

RICHMOND FOOTBALL CLUB LIMITED

CONSTITUTION

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

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RICHMOND FOOTBALL CLUB LIMITED

CONSTITUTION

1. PRELIMINARY

- 1.1 The Club is established for the objects and under the terms and conditions set out in the Memorandum of Association of the Club.
- 1.2 The name of the Club shall be "Richmond Football Club Limited".
- 1.3 The principal colours of the Club shall be yellow and black and the uniform worn shall be such as is approved from time to time by the AFL in accordance with its rules.
- 1.4 The name of the Club shall not be changed except by special resolution and the principal colours of the Club shall not be changed except with the approval of fifty one per cent of the members present and entitled to vote at a general meeting.

2. INTERPRETATION

2.1 Definitions

In this Constitution:

"Act" means the *Corporations Act 2001*

"AFL" means the Australian Football League.

"AFL Club Support Member" means any person who has been admitted by the AFL as an AFL Club Support Member and who has under the terms of that membership has nominated the Club.

"Appointed Director" means a person (other than an Executive Director) who has been appointed to serve as a director in accordance with Clause 8.1 of this Constitution or who has been appointed to fill a casual vacancy of an Appointed Director.

"Authorised Gaming Visitor" means any person who has been admitted as an Authorised Gaming Visitor to the Club in accordance with Clause 3.4.

"Board" means and includes members of the board of directors of the Club referred to in Clause 8.

"Business Day" means a weekday on which banks are open for business in Victoria Australia.

"Chief Executive Officer" means the person who is the chief executive officer of the Club at the relevant time.

"Club" means Richmond Football Club Limited.

"Company Secretary" means the person who is the company secretary of the Club at the relevant time.

“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.

“Executive Director” means an executive officer of the Club who has been appointed to serve as a director in accordance with Clause 8 of this Constitution.

“Financial Year” means the twelve month period beginning on the 1st day of November and ending on the 31st day of October in the subsequent year.

“Gaming Member” means any person who has been admitted as a Gaming Member of a gaming venue operated by the Club in accordance with Clause 3.5.

“Junior Member” means any person who has been admitted as an Ordinary Member in accordance with Clause 3.2 and who is, under the rules of the AFL, as amended from time to time, designated as a junior member.

“Life Member” means any person who has been admitted as a Life Member in accordance with Clause 3.3.

“Membership Ticket” means a ticket issued by the Club or by the AFL to an AFL Club Support Member which allows that person to attend one or more home games of the Club.

“Multiple Ticket Holder” means a member who holds more than one Membership Ticket pursuant to Clause 3.6.

“Office” means the registered office for the time being of the Club.

“Ordinary Member” means any person who has been admitted as an Ordinary Member in accordance with Clause 3.2 and, unless otherwise provided, any reference to any Ordinary Member shall include, a reference to an AFL Club Support Member, a reference to a Life Member and a reference to any other category of membership which the Board determines will have the same rights and benefits as an Ordinary Member.

“Permitted Election Material” means the material allowed under this Constitution (or relevant by-laws) and distributed under Clause 8.2.2(f).

“Register” means the Register of members of the Club to be kept pursuant to the Act.

“Returning Officer” means the person appointed by the Board under Clause 8.2.4.

“Seal” means the common seal of the Club.

“Visiting Member” means any person who has been admitted as a Visiting Member in accordance with Clause 21.

2.2 Construction

- (a) Except as otherwise provided, this Constitution shall be construed with reference to the provisions of the Act and terms used in this Constitution unless otherwise herein defined shall be taken as having the same meaning as they have when used in the Act.
- (b) Words importing persons include corporations.

- (c) Words importing the singular include the plural number and vice versa.
- (d) Words importing one gender include the other.
- (e) A reference to any statute includes every amendment, re-enactment or replacement of that statute and any subordinate legislation made under that statute (such as regulations).
- (f) If any provisions of the Act referred to in this Constitution change in any way, the relevant Clause in this Constitution shall also be deemed to be amended in the same way.

3. MEMBERSHIP

3.1 General

- 3.1.1 The number of members of the Club is unlimited.
- 3.1.2 No person may, whether by himself or herself or his or her nominee or otherwise, have more than one vote in any election or at any meeting of the Club.
- 3.1.3 A person may be admitted as a member in a category set out in this Clause 3 or in such other category of membership as may be established or determined by the Board from time to time.

3.2 Ordinary Members

- 3.2.1 Any person shall be eligible to be an Ordinary Member provided he or she complies with the conditions laid down pursuant to Clause 3.2.2.
- 3.2.2 (a) To apply for Ordinary Membership an applicant shall comply with such requirements as determined by the Board from time to time.
- (b) Notwithstanding anything to the contrary contained in this Clause 3.2 the Board may in its absolute discretion refuse any application for Ordinary Membership.
- 3.2.3 Subject to Clause 3.6, but otherwise notwithstanding anything to the contrary contained in Clause 3.2.2, no application for Ordinary Membership must be accepted if it appears from the application that, or if in the opinion of the Board, the applicant for membership is a nominee of another person or is acting as trustee for any other person(s) in relation to the application.
- 3.2.4 In the event that the conditions laid down pursuant to Clause 3.2.2 are not satisfied by an applicant, the annual subscription lodged with the applicant's application for membership shall immediately be refunded to the applicant, and the applicant shall be advised that the application for membership has been refused.

