NOBLE PARK FOOTBALL SOCIAL CLUB LIMITED

CONSTITUTION

Amended 15th OCTOBER, 2018

CORPORATIONS ACT 2003
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
CONSTITUTION
of
NOBLE PARK FOOTBALL SOCIAL CLUB LIMITED

1. The name of the Company is "NOBLE PARK FOOTBALL SOCIAL CLUB LIMITED" (hereinafter referred to as "the Club").

2. The objects for which the Club is established are:

(a) To acquire all of the assets and liabilities of the presently incorporated Club known as NOBLE PARK FOOTBALL SOCIAL CLUB LIMITED.

(b) To maintain and conduct an association of male and female persons over the age of eighteen years and of good character who are lawfully associated together for social, sporting and athletic purposes.

(c) To maintain and conduct a Club and provide facilities for the use of the members and their guests.

(d) To support, promote, protect, encourage and foster the character, status and interests of Australian Rules Football and in particular the Noble Park Football Club.

(e) To support, promote, protect, encourage and foster the character, status and interests of sports and games and without affecting the generality of the objects of the Club the sports and/or games of cricket, angling, golf, tennis, lawn bowls, soccer, and/or any other lawful competitive sports and games.

(f) To provide a means of social intercourse and good fellowship between members.

(g) To hold a Club licence and permits under the provision of the Liquor Control Reform Act 1998 or any amendment or re-enactment thereof and the Gambling Regulation Act.

(h) To raise and borrow any monies required for the purposes of the Club upon such terms and conditions and/or upon such securities if any as may be determined.

(i) To collect and receive money by voluntary contributions, subscriptions, donations, legacies and payments by persons, companies, public bodies and others.

(j) To engage and employ secretaries, clerks, managers, servants and workmen and to pay in return for services rendered to the Club salaries, wages, bonuses and remuneration and to employ or engage the services of any person or persons for a fee for the purposes of carrying out the objects of the Club.

(k) To hold, purchase, hire, lease or otherwise acquire for the purposes of the Club any real or personal property and from time to time sell, demise, let, mortgage or otherwise dispose of the same.

(l) To form or assist such auxiliary organizations or other bodies as may seem suitable and to affiliate with any other body having objects wholly or in part similar to those of the Club.

(m)To construct, alter, add, or maintain all buildings and other property belonging to the Club.

(n) To apply from time to time for a Club licence or any other form of licence or permit pursuant to the provisions of the Liquor Control Reform Act 1987 or of any other Act for the time being in force to enable the Club to provide for or sell to its members liquor, tobacco or any other goods and to hold any such licence, licenses, permit or permits and to apply from time to time for the renewal or extension of any such licence, licences, permit or permits.

(o) To appoint sub-committees from amongst the members of the Club.

(p) To make house rules or by-laws to ensure the satisfactory conduct of members, guests of members and guests of the Club.

(q) To provide appropriate facilities, furnishing, fittings and other equipment as necessary to ensure the premises of the Club are suitably equipped for all purposes or for any other objects of the Club.

(r) To promote and hold either alone or together, with or against any other Club, persons, body of persons, meetings, competitions and matches in connection with football and all kinds or indoor or outdoor sports or games or pastimes and to give or contribute towards the giving of prizes, medals and awards therefore.

(s) To insure against all risks, liabilities and eventualities as may seem advisable and to apply the proceeds of any claim and any insurance in such manner and for such purpose or purposes as shall be thought fit.

(t) To provide those amenities and refreshments as are customarily furnished and supplied by sporting and social Clubs and to carry out and do all necessary acts and things incidental thereto.

(u) To provide and maintain its facilities from the joint funds of the Club.

(v) To do or cause to be done all such other things as are incidental or conductive to the attainment of the objects of the Club or for the Club generally.

(w) To do all such other lawful things as may be necessary or advantageous for the attainment of the objects of the Club or any of them.

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

PROVIDED that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servants of the club or to any member of the Club in return for any services actually rendered to the Club nor for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purposes of this paragraph by the Constitution on money borrowed from any member of the Club or reasonable and proper rent for premises demised or let by any member to the Club but so that no Director of the Club shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration other than benefit in money or monies worth shall be paid or given by the Club to any Director except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club

PROVIDED FURTHER that no member of the Club shall receive any prize, award or distinction of monetary value except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulation affecting the said match, sporting event, trial or competition may be awarded to the member PROVIDING FURTHER nothing herein shall prevent the bona fide relieving or assisting of persons or the wives, husbands, widows, widowers, families or relations of persons who, having been members of the Club, have ceased to be so and have become poor or necessitous or are deceased.

4. The liability of the members is limited.

5. Every member of the Club undertakes to contribute to the property of the Club, in the event of the same being wound up while that person is a member, or within one year after that person ceases to be member, for payment of the debts and liabilities of the Club contracted before that person ceases to be a member and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories amongst themselves, such amount as may be required, not exceeding TEN DOLLARS ($10.00).

6. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to nor distributed amongst the members of the Club but shall be given or transferred to some institution or institutions having objects similar to the objects of the Club and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club or by virtue of this paragraph such institution or institutions to be determined by the members of the Club at or before the time of dissolution and in default thereof by such Judge or the Supreme Court of Victoria as may have or acquired jurisdiction in the matter.

PRELIMINARY

7. The Club is established for the objects under the terms and conditions set out in the Constitution of the Club.

NAME

8. The name of the Club is Noble Park Football Social Club Limited. The Club has registered the name/logo “Club Noble” for promotional purposes.

INTERPRETATION

9. In this Constitution:

(a) Any marginal notes or headings shall not affect the construction of the Constitution.

(b) “the Club” means the company of which this is the Constitution.

(c) The “incorporated Club” means the incorporated body known as Noble Park Football Social Club Limited.

(d) “Constitution” means this Constitution for the time being of the Club or such of them as may be referred to by numbers and “Clause" means any particular one of the Clauses which is referred to by a number.

(e) “State” means the State of Victoria.

