resolution under clause 8.12; or
 - (iii) a poll is demanded.
- (b) If a poll is not required or has not been demanded, voting may be conducted by:
 - (i) a show of hands;

- (ii) a vote in writing; or
 - (iii) another method chosen by the Chairperson that is fair and reasonable in the circumstances.
- (c) Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

10.4 Demand for a poll

- (a) A demand for a poll may be made by:
- (i) the Chairperson of the meeting;
 - (ii) at least 5 Voting Members entitled to vote on the resolution; or
 - (iii) at least 5% of Voting Members present at the meeting.
- (b) The poll may be demanded:
- (i) before a vote is taken; or
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.

10.5 Conduct of a poll

- (a) The demand for a poll may be withdrawn.
- (b) If a poll is duly demanded (and the demand not withdrawn), it must be taken in such manner and at such time as the Chairperson of the meeting directs.
- (c) A poll demanded on the election of a Chairperson or on any question of adjournment must be taken at the meeting and without an adjournment.
- (d) The result of the poll is the resolution of the meeting at which the poll was demanded.

10.6 Declaring the result of a vote on show of hands

- (a) On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.
- (b) The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

10.7 When and how a vote in writing must be held

- (a) A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (i) at least five Voting Members present;
 - (ii) Voting Members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or

- (iii) the Chairperson.
- (b) A vote in writing must be taken when and how the Chairperson directs, unless clause 10.7(c) applies.
- (c) A vote in writing must be held immediately if it is demanded under clause 10.7(a) to decide whether to adjourn the meeting.
- (d) A demand for a vote in writing may be withdrawn.

10.8 Appointment of proxy

- (a) A Voting Member may appoint a proxy to attend and vote at a General Meeting on their behalf.
- (b) A proxy does not need to be a Member.
- (c) A proxy appointed to attend and vote for a Voting Member has the same rights as the Voting Member to:
 - (i) speak at the meeting;
 - (ii) vote in a vote in writing (but only to the extent allowed by the appointment);
 - (iii) join in the demand for a poll under clause 10.4(a); and
 - (iv) join in to demand a vote in writing under clause 10.7(a).
- (d) An appointment of proxy (proxy form) must be signed by the Voting Member appointing the proxy and must contain:
 - (i) the Voting Member's name and address;
 - (ii) the Club's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the meeting(s) at which the appointment may be used.
- (e) A proxy appointment may be standing (ongoing).
- (f) Proxy forms must be received by the Club at the address stated in the notice under clause 8.5(f)(iv) or at the Club's registered address at least 48 hours before a meeting.
- (g) A proxy appointment form may be delivered in person, by post or by electronic means.
- (h) A proxy does not have the authority to speak and vote for a Voting Member at a meeting while the Voting Member is at the meeting.
- (i) Unless the Club receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Voting Member:
 - (i) dies;
 - (ii) is mentally incapacitated;

- (iii) revokes the proxy's appointment; or
 - (iv) revokes the authority of a representative or agent who appointed the proxy.
- (j) A proxy appointment may specify the way the proxy must vote on a particular resolution.

10.9 Voting by proxy

- (a) A proxy is not entitled to vote on a show of hands (but this does not prevent a Voting Member appointed as a proxy from voting as a Voting Member on a show of hands).
- (b) When a vote in writing is held, a proxy:
 - (i) does not need to vote, unless the proxy appointment specifies the way they must vote;
 - (ii) if the way they must vote is specified on the proxy form, must vote that way; and
 - (iii) if the proxy is also a Voting Member or holds more than one proxy, may cast the votes held in different ways.

11 Chief Executive Officer

11.1 Appointment and power of Chief Executive Officer

- (a) The Board may appoint one or more persons (who is not a Board member) to be a Chief Executive Officer for a term as the Board from time to time determines.
- (b) The Chief Executive Officer is not required to be a Member of the Club.
- (c) The Board may delegate any of the powers of the Board to a Chief Executive Officer:
 - (i) on the terms and subject to any restrictions the Board decides; and
 - (ii) so as to be concurrent with, or to the exclusion of, the powers of the Board,and may revoke the delegation at any time.
- (d) Clause 11.1(c) does not limit clause 13.2.