3.3 Life Members

- 3.3.1 The Board shall confer the privileges of Life Membership on all those who on the date of the adoption of this Constitution were Life Members of the Club.
- 3.3.2 The Board may in its absolute discretion elect as a Life Member:

- (a) a person who has rendered service to the Club for a period of not less than ten years as a player on the rookie list or the senior list (or both) or has played a minimum of 150 senior AFL matches for the Club; or
- (b) a VFL / AFL premiership player; or
- (c) [deliberately left blank]; or
- (d) a person who has rendered service to the Club for a period of not less than ten years, such period being comprised of any of, or any combination of, the following:
 - (i) service as a director; or
 - (ii) service in a management position in either administration or football; or
 - (iii) service as a player on the rookie list or the senior list (or both); or
- (e) a person who in the Board's opinion has rendered outstanding service to the Club in some other capacity which may include but is not limited to:
 - (i) senior coach of a premiership team;
 - (ii) Brownlow Medallist;
 - (iii) twenty years service as an official formally appointed to that position by the Club; or
 - (iv) outstanding service to or for the benefit of the Club over at least a twenty year period; or
- (f) any other person that the Board determines from time to time.

3.3.3 Any person elected to Life Membership shall be exempt from payment of any further subscription but shall nevertheless have the same voting rights as an Ordinary Member.

3.4 Authorised Gaming Visitor

3.4.1 Any person may be admitted to any licensed premises of the Club as an Authorised Gaming Visitor provided he or she shall comply with the conditions laid down pursuant to Clause 3.4.2.

- 3.4.2
- (a) To apply for admission as an Authorised Gaming Visitor an applicant shall comply with such requirements as determined by the Board from time to time.
 - (b) Notwithstanding anything to the contrary contained in Clause 3.4.2(a) the Board must provide that it is a requirement of admission as an Authorised Gaming Visitor that the applicant:
 - (i) is not a member of the Club or the guest of a member of the Club;
 - (ii) produces evidence of his or her residential address before being admitted to any licensed premises of the Club;

- (iii) resides more than five kilometres from any licensed premises of the Club;
 - (iv) carry identification at all times whilst on any licensed premises of the Club;
 - (v) must sign the Authorised Gaming Visitors book kept at any licensed premises of the Club with their current address; and
 - (vi) complies with all the rules of the Club whilst on any licensed premises of the Club.
- 3.4.3 Notwithstanding anything to the contrary contained in this Clause 3.4 the Board may in its absolute discretion refuse any application for admission as an Authorised Gaming Visitor.
- 3.4.4 An Authorised Gaming Visitor is not a member of the Club.
- 3.5 Gaming Member**
- 3.5.1 Any adult person shall be eligible to be a Gaming Member provided he or she shall comply with the conditions laid down pursuant to Clause 3.5.2.
- 3.5.2
 - (a) To apply for Gaming Membership, an applicant shall comply with such requirements as determined by the Board from time to time.
 - (b) Notwithstanding anything to the contrary contained in this Clause 3.5, the Board may in its absolute discretion refuse any application for Gaming Membership.
- 3.5.3 Notwithstanding anything to the contrary contained in Clause 3.5.2 no application for Gaming Membership must be accepted if it appears from the application that, or if in the opinion of the Board, the applicant for membership is a nominee of another person or is acting as trustee for any other person in relation to the application.
- 3.5.4 A Gaming Member shall be entitled to enter any licensed premises of the Club for the purpose of operating gaming machines lawfully installed therein and for the purpose of access to the licensed facilities of the Club.
- 3.5.5 A Gaming Member is not an Ordinary Member of the Club.
- 3.6 Multiple Membership Tickets**
- 3.6.1 Nothing in this Constitution shall prevent a member holding more than one Membership Ticket. If a member holds more than one Membership Ticket they shall, for the purposes of this Constitution, be referred to as a Multiple Ticket Holder.
- 3.6.2 The Board may, from time to time, determine the terms and conditions upon which a member may be a Multiple Ticket Holder and there may be different terms and conditions determined for different categories of Multiple Ticket Holders including, without limitation:
 - (a) members of such coterie or supporter groups as exist from time to time;
 - (b) persons, firms or corporations that are sponsors of the Club; or

(c) directors and employees of the Club.

3.6.3 Nothing in this Constitution shall entitle a Multiple Ticket Holder to exercise more than one vote at any meeting or in any election of the Club.

3.6.4 Notwithstanding Clause 3.2.3, a Multiple Ticket Holder who is not a natural person may, not later than 30 June in each year, nominate in writing to the Company Secretary a natural person to exercise that member's vote at any meeting or in any election of the Club.

4. SUBSCRIPTION

4.1 Payment of Subscription

4.1.1 Subscriptions for members of the Club must be paid before the 31st day of August in each Financial Year or at such later time as accords with any payment procedure approved by the Board. Life Members are not required to pay an annual subscription.

4.1.2 Any member entitled to vote pursuant to this Constitution who has not paid his or her subscription before the date set out in this Clause 4.1 shall not be eligible to vote at any meeting or in any election of the Club.

4.1.3 No Ordinary Member who owes any money to the Club for fines or otherwise shall be entitled (until payment of the same) to vote at any meeting or upon any ballot.

4.1.4 A person shall not be exempted from the obligation to pay the ordinary subscription for membership of the Club unless the person is of a class of membership specified in this Constitution or determined by the Board from time to time.

4.2 Amount of Subscription

4.2.1 The annual subscription of the Club for Ordinary Members, Gaming Members, Junior Members, Visiting Members and any other category of membership shall be the amount fixed by the Board from time to time

5. REGISTER OF MEMBERS

5.1 The Club shall keep the Register on the Club premises or at any other secure location within the Club's control.

5.2 Upon acceptance of an application for membership and payment of any required subscription, the Company Secretary shall cause the member's name and address to be entered in the Register.