(f) “the Law ” means the Corporations Act or any amendment or re-enactment thereof.

(g) “special resolution” shall have the meaning assigned thereto by the Law.

(h) “year” means a calendar year and “month” means a calendar month.

(i) “the office” means the registered office of the Club.

(l) “the register” means the register of members of the Club to be kept pursuant to the Law.

(k) “the Directors” means the members of the Club being duly elected as such.

(l) the “Board” means the elected Directors of the Club.

(m) “in writing” and “written” include printing, lithography, typewriting and other modes of representing or reproducing words in a visible form.

(n) “member” means a member of the Club.

(o) “Secretary” means the Company Secretary of the Club.

(p) “Liquor Control Reform Act” means the Liquor Control Reform Act 1998 of the State of Victoria or any amendment or re-enactment thereof.

(q) “General Meeting” shall mean either Annual General Meeting (AGM), Special General Meeting (SGM) and/or Extraordinary General Meeting (EGM) of the Club

(r) Words importing the singular number shall include the plural number and vice versa.

(s) Words importing persons include Corporations.

(t) Words importing one gender shall include the other gender.

MEMBERSHIP

10. The Club shall consist of the following classes of members:

(a) Ordinary members;

(b) Honorary life members;

(c) Temporary members;

(d) Honorary members;

(e) Social members;

(f) Corporate members.

11. Ordinary members and honorary life members shall be entitled to all rights and privileges of the Club and the remaining classes of members shall be entitled to such rights and privileges as laid down in the Constitution and as the Directors shall from time to time determine provided that only ordinary member and honorary life members shall have the right to vote or hold office in the Club.

12. No person under the age of eighteen years shall be admitted as a member of the Club in any category of membership.

13. The number of members with which the Club proposes to be registered is three thousand (3000) but the Directors may from time to time register an increase of members.

14. The Secretary shall keep on the Club premises a register which shall contain the names and addresses of all members of the Club for the time being, and the date of the latest payment by each member of the subscription. Further, the Secretary shall cause a list containing the same particulars to be exhibited in a conspicuous and accessible position of the Club premises. The register of member shall be open at any time for the inspection of a Chairman or Member of the Liquor Control Commission, an authorised member of the Police force or a Supervisor of Licensed Premises.

15. Every member shall communicate in writing his or her address or any change of address to the Secretary who shall register the same. All notices posted or delivered to such address shall be deemed to have been duly received.

If any member neglects to register with the Secretary his or her address any notice left at the premises of the Club shall be deemed to have been delivered.

ORDINARY MEMBERS

16. An ordinary member is a person, who shall have been duly accepted as an ordinary member in accordance with the Constitution and who shall have paid the subscription for ordinary members.

17. Any person not being less than eighteen years of age wishing to become an ordinary member of the Club shall complete in writing a membership application, in a form to be determined by the Directors and shall set forth the name and address of the applicant and such other details as the Directors shall from time to time determine.

18. Subject to the Clause 17 hereof the Directors or a Membership Sub-Committee appointed for the purpose shall determine whether an applicant for ordinary membership shall be accepted. The Directors may authorize the Club's Manager to act on its behalf in this matter.

19. Upon the acceptance of each ordinary member the Club's Manager shall ensure the appropriate fee has been paid and the new member enrolled as an ordinary member of the Club and be entitled to all of the privileges of the Club but any such new member shall be bound by and understands and accepts the Constitution, by-laws and house rules.

20. Any person whose application for membership is rejected shall not again be nominated for a period of at least six months from the date of rejection or voidance of membership and any monies paid in relation to membership application refunded.

21. The Directors may within three months of any acceptance of a member review such membership and thereby determine the membership of such person.

22. The Directors may from time to time appoint from amongst the Directors or the members of the Club a sub-committee to be called the "Membership Sub-Committee" to investigate and interview all persons applying for membership prior to their membership acceptance in accordance with the Constitution.

HONORARY LIFE MEMBERS

23. Any person who at the date of incorporation of the Club was an honorary life member of the unincorporated Club shall be an honorary life member of the Club.

24. Any person who has rendered outstanding service to the Club for a period of not less than two years may be elected as an honorary life member by the Directors provided that such election shall not be effective until endorsed by a majority of two thirds of the members present and entitled to vote at any Annual General Meeting or Special General Meeting of the Club.

25. The number of honorary life members shall not exceed twenty at any one time.

26. Not more than two persons may be elected as honorary life members in any one year.

27. Honorary life members shall have all of the rights and privileges of ordinary membership and so long as they remain honorary life members are not required to pay any annual subscriptions or calls.

TEMPORARY MEMBERS

28. Any person over the age of eighteen years who does not normally reside within thirty-five kilometres of the Club premises but who is temporarily so resident may be elected as a temporary member of the Club for a period not exceeding three months. Upon election a temporary member shall be entitled to the rights and privileges of the Club save and except that a temporary member shall not be entitled to take part in any meeting of the Club nor vote at any election and a temporary member shall be permitted to use the facilities of the Club only on such days and at such times as may be determined by the Directors.

29. The Directors may in its discretion determine that temporary members by required to pay a subscription which subscription shall be fixed from time to time by the Directors.

30. Temporary members shall have no right, title or interest in or to any of the property of the Club.

HONORARY MEMBERS

31. An honorary member is a person who shall have been duly accepted as an honorary member in accordance with the Constitution. An honorary member shall be entitled to certain privileges without being required to pay any subscription.

32. An honorary member shall not be entitled to attend the meetings nor to vote upon any Club matters nor to be represented upon the Directors nor shall an honorary member have any right, title or interest in or to any of the property of the Club.

33. An honorary member shall not introduce visitors to the Club without the prior consent of the Manager or of a Board member.

34. Only persons possessing the following qualifications shall be eligible for election as honorary members:

(i) Persons over the age of eighteen years who are officials or players of any sporting or games team which is competing at the Noble Park Football ground or at the Club premises on any particular day shall be eligible to be elected as honorary members of the Club for that day.