12 Board of Directors

12.1 Number of Directors

- (a) The number of Directors shall be as determined by the Board from time to time but shall not:
 - (i) be less than 6 or greater than 12 in number; and

- (ii) be less than the number in office at the time of such determination.
- (b) The Board must consist of at least 6 Elected Directors.

12.2 President

The Board must appoint one of its number to the position of President.

12.3 Election and appointment principles

The Club agrees to use its best endeavours to ensure that the election and appointment processes:

- (a) described in this clause 12; or
- (b) determined by the Directors in any Rules,

must be conducted in accordance with the principles provided in Schedule 1 Part A.

12.4 Board diversity

- (a) The Board shall use best endeavours to ensure that at all times, not less than one-third of its Directors are female.
- (b) The Board shall use best endeavours to ensure that at all times, not less than one-third of its Directors are male.
- (c) If at any time the diversity targets in clauses 12.4(a) and 12.4(b) are not achieved through the number of Elected Directors, the Board shall endeavour to reach the targets by the appointment of Appointed Directors in accordance with clause 12.7.

12.5 Elected Directors

- (a) Apart from the Directors appointed under clause 12.7(a), Voting Members may elect Elected Directors via the process described in clause 12.6.
- (b) A person is eligible for election as an Elected Director of the Club if they:
 - (i) are a Member of the Club;
 - (ii) are nominated by two Members entitled to vote (unless the person was previously elected as a Director at a General Meeting and has been a Director since that meeting);
 - (iii) give the Club their signed consent to act as a Director of the Club; and
 - (iv) are not ineligible to be a Director under the Corporations Act.

12.6 Elected Directors election process

Noting that this clause shall be read in conjunction with the rules contained in Schedule 1 Part B and Part C, the election of Elected Directors shall take place in the following manner:

- (a) Not less than 14 days prior to the Nomination Period described at clause 12.6(b), the Secretary must give notice in writing to each Voting Member of:
- (i) all Elected Directors retiring at the next annual General Meeting; and
 - (ii) the number of Elected Director vacancies that may be filled by Members.
- (b) At least 31 days prior to 31 October each year, the Secretary will call for nominations to fill the positions of those Elected Directors who are retiring at the next annual General Meeting by notice on the Club's website and in at least one major Australian newspaper, or by such other publication or means determined by the Board (**Call for Nominations**). The Call for Nominations shall allow at least 14 days for nominations to be made prior to the close of nominations (**Nomination Period**), which will occur on 31 October.
- (c) Upon the Call for Nominations, the Club website shall include information and materials relating to the nomination process, including:
- (i) a timetable of the election process;
 - (ii) the Board Credentials Statement;
 - (iii) the contact details of the Returning Officer for seeking information concerning nomination; and
 - (iv) this Constitution and any Rules.
- (d) Any person (eligible in accordance with clause 12.5(b)) who wishes to nominate for the position of an Elected Director must obtain a copy of the nomination form from the Secretary and lodge this in writing and signed by the person and by two other Members entitled to vote.
- (e) Nominations may be withdrawn in writing no later than 14 days after the close of nominations.
- (f) A list of the candidates' names in alphabetical order (by surname) must be posted on the Club's website for at least 14 days immediately preceding the date set for the election.
- (g) A voting paper must be prepared containing the names of the candidates in alphabetical order (by surname), and each Voting Member is entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (h) A draw will be conducted to determine the order of candidates on the voting paper.
- (i) Any candidate who wishes to nominate a scrutineer must do so to the Returning Officer within 7 days of the Close Time. A candidate may not act as a scrutineer. Scrutineer access and conduct requirements will be at the absolute discretion of the Returning Officer.
- (j) The Secretary must distribute a notice of the election, a voting paper and any Permitted Election Material to each Voting Member. The notice, voting paper and Permitted Election Material shall be distributed to the Voting Member at the same time as the annual General Meeting material under clause 8.5(f). The election shall not be invalidated or otherwise

called into question if the notices, voting papers and Permitted Election Material are undelivered or undeliverable.