6. ANNUAL GENERAL AND EXTRAORDINARY GENERAL MEETING

6.1 Annual General Meeting

6.1.1 An Annual General Meeting of the members of the Club shall be held not earlier than the 1st day of November nor later than the 30th day of January following the end of the Financial Year of the Club.

6.1.2 Notice of the Annual General Meeting must be given to each member entitled to vote at the Meeting within the time limits permitted by the Act and in a manner authorised by

clause 6.1.3 and shall give notice of the date, time and place at which the Meeting is to be held and of any special business which the Board intends to submit to that Meeting.

6.1.3 The Club may give notice of an Annual General Meeting to a member:

- (a) personally;
- (b) by sending it by post to the address of the member in the register of members or an alternative address (if any) nominated by the member from time to time;
- (c) by sending it to the fax number or email address or other electronic address (if any) nominated by the member from time to time; or
- (d) any other method permitted from time to time by section 249J of the Act.

If the Club does not have an address for the member, the Club is not required to give notice in person.

6.1.4 The ordinary business to be dealt with at the Annual General Meeting shall be the reception and consideration of the Board's Report and the Annual Financial Report, the declaration of the election of directors in place of those who retire by rotation or otherwise, and the presentation of testimonials. A copy of the Board's Report and the Annual Financial Report shall be available to the members of the Club at least twenty-one days prior to the Annual General Meeting.

6.2 Admission to Meeting

All meetings of the Ordinary Members (other than the Annual General Meeting in Clause 6.1) which are called as provided in Clause 6.4 shall be called Extraordinary General Meetings. No person, other than a member of the Club entitled to vote (or the nominee of a Multiple Ticket Member entitled to vote who has been nominated under clause 3.6.4) able to produce evidence of membership prior to admission, may be admitted to an Annual General Meeting or Extraordinary General Meeting of the Club.

6.3 Proxies

6.3.1 A member entitled to vote may appoint a proxy to vote at a meeting of the Club which proxy need not be a member of the Club. The instrument appointing a proxy shall be in writing under the hand of the appointor and unless otherwise provided in this Constitution by the Board shall be deposited at the Office of the Club or at any other place as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or taking of a poll at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.

6.3.2 (a) Every instrument of proxy whether for a specified meeting or otherwise shall be addressed to the Club in the form (or to that effect) as set out in Annexure A to this Constitution or in any other form as the Board may from time to time prescribe or in a particular case accept.

(b) Any instrument of proxy in which the name of the appointee is not filled in shall be deemed to be given in favour of the chairman of the meeting to which it relates.

6.3.3 The instrument appointing a proxy shall be deemed to confer authority to demand, or join in demanding, a poll.

- 6.3.4 The chairman of a meeting may require any person acting as a proxy to establish to the satisfaction of the chairman that he or she is the person nominated as proxy in the form of proxy lodged pursuant to this Constitution and, failing compliance therewith, that person may be excluded from voting either upon a show of hands or upon a poll.

6.4 Extraordinary General Meeting

- 6.4.1 The Club must call an Extraordinary General Meeting of the members of the Club as required by the Act.
- 6.4.2 The Extraordinary General Meeting must be held within the time limits permitted by the Act.
- 6.4.3 Notice of the Extraordinary General Meeting must be given to each member entitled to vote at the Meeting and in the form and within the time limits set out in the Act and must be given in a manner authorised by Clause 6.1.3 and the Act.
- 6.4.4 The Board shall have power to call an Extraordinary General Meeting of the Club whenever it may have matters under consideration upon which it deems necessary or desirable to obtain the ruling of the members. Subject to the Act, the same notice shall be given as required by Clause 6.4.3.

6.5 Exercise of Powers at General Meeting

Anything which under this Constitution or under the Act may be done by the Club in general meeting, may be done either at an Annual or Extraordinary General Meeting provided that due notice is given in accordance with this Constitution.

6.6 Quorum

- 6.6.1 One hundred Ordinary Members shall constitute a quorum at an Annual General Meeting and two hundred Ordinary Members shall constitute a quorum at an Extraordinary General Meeting. For the purpose of this Clause 6, the term "member" includes a member present personally or by proxy.
- 6.6.2 No business shall be transacted at an Annual General Meeting or at an Extraordinary General Meeting unless a quorum is present at the commencement of and throughout the transaction of business.
- 6.6.3 If within half an hour from the time appointed for either an Annual General Meeting or an Extraordinary General Meeting a quorum is not present, the meeting:
- (a) if convened upon a requisition pursuant to Clause 6.4.1 shall be dissolved; and
 - (b) in any case other than a meeting referred to in Clause 6.6.3(a), shall stand adjourned to the same day in the next week at the same hour and place and, if that date is a public holiday, the next Business Day. If at such adjourned meeting a quorum is not present, those members who are present shall constitute a quorum and may transact the business for which the meeting was called.

6.7 When President not Present

The President shall be entitled to take the chair at every meeting whether an Annual General Meeting or an Extraordinary General Meeting but if there is no President or if at any meeting the President is not present within fifteen minutes after the time appointed

for holding such meeting or, being present, shall decline to take the chair, the Vice President shall be chairman thereof. If there is no Vice President present or willing to act then some other director shall be chosen as chairman and if no director shall be chosen and if no director is present or if all the directors present decline to take the chair, then the Ordinary Members present shall choose one of their number to be chairman.