(ii) Officials of any League or Association whose teams regularly compete at the Noble Park Football ground whilst holding office as officials shall be eligible to be elected as honorary members of the Club for a period not exceeding twelve months.

(iii) Councilors' and the Chief Executive Officer of the City of Greater Dandenong shall be eligible to be elected as honorary members of the Club for a period not exceeding twelve months.

(iv) Any persons who in the opinion of the Directors should for good and sufficient reason be selected as honorary members may be granted honorary membership of the Club for a period not exceeding twelve months.

35. Any person selected as honorary member shall be done so by the Directors or the Membership Sub-Committee or the Manager or some other person appointed by the Directors for the purpose.

SOCIAL MEMBERS

36. (i) Social member means a person eighteen years or over duly accepted by the Directors who wishes to enter the licensed premises of the Club for the purpose of operating lawfully installed gaming machines.

(ii) The annual subscription for a social member shall be determined by the Directors from time to time.

CORPORATE MEMBERS

37. A corporate member means a business or firm which has paid an annual subscription, and been duly accepted by the Directors. Employees of the business or firm who are eighteen years or over shall be entitled to the rights and privileges of the club, save and except that such person shall not be entitled to participate in any of the Affiliated Sporting Clubs, or take part in any meeting of the Club, nor vote at any election. The number of individual memberships for a Corporate Member will be determined by the Directors and be based on the membership fee paid by the Corporate Member.

ENTRANCE FEES

38. The Directors shall from time to time fix an entrance fee for ordinary membership and for temporary membership.

39. The Directors shall have the discretion to suspend or waive the payment of the entrance fee.

40. Honorary life members and honorary members shall not be required to pay an entrance fee and temporary members shall be required to pay an entrance fee only where the Directors so determines in any particular case.

SUBSCRIPTIONS

41. The Directors shall from time to time fix the level of annual subscription for ordinary members and where required for temporary members.

42. The Directors on the application of any member who because of exceptional circumstances or ill health or for financial hardship is unable to pay the amount of annual subscription may reduce the amount of annual subscription.

43. Any ordinary member of the Club who is in receipt of a social service or war service pension may, with the approval of the Directors, be required to pay only a minimum annual membership fee such as the Directors shall from time to time determine.

44. Subscriptions shall be due and payable on the 1st day of July in each year when fees are due.

45. If any member fails to pay the annual subscription on or before the 31st day of July in any year the Secretary shall notify the member in writing that the annual subscription is overdue. If any such member fails to pay the annual subscription within fourteen days of the sending of such notice by the Secretary the Board shall direct the Secretary to remove the name of the member from the register of members and thereupon that person shall cease to be a member. If any former member whose membership has ceased by virtue of this Clause makes an adequate and sufficient explanation to the Directors for failing to pay the annual subscription the Directors may re-elect such person upon payment of the annual subscription.

46. A person ceasing to be a member pursuant to Clause 45 hereof shall not again be accepted as a member for a period of no less than three months from the date of cessation of membership.

RESIGNATION OF MEMBERSHIP

47. Any member may at any time by giving fourteen days written notice to the Secretary resign from membership of the Club. On receipt of such notice by the Secretary such person shall immediately cease to be a member of the Club but shall continue to be liable for any subscription and/or other monies due and unpaid to the Club as at the date of cessation of membership.

48. A member resigning from the Club or ceasing for any cause whatsoever to be a member shall not be entitled to nor have any claim upon any portion whatsoever of the property of the Club or the assets thereof.

DISCIPLINARY MEASURES

49. Every member of the Club being deemed to have undertaken to comply with the Constitution, house rules and by-laws of the club and refusing or neglecting so to do shall be rendered liable to either:

(a) a fine not exceeding one hundred dollars;

(b) suspension not exceeding twelve months; or

(c) expulsion,

as determined by and in the absolute discretion of the Disciplinary Committee unbecoming to a member and such determination of the Disciplinary Committee shall stand as if it were the decision of the Directors. The member may be held responsible to reimburse the Club for any willful damage they may have caused.

50. Any member expelled in accordance with the Constitution or otherwise ceasing to be a member of the Club shall forfeit all rights and privileges of membership and to any right, title or interest in or to any of the property of the Club and shall not be eligible to reapply for membership for a period of two years.

DIRECTORS, EXECUTIVE AND OFFICERS

51. The business and affairs of the Club shall be managed as hereinafter provided by a Board of Directors consisting of a President and six other persons, each of whom shall be an ordinary member or an honorary life member each having been duly elected at an Annual General Meeting.

52. At each third Annual General Meeting of the Club a President shall be elected by the members present and entitled to vote for a term of three years and in any case the retiring President shall be eligible for re-election. The method of election of a President shall be in the manner as prescribed in Clause 55 hereof.

53. At each Annual General Meeting two members of the Board shall retire and are eligible for re-election, and the Annual General Meeting shall elect two ordinary members and/or honorary life members to fill the vacancies and any person so elected to the Board shall be elected for a period of three years. The election of any member of the Board shall be in the manner as prescribed in Clause 56 hereof.

54. At the first Directors Meeting after the Annual General Meeting the Directors shall appoint from amongst themselves a Company Secretary and Finance Director.

55. (a) Any two ordinary members or honorary life members or combination thereof may nominate another ordinary member or honorary life member to serve as the President or as a member of the Directors.

(b) The nomination shall be in writing and shall be signed by the proposer, the seconder and the candidate.

(c) A candidate may be nominated for the position of President as well as for the position of Directors member providing that a separate nomination is submitted in respect of each position.

(d) Nominations shall be lodged with the Secretary at least seven days prior to the Annual General Meeting and the Secretary shall then post the same on the notice board of the Club.

(e) Should the number of nominations not exceed the number of vacancies the candidates so nominated shall be declared duly elected at the Annual General Meeting. In such an event any vacancies then remaining shall be filled at the Annual General Meeting then being held provided that a motion to do so is carried by a three-fifths majority of the members present and voting. If such a motion is not carried then the Board shall fill such vacancies.