- (k) The notice of election must include:
 - (i) details of the vacancies;
 - (ii) a list of candidates;
 - (iii) the time and manner in which the election is to be conducted;
 - (iv) instructions and details describing how the Voting Member may complete and return the voting paper via the following means:
 - (A) post;
 - (B) courier; and
 - (C) electronic means as approved by the Board.
- (l) The Board must appoint a Returning Officer to conduct the election. The Returning Officer shall be a person of appropriate independence and integrity and capable of conducting the election. The Returning Officer may at their discretion, consult with the Board, committees, advisers and experts as required, and may engage an independent third party to oversee the conduct of the election. Prior to the time of the election, the Secretary must supply the Returning Officer with a correct list of Voting Members' names and membership number details.
- (m) Voting Members who wish to vote must complete the voting paper and forward it to the Returning Officer by post, courier or electronic means as approved by the Board to the place nominated by the Returning Officer so that it reaches the Returning Officer on or before 5.00pm the day before the date set for the election.
- (n) If the voting paper is not completed in accordance with the instructions, or by the specified date and time, provided in the notice of election at clause 12.6(k)(iv), the voting paper will not be counted.
- (o) The Returning Officer or their delegate may, in the Returning Officer's absolute discretion, commence counting the votes prior to the Close Time.
- (p) After the Close Time, the Returning Officer must:
 - (i) complete a count of the votes;
 - (ii) certify the results of the count to the Secretary;
 - (iii) provide notice to Members of the results; and
 - (iv) confirm the results at the annual General Meeting.
- (q) Where two or more candidates obtain the same number of votes where there is only one vacancy to be filled, the President has a casting vote.
- (r) When questions of order or procedure arise during the conduct of the election, the decision of the Returning Officer shall be final.
- (s) In the case where the number of candidates is equal to or less than the number of vacancies:

- (i) candidates shall be elected to office by separate resolutions passed at the annual General Meeting by a majority of Voting Members; and
 - (ii) any Elected Director vacancy following this process is deemed a casual vacancy which, subject to clause 12.7(b), may be filled under clause 12.7.
- (t) Should a candidate breach or fail to comply with any of this clause 12.6 or Schedule 1, the Returning Officer, acting independently and reasonably, may:
- (i) caution the candidate;
 - (ii) require the candidate to amend, withdraw or cause the withdrawal of any statement, including setting any deadlines for same;
 - (iii) require the candidate to cease any action including setting deadlines for same;
 - (iv) withdraw the candidate from the election; or
 - (v) take any other steps to remedy the issue as determined by the Returning Officer.

12.7 Appointed Directors

- (a) The Directors may appoint a person as an Appointed Director or, subject to clause 12.7(b), to fill a casual vacancy of a Director if that person:
- (i) is a Member of the Club;
 - (ii) gives the Club their signed consent to act as a Director of the Club;
 - (iii) is not ineligible to be a Director under the Corporations Act;
 - (iv) is determined by the Board as eligible, taking into consideration the Board Credentials Statement;
 - (v) is not currently, or has not at any time in the past five years been, an employee, agent, contractor or sub-contractor of the Club; and
 - (vi) does not currently hold any direct or indirect material financial interest in the Club (beyond being a Member of the Club).
- (b) Where a casual vacancy of an Elected Director arises within 60 days of the Nomination Period described in clause 12.6(a), the Directors shall not appoint a person to fill the vacancy in accordance with clause 12.7(a), and this position shall remain vacant until such time as a new Director can be appointed in accordance with the process outlined in clause 12.6
- (c) Where Appointed Directors are appointed under this clause in order to fill a vacancy, the Directors must provide notice to Members of the appointment within 10 days of the appointment in such manner as the Board determines from time to time.