6.8 Power to Adjourn General Meeting

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

6.9 Declaration of Chairman Conclusive

At any Annual General or Extraordinary General Meeting, a resolution put to the vote of the Meeting shall be decided upon a show of hands unless a poll is demanded (whether before or after the declaration or the result by a show of hands) by the chairman or by not less than five members personally present and unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of proceedings of the Club, shall be conclusive evidence of the fact without proof of the number of or proportion of the votes recorded in favour of or against that resolution.

6.10 Poll

If a poll is demanded under Clause 6.9, in the manner aforesaid the same shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

6.11 Chairman's Decision on a Question of Procedure

At all meetings when questions of order and procedure shall arise, the ruling of the chairman of the meeting shall be accepted as final.

6.12 Alteration of Constitution

Subject to the Act, no new Clause or any other alteration of the Constitution shall be made except by a three-fourths majority of votes recorded either in person or by proxy at an Annual General Meeting or an Extraordinary General Meeting called for the purpose in accordance with the Act.

7. VOTING AT MEETINGS

- 7.1 Any Ordinary Member may record his or her vote personally or by proxy at either an Annual General Meeting or an Extraordinary General Meeting.
- 7.2 Subject to this Constitution and specifically Clause 4.1.2, an Ordinary Member will be entitled to vote once their name has been entered on the Register in accordance with Clause 5.
- 7.3 Every Ordinary Member shall have one vote only but in the case of an equality of votes the chairman at any Meeting shall have a casting vote in addition to his or her vote as a member.
- 7.4 Notwithstanding anything in this Constitution, Junior Members are not eligible to vote at any meeting or in any election of the Club or count for the purposes of any quorum.

8. BOARD OF DIRECTORS

8.1 Composition of the Board

8.1.1 Subject to the provisions of this Constitution and Clause 14, the management of the Club shall be vested in the Board.

8.1.2 The Board shall consist of six Elected Directors and three Appointed Directors and may, in addition, include one Executive Director.

8.1.3 At every Annual General Meeting, two Elected Directors shall retire from office and two Elected Directors shall be elected.

8.1.4 At every Annual General Meeting, one Appointed Director shall retire from office and, after each Annual General Meeting one Appointed Director shall be appointed.

8.1.5 The directors to retire each year shall be those longest in current office since their last election or appointment. As between directors elected or appointed on the same day, those to retire shall be determined by agreement amongst themselves or, failing such agreement, by lot.

8.1.6 Subject to this Constitution:

- (a) each Elected Director shall be elected for a term of three years commencing on the date of the Annual General Meeting at which he or she was elected; and
- (b) each Appointed Director shall be appointed for a term which ends three years after the date of the Annual General Meeting at which the vacancy for office of that Appointed Director arose.

For the purposes of this Clause 8.1.6, a "year" shall be the period between one Annual General Meeting and the next.

8.1.7 Each Appointed Director shall be appointed by the Board no later than ninety days after the Annual General Meeting at which the vacancy for the office of Appointed Director arises.

8.1.8 Subject to this Constitution (including, without limitation, Clause 8.1.9 and Clause 8.1.10 and Clause 22):

- (a) an Elected Director who has retired shall be eligible for re-election; and
- (b) an Appointed Director who has retired shall be eligible for re-appointment, but no person may serve more than two terms of office as an Appointed Director, whether those terms are consecutive or not.

8.1.9 Subject to clause 8.1.10 and Clause 22, a director who has served on the Board for three terms is not eligible for re-election or re-appointment thereafter. This Clause 8.1.9 does not apply in relation to the appointment of a person as Executive Director or any period of service by that person as Executive Director.

8.1.10 Any person appointed President prior to the conclusion his or her third term, shall continue to be eligible to be re-elected or re-appointed as a director for a maximum of two further terms - provided that:

- (a) the person may only hold office as President for a maximum of two further terms after the term in which the person first became President;

- (b) in order for the person to be eligible to stand for re-election or to be re-appointed for the first further term, the person must be President at the time nominations close for the positions of Elected Directors at the Annual General Meeting immediately preceding that first further term; and
 - (c) in order for the person to be eligible to stand for re-election or to be re-appointed for the second further term, the person must be President at the time nominations close for the positions of Elected Directors at the Annual General Meeting immediately preceding that second further term.
- 8.1.11 Any casual vacancy for an Elected Director or an Appointed Director may be filled by the Board, but the person so chosen shall be subject to retirement at the same time as if he or she had become a director on the day on which the other director in whose place he or she has been appointed was last elected or appointed to the Board.
- 8.1.12 Any period of service as a director whilst filling a casual vacancy shall be disregarded for the purpose of calculating the term limits imposed by Clause 8.1.9 and Clause 8.1.10.
- 8.1.13 A person who has served as an Appointed Director may stand for election as an Elected Director.
- 8.1.14 The appointment of any Appointed Director or Executive Director must be approved by at least two-thirds of the Elected Directors.
- 8.1.15 A person must be an Ordinary Member at the time of standing for election as an Elected Director or being appointed as an Appointed Director.
- 8.1.16 A candidate for the office of Elected Director must be at least 18 years of age at the time of nomination for that office.
- 8.1.17 An Appointed Director must be at least 18 years of age at the time of appointment.
- 8.1.18 The Board may appoint an Executive Director at any time and the term of office for an Executive Director shall be determined by the Board and a person who is an executive officer may not stand for election as an Elected Director while he or she is employed by the Club.
- 8.1.19 The election or appointment of any director is subject to and conditional upon any governmental approval required for that person to serve as a director being obtained from the relevant governmental authority, including any approval required from the Victorian Commission for Gambling and Liquor Regulation (or its successor body) under the *Gambling Regulation Act 2003 (Vic)* or the *Liquor Control Reform Act 1998 (Vic)*. Until such governmental approval is obtained, the person may only act as a director to the extent permitted by the relevant governmental authority.