(f) Should the number of nominations for any position exceed the number of vacancies then ballot papers shall be prepared containing the names of the candidates so nominated.

(g) At the Annual General Meeting each member present shall be entitled to vote for any number of candidates not exceeding the number of vacancies.

(h) The ballot for such election shall be conducted by not less than two nor more than four scrutineers appointed by the members at the Annual General Meeting.

(i) The method of voting shall be by crossing off the name of the candidate or names of the candidates nominated but not desired and leaving the exact number of names required to fill the vacant position of positions. If two or more candidates receive an equal number of votes then the chairman of the meetings shall have a second or casting vote.

56. The Club may by special resolution passed at any General Meeting of members remove the President, any officer or other member of the Board before the expiration of the period of the person's office.

57. The office of President or of a member of the Board shall become vacant if the President or that member:

(a) becomes bankrupt or makes any arrangement or composition with creditors generally;

(b) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;

(c) resigns office by notification in writing to the Club;

(d) is absent from three consecutive meetings of the Board without leave of absence having previously been granted or without giving an acceptable and reasonable cause for such absence to the Board;

(e) holds any position of profit under the Club;

(f) ceases to be an ordinary member or an honorary life member of the Club;

(g) is removed from the Board by virtue of Clause 57 hereof.

58. The President or member of the Board shall not be deemed to have resigned office until a resignation in writing shall have been accepted by the Directors.

59. The Directors may fill any casual vacancy occurring in the Board or the Presidency and the person so appointed shall hold office until the next General Meeting of the members when he or she shall be eligible for election for the remainder of the term of his or her predecessor's appointment. In the event of such election occurring at an Annual General Meeting, it shall be held as an additional election to that prescribed in Clause 55 hereof unless the position being determined was already to be vacant at the relevant Annual General Meeting.

POWERS AND FUNCTIONS OF THE BOARD

60. The Board shall without prejudice to the general powers conferred by this Constitution have the power to exercise for and on behalf of the Club all of the powers vested in the Club by this Constitution and all of the powers vested in or conferred upon the Directors or Board of Directors of a Company by the Law.

61. The Board shall have the sole management of the affairs, concerns and business of the Club and the appointment and dismissal of all officers and servants of the Club and shall have power to perform all such acts, deeds and things as shall appear to it necessary, desirable or advisable for the management of the Club.

Without in any way affecting the generality of the words of the immediately preceding sentence the Board shall have the power:

(a) to purchase or otherwise acquire for the Club any property, rights or privileges which the Club is authorized to acquire at such price and generally under such terms and conditions as it shall think fit;

(b) to secure the fulfilment of any contracts or engagements entered into by the Club;

(c) to make, alter and repeal all such by-laws and house rules as it may deem necessary, expedient or convenient for the proper conduct and management of the Club and in particular but not exclusively the Board may make by laws regulating the times of opening and closing of the Club premises or any part thereof;

(d) to appoint sub-committees from amongst the ordinary members and honorary life members of the Club and fill vacancies thereon and without limiting the number or titles of sub-committees the Directors may elect sub-committees;

(i) to impose levies on members;

(ii) to apply for a liquor licence or permit under the provisions of the Liquor Control Reform Act;

(iii) to deal with resignations of members which are submitted in writing;

(iv) to interpret the rules and by-laws of the Club;

(v) to carry out all resolutions passed at any General Meeting of the members of the Club;

(vi) to regulate the conduct of the members of the Club in relation to one another whilst on the club premises or the appurtenances thereof and of the servants of the Club;

(vii) to enforce discipline by fines, suspension or expulsion for any misconduct or willful infringement of the Constitution, house rules and by-laws of the club by any member of the Club;

(viii) to cause correct accounts and book to be kept showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature;

(ix) to authorize all expenditures including any expenditure passed at any General Meeting of the members of the Club and direct the method of dealing with monies received for an on behalf of the Club;

(x) to deal with other matters which may arise or which are not specifically provided for in the Constitution.

62. The Board shall have the power to make by-laws or house rules for the good conduct of the Club but so that such by-laws or house rules are not contrary to the provision of the Code or of the Liquor Control Reform Act 1998, Gambling Regulation Act, or of any other Act of Parliament in force in the State.

63. The Board may vary, rescind or alter any by-laws or house rules as its so desires. Notice of such by-laws or house rules shall be displayed on the notice board of the Club for a period of fourteen days next after the same shall have been made, varied, rescinded or altered.

MEETINGS OF DIRECTORS

64. The Board shall meet at least once in every month on a day and time fixed by the Directors for the transacting of the business of the Club.

65. The President and/or Secretary shall when necessary or when requested by three members of the Board so to do, convene a meeting of the Directors.

66. The Secretary shall give at least seven days' notice of all meetings of the Board to all members of the Directors.

67. The President, or in the absence of the President, one of the members appointed by the Directors shall act as chairperson at a meeting of the Board.

68. Four persons drawn from the President and members of the Board shall form a quorum for meetings of the Directors but if, after a lapse of thirty minutes after the time specified for the holding of such meeting there is not present a quorum, the meeting shall stand adjourned to a date to be fixed by the chairperson provided always that such date shall not be more than seven days in the future, and at the resumption of such adjourned meeting the members then present shall constitute a quorum. A record shall be kept of the members of the Board present at the original meeting and of those present at the adjourned meeting.

69. Minutes of all resolutions and proceedings of the Directors shall be entered in a book to be provided for that purpose and witnessed in accordance with the Law.

SUB-COMMITTEES

70. Any sub-committee appointed by the Board shall have the title and number of members as shall be determined by the Board. The President shall ex-officio be a member of all sub-committees appointed by the Board and shall have the right to attend and vote at all meetings of any sub-committees.

71. The members of any sub-committee shall elect from amongst themselves a chairperson and a secretary for each meeting of the sub-committee and all resolutions and proceedings of the sub-committee shall be entered in a book to be provided for that purpose.