- (d) The appointment of any Appointed Director must be approved by all Directors who vote on the resolution.

12.8 Chairperson

The President of the Club will preside as the Club's Chairperson.

12.9 Term of office

- (a) At each annual General Meeting:
 - (i) any Director appointed by the Directors to fill a casual vacancy must retire, and
 - (ii) at least one-third of the remaining Directors must retire.
- (b) The Directors who must retire at each annual General Meeting under clause 12.9(a)(ii) will be the Directors who have been longest in office since last being elected. Where Directors were elected on the same day, the Director(s) to retire will be decided by lot unless they agree otherwise.
- (c) a Director's term of office starts at the end of the annual General Meeting at which they are elected and ends at the end of the annual General Meeting at which they retire.
- (d) Each Director must retire at least once every three years.
- (e) A Director who retires under clause 12.9(a) may nominate for election or re-election or re-appointment, subject to clause 12.9(i).
- (f) Where an Appointed Director (not filling a casual vacancy) is required to retire under clause 12.9(d), the vacant position will be filled in accordance with clause 12.7.
- (g) Where an Appointed Director filling a casual vacancy is required to retire under clause 12.9(a), the vacant position will be filled in accordance with clause 12.6. For the avoidance of doubt, any person appointed as an Appointed Director to fill a casual vacancy is eligible as a candidate for appointment as an Elected Director under clause 12.6.
- (h) Where an Elected Director is required to retire under clause 12.9(d), the vacant position will be filled in accordance with clause 12.6.
- (i) Subject to clause 12.9(j), a Director who has served on the Board for three terms is not eligible for re-election or re-appointment thereafter.
- (j) In relation to the President as at the date of this Constitution, they shall continue to be eligible to be re-elected or re-appointed as a Director for a maximum of one further term, provided that she is President at the time nominations close for the positions of Elected Directors immediately preceding that further term. The President as at the date of this Constitution will cease to be a Director if they cease to be the President.

12.10 When a Director stops being a Director

- (a) A Director stops being a Director if they:
 - (i) give written notice of resignation as a Director to the Club;

- (ii) die;
- (iii) are removed as a Director by a resolution of the Members;
- (iv) stop being a Member of the Club;
- (v) are absent for 3 consecutive Directors' meetings without approval from the Directors;
- (vi) where clause 12.9(j) applies only, cease to be the President; or
- (vii) become ineligible to be a Director of the Club under the Corporations Act.

13 Powers of Directors

13.1 Powers of Directors

- (a) The Directors are responsible for managing and directing the activities of the Club to achieve the objects set out in clause 3.
- (b) The Directors may use all the powers of the Club except for powers that, under the Corporations Act or this Constitution, may only be used by Members.
- (c) The Directors must decide on the responsible financial management of the Club including:
 - (i) any suitable written delegations of power under clause 13.2, and
 - (ii) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- (d) The Directors cannot remove a Director or auditor. Directors and auditors may only be removed by a Members' resolution at a General Meeting.

13.2 Delegation of Directors' powers

- (a) The Directors may delegate any of their powers and functions to a committee, a Director, an employee of the Club (such as a Chief Executive Officer) or any other person, as they consider appropriate.
- (b) The delegation must be recorded in the Club's minute book.
- (c) The exercise of the power by the delegate is as effective as if the Directors had exercised it.

13.3 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.
- (b) The President and Chief Executive Officer are automatically members of each committee unless the Board determines otherwise.

13.4 Rules

- (a) 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, provided that the Rules are not inconsistent with this Constitution (including Schedule 1), the Corporations Act or Schedule 1 of the Liquor Control Reform Act.
- (b) Members and Directors must comply with the Rules as if they were part of this Constitution.