8.2 Elected Directors

- 8.2.1 (a) The Elected Directors shall be elected from the members on the Register who are eligible to vote under Clause 4 and Clause 7.
- (b) A person who:
 - (i) is at the time of his or her nomination (or subsequently becomes) a bankrupt;

- (ii) is at the time of his or her nomination (or subsequently becomes) a represented person within the meaning of the *Guardianship and Administration Act 1986 (Vic)*;
- (iii) is at the time of his or her nomination serving a term of imprisonment or on parole for an indictable offence (or subsequently becomes convicted of an indictable offence); or
- (iv) is at the time of his or her nomination (or subsequently becomes) disqualified from being a director under the Part 2D.6 of the Act or under the *Gambling Regulation Act 2003 (Vic)* or the *Liquor Control Reform Act 1998 (Vic)*,

shall not be eligible to be a candidate for election as an Elected Director.

8.2.2 The election of Elected Directors shall take place in the following manner:

- (a) The Company 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 or by such other publication or means determined by the Board. The notice calling for nominations shall also fix the date by which such nominations will be closed which will allow at least fourteen days for nominations to be made.
- (b) Any person who wishes to nominate for the position of Elected Director must obtain a copy of the nomination form (and a list of any information required to be lodged with the nomination form) from the Club's Secretary.
- (c) All nominations for Elected Directors shall be lodged using the nomination form and be in writing and signed by the candidate (who must be an Ordinary Member) and by two other Ordinary Members who support the nomination. The properly completed nomination form (and any information required to be lodged with the nomination form) must be received by the Company Secretary not later than 6pm on the day fixed for the close of nominations by the Board. Nominations may be withdrawn in writing not later than five clear days prior to the date of election.
- (d) A list of candidates' names in alphabetical order, with the names of the two supporting Ordinary Members, shall be posted in a conspicuous place in the Office of the Club for at least fourteen days immediately preceding the date set for the election.
- (e) A ballot shall be prepared (if an election is necessary) containing the names of the candidates in alphabetical order. Each member on the Register who under Clause 4 and Clause 7 is eligible to vote shall be entitled to vote for any number of such candidates not exceeding the number of vacancies. Votes shall be counted using the "First Past the Post" method, in accordance with any by-laws.
- (f) The Company Secretary must distribute a notice of the election and a ballot and any Permitted Election Material to each member on the Register who under Clauses 4 and 7 is eligible to vote. The notices, ballots and Permitted Election Material shall be distributed to the member appearing in the Register at the same time as the Annual General Meeting material under Clause 6.1. The election shall not be invalidated or otherwise called into question if the notices, ballots and Permitted Election Material are undelivered or undeliverable. The notice of the election must include instructions to the member to complete the ballot and to forward it to the Returning Officer by post, courier or facsimile transmission or

other electronic means approved by the Board to the place nominated by the Returning Officer for that purpose so that it is received by the Returning Officer on or before 5.00pm on the date set for the election.

- (g) In the case where there is not a sufficient number of candidates nominated to fill the vacancies of Elected Directors:
 - (i) all candidates shall be deemed to have been elected; and
 - (ii) the remaining vacancies may be filled at the Annual General Meeting provided that a motion to do so is passed by a three-fourths majority of votes recorded either in person or by proxy at that Annual General Meeting; and
 - (iii) if such a motion is not passed, the vacancies may be filled by the Board.
- (h) Voting by electronic means and distribution of Permitted Election Material by electronic means may be allowed as the Board determines.
- (i) If a candidate dies or is or becomes ineligible to be a candidate under clause 8.2.1(b), then that person's nomination shall be treated as null and void and any votes cast for that person shall not be counted.
- (j) If a candidate contravenes the By-Laws and fails to:
 - (i) remedy that contravention in the manner required by the By-Laws; or
 - (ii) comply with any direction or ruling of the Returning Officer in relation that contravention,

then the Returning Officer may, in his or her absolute discretion, disqualify the candidate and that candidate's nomination shall be treated as null and void and any votes cast for that person shall not be counted.

- 8.2.3 The election of Elected Directors shall be held on the day fixed by the Company Secretary prior to the date set for the Annual General Meeting, provided that there shall be not less than two Business Days between the date of election and the date of the Annual General Meeting.
- 8.2.4 The Board must appoint a Returning Officer to conduct the election. The Returning Officer shall be a person of appropriate independence and probity and capable of conducting the election and may include the appointed auditor of the Club.
- 8.2.5 The Company Secretary shall provide the Returning Officer a list of the names and addresses on the Register who, under Clauses 4 and 7, are eligible to vote, together with the number of the Membership Ticket of each such member before the date of the election.
- 8.2.6
 - (a) When questions of order or procedure arise during the conduct of the election, the decision of the Returning Officer shall be final.
 - (b) The Board may, from time to time, under Clause 12, make by-laws in relation to any matter related to the election of the directors.
- 8.2.7 Members who wish to vote must complete the ballot and forward it to the Returning Officer by post, courier or facsimile transmission or such other voting (including electronic voting) as permitted by the by-laws from time to time to the place nominated by the Returning Officer for that purpose so that it reaches the Returning Officer on or before 5.00pm on the date set for the election.