72. Any resolutions or proceedings of any sub-committee shall always be subject to review and ratification by the Board.

DISCIPLINARY COMMITTEE

73. In addition to any other sub-committee appointed the Directors shall appoint a Disciplinary Committee consisting of a minimum of three members of the Board. Any complaint concerning any member of the Club whether brought by a member of the Disciplinary Committee or otherwise shall be investigated and determined without unreasonable delay by a panel of at least three members of the Disciplinary Committee or the Board.

74. At any meeting of the Disciplinary Committee a chairperson shall be appointed from the members of the sub- committee and minutes of all resolutions and proceedings of the sub-committee shall be entered in a book to be provided for that purpose and details provided without undue delay to the Board.

75. Upon reaching a determination at the conclusion of a meeting the Disciplinary Committee shall have the power to:

(a) prepare a report for the consideration of the Directors; or

(b) dismiss the complaint; or

(c) prepare and lodge a complaint against any member of the Club; or

(d) fine, suspend or expel a member against whom a complaint is lodged in as full a manner as is provided for in Clause 50 hereof.

6 The Directors or any member of the Club who is aggrieved by a decision of the Disciplinary Committee may by giving written notice appeal to the Committee of the Club against such decision. Any notice of appeal against a decision of the Disciplinary Committee must be lodged with the Secretary not more than ten days after such decision. Any notice of appeal shall fully but concisely state the ground or grounds of appeal as the case may be, and shall be accompanied by the sum of one hundred dollars ($100.00) as a bond to guarantee the due prosecution of the appeal. Such sum shall be reimbursed to the appellant if the appellant appears before the Directors at the meeting of the Board called to consider the notice of appeal and a majority of the Directors present and entitled to vote so direct. The Board at its next meeting following advice of a resolution of the Disciplinary Committee may resolve to review the decision of the Disciplinary Committee whereupon the resolution of the Disciplinary Committee shall be deemed to have been vacated.

77. The Board shall within fourteen days of its decision to review a decision of the Disciplinary Committee or of the receipt by the Secretary of a notice of appeal against a decision of the Disciplinary Committee accompanied by the bond of one hundred dollars ($100.00) meet to consider the review or the appeal provided always that any such meeting may be conducted as part of an ordinary Directors meeting.

78. Within seven days of the Board's decision to review a resolution of the Disciplinary Committee or of the receipt by the Secretary of a notice of appeal and bond the Secretary shall request of the Disciplinary Committee a written report to be available to the Directors prior to the day of hearing of the review of the appeal by the Directors and the Secretary may also require the Chairperson and/or any member of the Disciplinary Committee which determined a complaint to appear before the Directors on the hearing of the appeal to give such information to the Directors as the Committee may deem desirable.

79. On the hearing of any review of a resolution of the Disciplinary Committee the Directors shall in all respects observe the rules of the natural justice and shall give the appellant the right to be heard and to call witnesses.

80. The Directors at the conclusion of the hearing of an appeal against a determination of the Disciplinary Committee may uphold the appeal, dismiss the appeal or vary the determination of the Disciplinary Committee as the Directors shall think fit in any particular case but in no case may the appellant require the Directors to give written reasons for its decision.

81. No cause in Civil law for damages or otherwise shall be open or available to any member of the Club by virtue of a determination of the Disciplinary Committee or of a decision of the Directors on a review of an appeal against a determination of the Disciplinary Committee.

FINANCIAL YEAR

82. The financial year of the Club shall be the period commencing the first day of July and concluding the thirtieth day of June in each year.

ANNUAL GENERAL MEETING

83. The Annual General Meetings shall be held before the thirty first day of October in each year.

84. Fourteen days' notice shall be given to all honorary life members and ordinary members of the time and place appointed by the Board for such meetings and a copy of the notice shall be posted on the notice board within the Club premises at least fourteen days before the date of such meeting.

85. Copies of the Balance Sheet and Annual Report shall be made available to each honorary life member and ordinary member at least fourteen days prior to the holding of an Annual General Meeting.

86. The business to be transacted at an Annual General Meeting shall be in the following order:

(i) Reading of the notice convening the meeting;

(ii) Confirmation of minutes of previous General Meeting of the Club;

(iii) Presentation of Annual Report;

(iv) Consideration and adoption of Annual Report;

(v) Presentation of Balance Sheet and Statement of Accounts;

(vi) Consideration and adoption of Balance Sheet and Statement of Accounts;

(vii) Election of Directors and if required a President;

(viii) Appointment of Auditor;

(ix) Transaction of any business affecting the interest and welfare of the Club of which notice has been given;

(x) General business;

(xi) Any other business as the chairperson may direct.

SPECIAL GENERAL MEETINGS AND EXTRAORDINARY GENERAL MEETINGS

87. A special General Meeting of the Club may be called by the Board whenever it considers necessary so to do for the consideration of any special business. Fourteen days' notice at least specifying the place, the day and the hour of the meeting and the object of the meeting shall be given to all honorary life members and ordinary members of the Club.

88. An Extraordinary General Meeting of the Club shall be convened by the Board upon receiving a written requisition signed by not less than one hundred (100) honorary life members and/or ordinary members. Any such requisitions shall specify the purpose for which the Extraordinary General Meeting is required to be called and shall be signed by the members making such requisition and at the time of the lodging of such requisition the sum of five hundred dollars ($500.00) shall be lodged with the Secretary either in cash or by bank cheque to reimburse the Club against the costs of calling the meeting. Such sum shall be refunded to the requisitionists if in the opinion of the meeting the calling of the Extraordinary General Meeting was justified. Upon receiving a requisition to call an Extraordinary General Meeting the date of the holding of such meeting shall be fixed by the Board and shall be held not less than fourteen nor more than twenty-eight days after the receipt of such requisition. The Secretary shall cause a true copy of the requisition to be posted on the notice board of the Club and shall give to each honorary life member and ordinary member at least fourteen days' notice of the date, place and time of such meeting. Such notice shall clearly set out the nature of the meeting and the proposals to be submitted to the members.