13.5 Payments to Directors

- (a) The Club must not pay fees to a Director for acting as a Director.
- (b) The Club may pay to a Director:
 - (i) remuneration for services as a Director as determined by the Club in General Meetings;
 - (ii) reasonable remuneration for any other service rendered by the Director to the Club;
 - (iii) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;
 - (iv) 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;
 - (v) interest on money lent by the Director to the Club at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
 - (vi) subject to clause 14.1, reasonable remuneration for goods supplied by the Director to the Club in the ordinary course of business; and
 - (vii) reasonable rent for premises lease by the Director to the Club.
- (c) Any payment made under clause 13.5(b) must be approved by the Board.
- (d) The Club may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this Constitution.

13.6 Execution of documents

- (a) The Club may execute a document without using a common seal if the document is signed by:
 - (i) two Directors of the Club; or
 - (ii) a Director and the Secretary.
- (b) A person may sign a document:
 - (i) by signing a physical form of the document by hand; or
 - (ii) by signing an electronic form of the document using electronic means.

14 Duties of Directors

14.1 Duties of Directors

The Directors must comply with their duties as Directors under legislation and common law (judge-made law), which includes the following duties:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Club;
- (b) to act in good faith in the best interests of the Club;
- (c) not to misuse their position as a Director;
- (d) not to misuse information they gain in their role as a Director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 14.2;
- (f) to ensure that the financial affairs of the Club are managed responsibly; and
- (g) not to allow the Club to operate while it is insolvent.

14.2 Conflicts of interest

- (a) A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution), except provided under clause 14.2(b):
 - (i) to the other Directors; or
 - (ii) if all of the Directors have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.
- (b) A Director does not need to disclose an actual or perceived material conflict of interest to the other Directors under clause 14.2(a) if:
 - (i) their interest arises because they are a Member of the Club, and the other Members have the same interest;
 - (ii) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Club (see clause 20.2);
 - (iii) their interest relates to a payment by the Club under clause 21 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act.
- (c) The disclosure of a conflict of interest by a Director must be recorded in the minutes of the relevant meeting.
- (d) Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under clauses 14.2(e):
 - (i) be present at the meeting while the matter is being discussed; or

- (ii) vote on the matter.
- (e) A Director may still be present and vote if:
 - (i) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
 - (ii) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Club; and
 - (B) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

15 Directors' meetings

15.1 When the Directors meet

- (a) The Directors must meet at least every month during the AFL and AFLW seasons. Outside of the AFL and AFLW seasons, the Directors may decide how often and when they meet.
- (b) The Directors may decide the location and time of where they meet.

15.2 Calling Directors' meetings

- (a) A Director may call a Directors' meeting by giving reasonable notice to all of the other Directors.
- (b) A Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Directors.

15.3 Chairperson for Directors' meetings

- (a) The President is entitled to chair Directors' meetings.
- (b) The Directors at a Directors' meeting may choose a Director to be the Chairperson for that meeting if the President is:
 - (i) not present within 30 minutes after the starting time set for the meeting; or
 - (ii) present but does not want to act as Chairperson of the meeting.

15.4 Quorum at Directors' meetings

- (a) Unless the Directors determine otherwise, the quorum for a Directors' meeting is a majority (more than 50%) of Directors.
- (b) A quorum must be present for the whole Directors' meeting.

15.5 Using technology to hold Directors' meetings

- (a) The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.

- (b) The Directors' agreement may be a standing (ongoing) one.
- (c) A Director may only withdraw their consent within a reasonable period before the meeting.

15.6 Passing Directors' resolutions

A Directors' resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.

15.7 Circular resolutions of Directors

- (a) The Directors may pass a circular resolution without a Directors' meeting being held.
- (b) A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 15.7(c) or clause 15.7(d).
- (c) Each Director may sign:
 - (i) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (ii) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (d) The Club may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (e) A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 15.7(c) or clause 15.7(d).

15.8 Electronic meetings

A Directors meeting may be held by telephone or audio visual means provided that each participant can hear and be heard by each other participant.