- 8.2.8 The Returning Officer shall count the votes cast and may do so progressively as ballots forwarded to the Returning Officer are received. At the conclusion of the counting of all votes cast under Clause 8.2.7, the Returning Officer shall announce the results which must be confirmed by the Returning Officer at the Annual General Meeting. Each candidate may nominate a person to act as a scrutineer during the counting of the votes by the Returning Officer. Candidates may not act as scrutineers.

9. GENERAL POWERS OF THE BOARD AND MEETINGS

9.1 Powers of the Board

The Board shall have sole charge of all affairs of the Club and the Board shall appoint and dismiss all officers and employees of the Club and shall have all powers given to it under the Act also the power to do all such things as may appear to the Board to be necessary for the efficient management to the Club and the administration of its affairs.

9.2 Meetings of the Board

- 9.2.1 The Board shall meet at least once a month during the playing season and at other such times as may be deemed necessary for the transaction of Club business, and for the purpose of such meetings, six directors shall constitute a quorum when there are more than six directors and nine or fewer directors and seven directors shall constitute a quorum when there are more than nine directors. In the event of that number not being present (whether in person or via technology) thirty minutes after the time appointed for any meeting, the meeting shall lapse and business contained in the agenda shall take precedence over all other business at the next meeting of the Board. All directors shall be entitled to vote at all Board meetings.
- 9.2.2 Upon a requisition in writing signed by three directors setting forth the objects for which they desire the meeting to be called, the Chief Executive Officer shall convene a special meeting of the Board to be held not later than seven days from the date of receipt by him or her of such requisition. Notice of such meeting shall be given to directors by letter addressed to the last-known address of each director (or any other form of notice approved by the Board) and shall state the business to be dealt with at such meeting.
- 9.2.3 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of directors shall for all purposes be deemed a determination of the Board. In the case of an equality of votes, the chairman of the Board meeting shall have a second or casting vote provided, however, that the provisions of this Clause 9 shall be read subject to the provisions of Clause 14.
- 9.2.4 Notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person as director, all acts done by the Board or that person acting as a director shall, except insofar as the Clause is affected by provisions of the Act, be as valid as if that person has been duly appointed.
- 9.2.5 All normal minute books recording resolutions and proceedings of all meetings of the Club or of the Board, all other books required to be kept by law, and correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of account, shall be kept at the direction of the Board.

9.2.6 A meeting of the Board may be:

- (a) called by notice given to each director personally or by mail, email, text message, or telephone (or by any other technology which is consented to by all directors); and
- (b) held in person or using video or teleconferencing (or using any other technology which is consented to by all directors).

9.2.7 (a) The directors of the Club may pass a circular resolution without a meeting of the Board being held.

(b) A circular resolution must be sent to all of the directors of the Club.

(c) A circular resolution is passed if:

- (i) a majority of the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in Clause 9.2.7(d) or Clause 9.2.7(e); and
- (ii) the number of directors signing or otherwise agreeing to the resolution would have been sufficient to constitute a quorum had the resolution been considered at a meeting of the Board.

(d) Each director may sign:

- (i) a single document setting out the resolution and containing a statement that each director signing the document agrees to the resolution; or
- (ii) separate copies of that document, as long as the wording of the resolution is the same in each copy.

(e) The Club may send a circular resolution by email (or other electronic means) to the directors and the directors may agree to the resolution by each sending a reply email (or other electronic means) to that effect.

(f) A circular resolution is passed when the last director of the number of directors required to pass the circular resolution signs or otherwise agrees to the resolution in the manner set out in this clause 9.

10. EXCLUSION OF PAYMENTS TO OFFICER OR EMPLOYEE OF CLUB

No officer or employee of the Club may receive any payment by way of commission or allowance from the Club or any other party for the sale and disposal of liquor.

11. COMMITTEES

11.1 The Board may appoint such committees as it so requires to deal with such matters as the Board determines. The powers, duties and terms of reference of any such committee shall be determined by the Board. The President is an additional member of all committees.

11.2 In the event of the appointment of a director or directors pursuant to Clause 14.1 or Clause 14.4, any decision of any committee appointed by the Board shall take effect only if approved by the Board.

- 11.3 Upon appointment of a director or directors pursuant to Clause 14.1 or Clause 14.4, the powers of any committee appointed by the Board pursuant to Clause 11.1 shall be vested in the Board and the Board may if it so determines delegate those powers to a committee.

12. BY-LAWS

- 12.1 In addition to powers given it elsewhere in this Constitution to make by-laws, the Board shall also have power from time to time to make, alter, amend and repeal any or all such by-laws as it may deem necessary for the proper conduct and management of the Club and the regulation of its affairs and in particular but not exclusively, it may, by such by-laws, regulate:

- (a) The times of opening and closing any rooms or buildings or grounds belonging to the Club or any part thereof.
- (b) The terms, as to payment or otherwise, of admission of members to participation in the benefit of any of the privileges of the Club, and the use by or supply to the members of any of the property of the Club.
- (c) The payment of all monies (other than subscriptions and entrance fees) payable by members to the Club, including the charging and payment of interest on overdue accounts.
- (d) The setting apart of any part or parts of the Club premises for particular purposes and the regulation of all games on the Club's premises.
- (e) The conduct of members of the Club in relation to one another and to the employees of the Club.
- (f) The duties and functions not defined by this Constitution of any officer of the Club.
- (g) The procedure at, or order of business of, general meetings of the Club and the meetings of the Board and any committee not elsewhere prescribed in this Constitution.
- (h) The procedure for conducting any election.
- (i) Generally any other matters determined by the Board from time to time.