89. At any Special General Meeting or Extraordinary General Meeting no matter shall be discussed save and except the matter stated in the agenda or requisition unless the chairperson shall otherwise direct.

QUORUM AT GENERAL MEETINGS

90. At any Annual General Meeting, Special General Meeting or Extraordinary General Meeting of the Club, fifty (50) members shall form a quorum.

91. At any Annual General Meeting or Special General Meeting of the Club should a quorum not be present at the specified time the meeting shall stand adjourned for a period of fifteen minutes and at the adjournment those members present not being less than ten members entitled to vote shall be deemed a quorum and shall proceed to conduct the meeting and all business lawfully transacted shall be valid.

92. At any Extraordinary Meeting of the Club should a quorum not be present at the specified time the meeting shall stand adjourned for a period of fifteen minutes and at the adjournment should a quorum not be present the meeting shall be abandoned and any proposed resolution shall be deemed to have been lost and the deposit of five hundred dollars ($500.00) shall be forfeited to the Club.

PROVISIONS RELATING TO GENERAL MEETINGS

93. At all meetings of members of the Club every honorary life member and ordinary member shall have one vote and the chairperson shall in the case of an equality of votes have a second or casting vote. A declaration by the chairperson that a resolution has been carried and an entry to that effect in the minute book of the Club shall be conclusive evidence and shall be binding upon all members whether they have been present at such meeting or not. Votes at a meeting of members may be taken on the voices, by a show of hands or otherwise as the chairperson shall decide or by ballot if requested by ten persons present and entitled to vote. In the event of a ballot being called at least two and not more than four scrutineers shall be appointed by the meeting to conduct such ballot and the result of the ballot shall be deemed to be a resolution of the Club adopted at such meeting.

94. The accidental omission to give notice of a General Meeting to an honorary life member or an ordinary member shall not invalidate any resolution carried at such meeting.

95. Voting by proxy shall not be permitted under any circumstances.

96. Subject to the provisions of the Code relating to agreement for shorter notice, fourteen days' notice at least (exclusive of the day on which notice is served or deemed to be served and exclusive of the day on which notice is given) specifying the place the day and the hour of the meeting and in the case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Club.

97. Subject to the provisions of the Code relating to special resolutions:

(a) At any Annual General Meeting or Special General Meeting of the Club any motion proposed shall be carried if passed by a simple majority of the members present and voting at such meeting;

(b) At any Extraordinary General Meeting of the Club any motion proposed shall be carried if passed by a majority of two-thirds of the members present and entitled to vote at such meeting;

(c) At any meeting of the members of the Club a special resolution altering the Constitution shall be carried if passed by three-fourths majority of the members present and entitled to vote at such meeting.

PRESIDENT

98. The President of the Club shall take the chair and regulate all proceedings at meetings of the Club or of the Board. If the President is absent or being present is unable or unwilling to take the chair the meeting shall appoint a chairperson. Any chairperson of a meeting shall in the case of an equality of votes have a second or casting vote.

99. The President of the Club shall have the right to attend and vote at all meetings of sub-committees of the Club.

COMPANY SECRETARY

100. The Secretary shall where possible attend all meetings of the Board and all General Meetings of the Club. When the Secretary is unable to attend any such meeting the Board shall appoint from amongst the Directors an acting Secretary.

101. The Secretary shall record the minutes of all meetings of the Board or of the members in a book to be kept for that purpose and shall conduct all correspondence in connection with the general business of the Club.

102. The Secretary shall prepare for submission to the Annual General Meeting of the Club the Report of the Board on the activities of the Club during the preceding financial year.

103. The Secretary shall keep and maintain all minute books, books, records and matters which it is necessary for the Club to keep and maintain by the Law, the Liquor Control Reform Act 1998 or any other Act or Regulation of the State.

FINANCE DIRECTOR

104. The Finance Director shall receive all monies belonging to the funds of the Club and within a reasonable time shall deposit or arrange for the deposit of such monies with the banker to the Club.

105. The Finance Director shall arrange for the payment of all accounts by the Club after duly investigating the correctness of all accounts.

106. The Finance Director shall keep correct books and records of all monies received and expended.

107. The Finance Director shall prepare and submit all necessary financial statements to each Annual General Meeting.

108. The Finance Director shall produce a statement of case transactions and of the financial position of the Club including the bank balance at each meeting of the Board.

AUDITOR

109. The members at each Annual General Meeting shall appoint a person or persons or a firm as Auditor or Auditors of the Club for the following twelve months and shall fix such remuneration as shall be determined and the duties of the Auditor shall be as defined in the law.

110. The Directors shall have power to fill any casual vacancy in the office of Auditor at such remuneration as shall be determined.

BANKERS

111. The bankers of the Club shall be such bank or banks as the Board shall from time to time determine. All cheques, promissory notes, drafts, bills of exchange or other instruments drawn upon the bankers shall be signed, drawn, accepted and endorsed or otherwise executed by any two members of the Board authorised so to act or in such other manner as the Board shall from time to time determine.

MANAGER

112. The Board may if it so desires appoint a Manager at a remuneration to be fixed by agreement between the Board and the Manager.

113. The Manager in the performance of his duties shall obey all lawful and proper directions of the Board and the Board shall have the power to suspend or dismiss the Manager and to fill any vacancy occurring in the office of Manager at will.

114. The Board if it so determines may entrust to the Manager the responsibility of nominee pursuant to the provisions of the Liquor Control Reform Act 1998. The Board may at any time dismiss the Manager as nominee aforesaid and replace the Manager as nominee with any person felt suitable and approved by the Victorian Commission for Gambling and Liquor Regulation pursuant to the provisions of the Liquor Control Reform Act 1998.

INDEMNITY

115. Any member of the Board or officer of the Club who with the authority of the Board accepts or incurs any pecuniary liability on behalf of the Club shall be held indemnified by the Club out of the assets of the Club against any liability or personal loss in respect of such liability or in respect of defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Code in which relief is granted to him or her by any Court in respect of any negligence, default, breach or duty or breach of trust.