15.9 Agenda

- (a) Within 14 days of any Directors' meeting, a summary of the agenda of the meeting must be made available to Members in a manner determined by the Board.
- (b) Any information which is confidential to the Club, as determined by the Board, need not be included in the agenda described at clause 15.9(a).

16 Secretary

16.1 Appointment and role of Secretary

- (a) The Club must have at least one Secretary, who may also be a Director.
- (b) A Secretary must be appointed by the Directors (after giving the Club their signed consent to act as Secretary of the Club) and may be removed by the Directors.

- (c) The Directors must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- (d) The role of the Secretary includes:
 - (i) maintaining a register of the Club's Members; and
 - (ii) maintaining the minutes and other records of General Meetings (including notices of meetings), Directors' meetings and circular resolutions.

17 Minutes and records

17.1 Minutes and records

- (a) The Club must, within one month, make and keep the following records:
 - (i) minutes of proceedings and resolutions of General Meetings;
 - (ii) a copy of a notice of each General Meeting; and
 - (iii) a copy of a Members' statement distributed to Members under clause 9.2.
- (b) The Club must, within one month, publish the minutes of proceedings and resolutions of General Meetings to the Club's website.
- (c) The Club must, within one month, make and keep the following records:
 - (i) minutes of proceedings and resolutions of Directors' meetings (including meetings of any committees); and
 - (ii) minutes of circular resolutions of Directors.
- (d) To allow Members to inspect the Club's records:
 - (i) the Club must give a Member access to the records set out in clause 17.1(a); and
 - (ii) the Directors may authorise a Member to inspect other records of the Club, including records referred to in clause 17.1(b) and clause 17.2(a).
- (e) The Directors must ensure that minutes of a General Meeting or a Directors' meeting are signed within a reasonable time after the meeting by:
 - (i) the Chairperson of the meeting; or
 - (ii) the Chairperson of the next meeting.
- (f) The Directors must ensure that minutes of the passing of a circular resolution (of Directors) are signed by a Director within a reasonable time after the resolution is passed.

17.2 Financial and related records

- (a) The Club must make and keep written financial records that:

- (i) correctly record and explain its transactions and financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared and to be audited.
- (b) The Club must also keep written records that correctly record its operations.
- (c) The Club must retain its records for at least 7 years.
- (d) The Directors must take reasonable steps to ensure that the Club's records are kept safe.
-

18 Notice

18.1 What is notice

- (a) Anything written to or from the Club under any clause in this Constitution is written notice and is subject to clauses 18.2 to 19.1, unless specified otherwise.
- (b) Clauses 18.2 to 19.1 do not apply to a notice of proxy under clause 10.8(f).

18.2 Notice to the Club

- (a) Written notice or any communication under this Constitution may be given to the Club, the Directors or the Secretary by:
 - (i) delivering it to the Club's registered office;
 - (ii) posting it to the Club's registered office or to another address chosen by the Club for notice to be provided; or
 - (iii) sending it to an email address or other electronic address notified by the Club to the Members as the Club's email address or other electronic address.

18.3 Notice to Members

- (a) Written notice or any communication under this Constitution may be given to a Member:
 - (i) in person;
 - (ii) by posting it to, or leaving it at the address of the Member in the register of Members or an alternative address (if any) nominated by the Member for service of notices;
 - (iii) sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any); or
 - (iv) if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).

- (b) If the Club does not have an address for the Member, the Club is not required to give notice in person.

18.4 When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email or other electronic method, is taken to be given on the business day after it is sent; and
- (d) given under clause 18.3(a)(iv) is taken to be given on the business day after the notification that the notice is available is sent.

19 Financial year

19.1 Club's financial year

The Club's financial year is from 1 November to 31 October, unless the Directors pass a resolution to change the financial year.