Provided that no by-laws shall be inconsistent with or shall effect or repeal anything contained in the Memorandum or this Constitution and that any by-laws may be set aside by a special resolution of any Annual General Meeting or Extraordinary General Meeting of the Club.

- 12.2 The Board shall adopt such means as it shall deem sufficient to bring to the notice of members of the Club all such by-laws, amendments and repeals of same, including posting of a copy thereof in a conspicuous place in the Club premises, and all such by-laws so long as they shall be in force, shall be binding upon all members of the Club.

13. DISQUALIFICATION OF DIRECTORS

The office of director shall be vacated:

- (a) If he or she becomes bankrupt.
- (b) If he or she becomes a represented person within the meaning of the *Guardianship and Administration Act 1986 (Vic)*.
- (c) If he or she be convicted of any indictable offence.
- (d) If he or she becomes disqualified from being a director under the Part 2D.6 of the Act or under the *Gambling Regulation Act 2003 (Vic)* or the *Liquor Control Reform Act 1998 (Vic)*.
- (e) If he or she commits any act in breach of any of this Constitution or the by-laws of the Club rendering his or her membership liable to forfeiture or suspension.
- (f) If he or she shall be absent from three consecutive Board meetings without the consent of the Board.
- (g) If the members by ordinary resolution at either an Annual General Meeting or Extraordinary General Meeting vote to disqualify a director, even though the director's term has not expired. The members may then at any such meeting vote to appoint another person to the office of director.

14. APPOINTMENT OF ADMINISTRATOR

- 14.1 If at any time pursuant to the provisions of any licence agreement entered into by the Club with the AFL, the AFL is entitled to appoint one or more administrators of the Club or of the assets, property and rights of the Club, the AFL may by notice in writing delivered to the Office of the Club appoint one or more persons as directors.
- 14.2 Upon the delivery of a notice in writing pursuant to Clause 14.1:
 - (a) the persons holding office as directors immediately prior to delivery of such notice shall cease to hold office; and
 - (b) the person or persons named in such notice shall become the only directors and shall comprise the Board and the management of the Club shall be vested in him or her or them.
- 14.3 The President and Vice President, notwithstanding that he or she ceased to hold office as a director and save as may otherwise be determined by the director or directors appointed pursuant to Clause 14.4, continue in office as President and Vice President, respectively, but shall not thereby have any rights to vote at any meeting of the Board.
- 14.4 The AFL may at any time by notice in writing delivered to the Office of the Club remove any director or directors appointed pursuant to Clause 14.1 and appoint another director or directors in his or her or their stead.
- 14.5 At any meeting of the Board convened during the term of office of any director or directors appointed pursuant to Clause 14.1 or Clause 14.4, the director or directors appointed pursuant to Clause 14.1 or Clause 14.4 shall constitute a quorum, notwithstanding anything contained in Clause 9.2.1.

- 14.6 The director or directors appointed pursuant to Clause 14.1 or Clause 14.4 may at any time retire as a director. Immediately prior to such retirement he or she or they shall call a general meeting of the Club.
- 14.7 The general meeting of the Club called pursuant to Clause 14.6 shall elect nine persons to be directors as though such general meeting were an Annual General Meeting and as if there were no Appointed Directors or Executive Directors. Upon the election of nine directors, the director or directors appointed pursuant to Clause 14.1 or Clause 14.4 shall cease to hold office and the nine directors so elected shall become the only directors of the Club, subject to their right to appoint a casual director to fill a casual vacancy on the Board. Those directors shall then comprise the Board and shall hold office only until the next Annual General Meeting of the Club when the Board shall be subject to election or appointment in accordance with the requirements of Clause 8.
- 14.8 In circumstances of conflict between any provision contained in this Clause 14 and any other provision in this Constitution, the provisions in this Clause shall prevail.

15. OFFICE BEARERS

15.1 Patrons

The Board may appoint any persons as patrons who in the opinion of the Board have performed outstanding service to the Club. The appointment shall be for the life of the patron or until his or her resignation unless the Board, by a three-fourth's majority of those present at a meeting specially convened for that purpose by at least three days' notice in writing, decides that a patron shall cease to hold such office. In the event of the death of a patron or in the event of a resignation, the Board may appoint another patron but it shall not be necessary to do so.

15.2 President

The President shall be an Ordinary Member and, when elected, shall hold office (unless otherwise removed by the Board) for the lesser of three years from the date of his or her election or for the remainder of his or her current term as a director.

If there is a vacancy in the position of President, the President shall be chosen by the Board from amongst the directors at the first Board meeting following such vacancy.

The President shall (except where a chairman has been appointed pursuant to Clause 6.7) take the chair at all Annual General Meetings and at any Extraordinary General Meeting that might be called. In the event of the appointment of a director or directors pursuant to Clause 14.1, such director (or if more than one, a director chosen by the Board) shall during his or her tenure of office take the chair at all Meetings.

15.3 Vice President

The Vice President shall be an Ordinary Member and shall be chosen by the Board from amongst the directors at the first Board meeting following the Annual General Meeting in each year or in the event of a vacancy in the position of Vice President at the first Board meeting following such vacancy. The Vice President shall hold office from year to year (unless removed from the Board) but he or she shall be eligible to serve as Vice

President in one or more successive or non-successive years as the case may be, if so chosen by the Board.