116. If any member of the Board or officer of the Club has paid or is liable to pay any money for any act, fault or omission of any other person in respect of the affairs of the Club such money shall be refunded by the Club.

GENERAL PROVISIONS

117. Not more than 500 persons or a number set by the Victorian Commission for Gambling and Liquor Regulation shall be permitted on the licensed premises at any one time.

118. No member shall receive greater profit, benefit or advantage from the Club than that received by every member thereof other than a remuneration or honorarium approved by the Victorian Commission for Gambling and Liquor Regulation pursuant to the provisions of the Liquor Control Reform Act 1998 for work done by an Officer of the Club or salary or wages paid to employees.

119. The Club prohibits and precludes any payments or part payment to any Secretary or Manager or other officer or servant of the Club by way of commission or allowance from or upon the receipts of the Club for liquor supplied.

120. Any profits and other income of the Club shall be applied solely towards promoting the objects of the Club and no dividend, gift or bonus in money or other equivalent by way of profit or otherwise shall be paid or made by the Club unto or amongst any of the members except to the persons and in the circumstances set out in the Constitution.

121. The Club shall provide and maintain its facilities from the joint funds of the Club.

122. The conduct of any servant of the Club shall in no instance be a matter of personal reprimand by any member. All complaints concerning any servant of the Club shall be made in writing to the Secretary who shall bring such complaint before the Board at the next meeting of the Board after the complaint has been made.

123. Any complaint by a member concerning the conduct of the Club generally must be made in writing to the Secretary who shall bring such complaint before the Directors at its next meeting after the complaint has been made. No complaint need be attended to by the Directors unless it is in writing and lodged with the Secretary.

SUPPLY OF LIQUOR

124. No liquor shall be sold, disposed of or supplied in the Club otherwise than in conformity with the provisions of the Liquor Control Reform Act 1998.

125. The sale, disposal and supply of liquor in the Club shall be under the control of the Directors which shall have the power and duty to take such action as may be necessary to enforce and ensure compliance by the members and by all other persons coming upon the Club premises with the Constitution, house rules and by-laws of the Club and with the provisions of the Liquor Control Reform Act 1998.

126. A visitor to the Club must not be supplied with liquor in the Club premises unless that visitor is:

(a) a guest in the company of a member of the Club, or

(b) an authorised social visitor admitted in accordance with the rules of the club, or

(c) present at an occasion or function in the Club premises in respect of which a limited licence pursuant to Section 52 of the Liquor Control Reform Act 1998 has been issued authorizing the sale and disposal of liquor to that visitor.

127. No liquor shall be sold or supplied for consumption elsewhere than upon the Club premises unless such liquor is removed from the premises of the Club by the member purchasing the same.

128. No payment or part payment shall be made to any officer or servant of the Club by way of commission or allowance from or upon the receipts of the Club for alcoholic liquor supplied.

129. No liquor shall be sold or supplied to any person under the age of eighteen years except where such person is accompanied by a spouse, parent or guardian and the liquor is sold or supplied for consumption as part of a meal supplied upon the Club premises.

130. No person under the age of eighteen years, except persons who are being trained as waiters or waitresses and who are not allowed to serve behind the bar, shall be employed on the Club premises.

ADMISSION OF MEMBERS TO CLUB PREMISES

131. The Club shall issue to each member an official medallion and/or card which are strictly non-transferable. The Board may issue new medallions or cards from time to time whereupon medallions or cards previously issued shall be invalid.

132. Medallions and/or cards must be presented at the entrance to the Club premises upon request. Within the Club premises any member when requested by a member of the Board or the Manager or a person authorized by the Board or the Manager shall produce his or her medallion or card and if such person is unable to so produce a medallion or card that person may be requested to leave the Club premises.

VISITORS

133. Any member other than an honorary member may admit persons over the age of eighteen years to the Club as visitors upon such terms and conditions as the Directors shall from time to time determine. Any member other than an honorary member may admit that member's children who are under the age of eighteen years to the Club as visitors but otherwise where any member other than an honorary member desires to admit a child under the age of eighteen years to the Club as a visitor the consent of a member of the Directors or the Manager or a person authorised by the Directors must firstly be obtained. In any case the admission of children as visitors to the Club shall be subject to such terms and conditions as the Directors shall from time to time determine.

134. Any member of the Directors or the Manager or a person authorised by the Directors or the Manager may exclude or reject any person of whom they do not approve as a visitor. No former member who has been expelled by the Club may be admitted as a visitor in any circumstances without the prior consent of the Directors.

135. No member shall introduce more than four visitors to the Club premises at any one time.

136. No person shall be introduced as a visitor to the Club premises on more than twelve occasions, or a number of occasions as may be determined from time to time by the Directors, in any one year provided that this provision does not apply to children of members.

137. The standard of dress to be worn by visitors may be determined from time to time by the Directors and any visitor not conforming to that set standard may be refused admittance to or requested to leave the Club premises.

138. A visitor's sign-in book or similar register shall be provided within the entrance foyer to the Club's premises and members introducing visitors shall enter the names and addresses of the visitors into the visitors' book opposite their own names and Club medallion or card numbers and visitors must retain and produce evidence such as a sign-slip of identity. Any member detected failing to comply with this provision shall be called before the Disciplinary Committee or the Directors and unless a satisfactory explanation acceptable to the Disciplinary Committee or the Directors (as the case may be) is given shall be expelled from the Club or otherwise disciplined as the Discipline Committee or the Directors thinks fit.

139. Notwithstanding any other provision herein before contained, the Directors may introduce into the Club premises, persons who are attending a special function or occasion for which a Limited Licence issued pursuant to the Liquor Control Reform Act 1998 is in force during such hours on such days as are specified in the licence.