20 Indemnity, insurance and access

20.1 Indemnity

The Club will indemnify any current or former Director or Secretary or senior employee of the Club out of property and assets of the Club against:

- (a) any liability incurred by the person in that capacity (except a liability for legal costs);
- (b) legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity; and
- (c) legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an officer of the Club, if that expenditure has been approved in accordance with the Club's Rules,

except to the extent that:

- (d) the Club is forbidden by law to indemnify the person against the liability or legal costs; or
- (e) an indemnity by the Club of the person against the liability or legal costs, if given, would be made void by law.

20.2 Insurance

To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Club may pay or agree to pay a premium for

a contract insuring a person who is or has been an officer of the Club against any liability incurred by the person as an officer of the Club.

20.3 Directors' access to documents

- (a) A Director has a right of access to the financial records of the Club at all reasonable times.
- (b) If the Directors agree, the Club must give a Director or former Director access to:
 - (i) certain documents, including documents provided for or available to the Directors; and
 - (ii) any other documents referred to in those documents.

21 Winding up

21.1 Surplus Assets not to be distributed to Members

If the Club is wound up, any Surplus Assets must not be distributed to a Member or a former Member of the Club, unless that Member or former Member is a corporation, body or entity described in clause 21.2(a).

21.2 Distribution of Surplus Assets

- (a) Subject to the Corporations Act and any other applicable Act, and any court order, any Surplus Assets that remain after the Club is wound up must be distributed to one or more corporations, bodies or entities:
 - (i) with similar objects to the objects of the Club; and
 - (ii) which also prohibit the distribution of any Surplus Assets to its Members to at least the same extent as the Club.
- (b) The decision as to the corporations, bodies or entities to be given the Surplus Assets must be made by a Special Resolution of Members at or before the time of winding up. If the Members do not make this decision, the Club may apply to the Supreme Court to make this decision.

Constitution of Melbourne Football Club Limited

Schedule 1 Election and Appointment Principles

Part A: General Principles

- 1 **(Fairness)** the Club shall provide for the fair and open election and appointment of Directors.
- 2 **(Transparency)** the Club shall provide that the election and appointment processes are transparent, such that Members may make fully informed decisions and play an active role in the election process.

Part B: Candidate Statements

- (a) Each candidate is entitled to:
 - (i) a statement of no more than 300 words (**Word Limit**); and
 - (ii) a passport size photo.
- (b) All information must be provided electronically to the Returning Officer in the nomination form and by no later than the close of nominations.
- (c) Information provided by a candidate additional to information provided in the nomination form will not be included in the Candidate's Statement.
- (d) The name, title and academic post-nominals of the candidate shall not count towards the Word Limit.
- (e) Where, in the opinion of the Returning Officer (in his or her absolute discretion), a Candidate Statement does not comply with the requirements under the Constitution or is otherwise inappropriate, the Returning Officer may edit the Candidate Statement as he or she sees fit or decline to publish the Candidate Statement.
- (f) The Candidate Statements of all candidates will be published on the Club's website.

Part C: Election Material and Electioneering

- (a) Permitted Election Material and any other written or verbal statement by or on behalf of a candidate during the nomination and Election Period must not:
 - (i) disparage or otherwise reflect adversely on the standing of the Club or its players, Members, directors, officers, staff or candidates;
 - (ii) mislead or deceive, or be likely to mislead or deceive, Members in relation to the casting of their vote;
 - (iii) directly or indirectly seek, claim or refer to endorsement of their candidature from any current player or employee of the Club;

- (iv) contain the name of another person without that person's express written authority (as demonstrated to the satisfaction of the Returning Officer); or
 - (v) contain any confidential information of the Club or any material that does or may infringe the intellectual property rights of any person.
- (b) Subject to paragraph (a), candidates are permitted to communicate with Voting Members in any way they wish, which for the avoidance of doubt, includes electioneering.
 - (c) The Club (including, but not limited to the Board and officers of the Club) must not endorse or disparage (directly or indirectly) any candidate or the election process, including through the communication of endorsements (or effective endorsements).
 - (d) No Club resources shall be used to promote or assist any candidates to campaign during the Election Period.