139. While and so long as a visitor shall remain on or within the immediate proximity of the Club premises the member introducing the visitor shall be responsible for the conduct of the visitor and for any debts or damages incurred upon the Club premises by the visitor. If visitors are admitted to the Club premises at the request of a group of members then those members shall be jointly and severally responsible for the conduct of the visitors while and so long as the visitors remain upon or within the immediate proximity of the Club premises and they shall be jointly and severally liable for any debts incurred by the visitors on the Club premises.

140. (a) No visitor may take liquor from the Club premises unless such liquor has been won as a prize by the visitor in a legally conducted raffle or competition.

(b) An authorised social visitor must:

(i) produce evidence of his or her residential address before being admitted to the licensed premises;

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

(iii) comply with any relevant rules of the Club whilst on the licensed premises.

HOURS OF OPERATION AND STANDARDS

141. The Club premises shall be open to members during such hours on such days and such conditions as may be determined from time to time by the Directors.

142. The Directors may from time to time determine the standard of dress to be worn by members and any member not conforming to that set standard may be refused admittance to or requested to leave the Club premises.

143. No member shall remove from the Club premises or deface or injure any article or property of the Club. Members removing, breaking, or defacing any property or article of the Club shall pay for the same at a price to be fixed by the Directors and in addition shall be dealt with by the Disciplinary Committee or the Directors.

SPORTING ACTIVITIES

144. In furtherance of its sporting and athletic purposes the Club may organize, carry on, conduct, manage, control and maintain teams for the purpose of competing in competitions and matches held in connection with football, cricket, tennis, bowls and any other sports or games and may for such purpose and as incidental thereto take over by purchase or otherwise the property and assume the obligations of any other Club or organization whether incorporated or unincorporated and constitute sub-committees or form clubs or organizations which shall be under the control and direction of the Directors or if the Directors so directs a sporting sub-committee.

145. Without restricting the generality of Clause 148 hereof the Club may acquire upon such terms and in such manner as the Directors may seem proper the assets, trophies, privileges, rights and goodwill of any club or body having objects similar to the objects of the Club and which carry on sporting or athletic activities or is conducted for sporting or athletic purposes or which organizes, carries on, conducts, manages, controls or maintains a team or teams in any sporting or athletic competition or competitions or for any sporting or athletic purposes and upon such acquisition may organize, carry one, conduct, manage, control and maintain sporting or athletic activities including the entry and maintenance of teams at any competitions under the same and in a similar manner to that followed by such Club or body or with such alterations, modifications or changes as to the Directors may seem proper.

146. The Directors may make any by-laws or rules for the conduct, control and management of any teams, clubs or organizations and all monies received shall be paid into the funds of the Club and all expenses incurred in connection therewith shall be met out of the said funds.

147. (a) A person shall not merely by virtue of his or her membership of a football club or any other club or organization carried on, conducted, maintained or controlled by this Club or of any football or other team entered and maintained as aforesaid by this Club be entitled to membership of this Club and nothing contained in the Constitution or any by-laws or house rules made under this Constitution shall have the effect of altering, lessening or abrogating the requirements of membership contained within the Constitution.

(b) No person shall be eligible to participate in any of the Affiliated Sporting Clubs conducted, maintained or controlled by the Club unless they are members of the Social Club. This does not apply to persons under the age of eighteen years of age.

GAMBLING ACTIVITIES

148. No person whether a member or otherwise shall be permitted to play any unlawful games or sports or to make a betting book on the Club premises. Any gambling or games of hazard and betting of an unlawful nature shall not be permitted upon the Club premises and are strictly prohibited.

149. The Club shall be permitted to conduct and control raffles, games of chance or bingo providing it has, where required by law, obtained all necessary permits or consents from the Raffles and Bingo Permits Board or other authority which may acquire jurisdiction. The Directors shall have the sole responsibility for so conducting and controlling raffles, games of chance or bingo and it may delegate its authority in this regard to sub-committees and may make such by-laws or house rules as it shall from time to time determine.

150. The Club may, where permitted by law conduct and control poker machines or other lawful gambling devices providing it has obtained all necessary permits or consents from the Victorian Commission for Gambling and Liquor Regulation or any authority which has or may acquire jurisdiction over the installation and playing of poker machines or other lawful gambling devices.

ALTERATIONS TO THE CONSTITUTION

151. No alteration or variation to the Constitution shall have effect unless the special resolution altering or varying the Constitution has been passed by the members in accordance with the Law.

152. While and so long as the Club is licensed under the Liquor Control Act the Secretary shall within the nominated time frame from the making of any amendment or alteration in the Constitution lodge with the Secretary of the Victorian Commission for Gambling and Liquor Regulation a certified copy of every such amendment or alteration.

INTERPRETATION

153. A copy of the Constitution, by-laws and house rules and any amendments thereto shall be printed and prominently displayed within the Club premises. Any member shall upon request and upon payment of a sum to be determined by the Board but not to exceed the sum of five dollars ($5.00) be provided with a copy of the Constitution, by-laws and house rules and any amendment thereto.

154. In the case of a question arising wherein provision for such question is not made in the Constitution the opinion of the Board shall be binding and conclusive.

155. In interpreting the Constitution, by-laws and house rules should any dispute occur the decision of the Board shall be binding and conclusive.

PROFITS TO PROMOTE OBJECTS – INTEREST RATE

156. Any profits or other income of the Club shall be applied solely to the promotion of the objects of the Club and no dividend, gift, division of bonus in money or otherwise shall be paid or made by the Club into or amongst any of the member except to the persons and in the circumstances set out in Clause 3 of the Constitution.

157. The rate of interest paid by the Club on money borrowed from any member shall be determined from time to time by the Board but in no case shall be fixed at a rate higher than the maximum rate prescribed from time to time by the Money Lenders Act, 1958 or any amendment or re-enactment thereof.

ADOPTED pursuant to a Special Resolution of Members at the Annual General Meeting held on fifteenth day of October 2018.

DATED at Noble Park this sixteenth day of October 2018

(signed) B. Bradshaw
……
Director

(signed) C. Ortland
……
Company Secretary