15.4 Chief Executive Officer and Company Secretary

The Chief Executive Officer and the Company Secretary, who must be Ordinary Members of the Club, shall be appointed by the Board for such period as the Board may determine at such remuneration as the Board may determine. The Chief Executive Officer and the Company Secretary shall at all times carry out such directions as are lawfully given by the Board, and ensure that all necessary and proper records of meetings of the Club and the Board are kept and of all such other matters as relate to the management of the Club.

16. DISCIPLINARY POWERS

16.1 It shall be the duty of all members to observe and comply with this Constitution and all by-laws made by the Board. No member shall remove any of the property of the Club from the Club rooms without the consent of the Board or in any way damage or injure any of the Club's property. The damage sustained by the Club through any infringement of this Clause may be assessed by the Board and notice of such assessment shall be given to the member or members concerned. Every such assessment shall be final and binding upon such member or members and the amount thereof shall forthwith be paid to the Club, failing which it shall be recoverable by action at law.

16.2 If in the opinion of the Chief Executive Officer, a member shall have wilfully infringed this Constitution or any of the by-laws made hereunder, or shall have been guilty of unbecoming or dishonourable conduct, or conduct prejudicial to the good order and discipline of the Club, then the Chief Executive Officer is empowered to request such member to desist from the infringement or conduct complained of or he or she may, if in his or her opinion it is appropriate, request such member to leave the Club premises forthwith. The Chief Executive Officer shall thereupon make a written report of the infringement or conduct and of the action taken to the President (or failing him or her to the Vice President) who may then direct the Chief Executive Officer to inform the member in writing that his or her membership has been suspended pending a full enquiry by the Board into the infringement or the conduct complained of. Such written notice to the member shall confirm his or her suspension and shall set out in substance the infringement or complaint and the report thereon made to the Board by the Chief Executive Officer. The member may make an explanation in writing or he or she may upon notice to the Chief Executive Officer appear personally before the Board for the purpose of making an explanation. If in the opinion of the Board the member shall have been guilty of a wilful infringement of this Constitution or any by-law made hereunder, or of unbecoming or dishonourable conduct, or conduct prejudicial to the good order and discipline of the Club, the Board is hereby empowered to discipline such member by any one or more of the following:

- (a) By cautioning such member.
- (b) By reprimanding such member.
- (c) By requiring the member to pay for any damages or expenses that their behaviour may have caused the Club or other members.

- (d) By fining such member a sum not exceeding \$100.00 in respect of each infringement or act of misconduct or conduct prejudicial.
 - (e) By suspending such member from the privileges of the Club for a period not exceeding six months.
 - (f) By requesting such member to tender his or her resignation.
 - (g) In the event of such member failing to tender his or her resignation within seven days of being so requested by the Board, by expelling such member.
- 16.3 No member who has been expelled from the Club shall be permitted to enter the Club premises, and any member knowingly introducing such a person may be fined, suspended or expelled from the Club by the Board.
- 17. PROFITS TO BE APPLIED IN PROMOTION OF THE OBJECTS OF THE CLUB**
- All profits (if any) and other income of the Club shall be applied solely in promoting its objects and no dividend, gift, division or bonus in money or other equivalent by way of profit or otherwise shall be paid or made by the Club unto or among any of the members except to the persons and in the circumstances set out in paragraph 4 of the Memorandum of Association.
- 18. COMMON SEAL**
- The Board shall provide for the safe custody of the Seal and it shall never be used except by the authority of the Board or of a committee thereof previously given and in the presence of a director who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by another director, the Chief Executive Officer or some other person appointed for the purpose by the Board.
- 19. INDEMNITY**
- 19.1 Every person who is or has been a director shall be indemnified by the Club against (and it shall be the duty of the Board to pay out of the funds of the Club) all liabilities which that person may incur as director to any other person (other than the Club or a related body corporate) unless the liability arises out of conduct involving a lack of good faith.
- 19.2 Every person who is or has been a director shall be indemnified out of the assets of the Club against any liability for costs and expenses incurred by that person in defending any proceedings whether civil or criminal in which a judgment is given in the person's favour or in which the person is acquitted or in connection with any application in relation to such proceedings in which the Court grants relief to the person under the Act.
- 19.3 The Club may pay a premium in respect of a contract insuring a person who is or has been a director against:
- (a) any liability incurred by the person as a director which does not arise out of wilful breach of duty in relation to the Club or any liability which is not prohibited the Act; and
 - (b) any liability for costs or expenses incurred by the person in defending proceedings, whether civil or criminal and whatever their outcome.

20. AUDITOR

Once in every year the accounts of the Club shall be examined by an auditor or auditors who shall be appointed in accordance with the Act. Such auditor shall not be disqualified from holding such office by reason of being a member of the Club. The Board may also from time to time appoint an internal auditor who may be (although not necessarily) a director.

21. VISITING MEMBERS

- 21.1 Members of the Club may bring Visiting Members to Club premises in respect of which a club licence under the *Liquor Control Reform Act 1998 (Vic)* is held in accordance with this Clause 21 and subject to the Board's approval.
- 21.2 The name of all Visiting Members and names of members introducing them shall be recorded in a book kept for that purpose and the member shall be responsible for the Visiting Members' conduct and any damage that Visiting Members may cause whilst in the Club. Such Visiting Members may only remain in the Club during the pleasure and in the presence of the member introducing them to the Club.
- 21.3 Members of the Club may not bring more than five Visiting Members to the Club on each visit unless otherwise authorised to do so by the Board.
- 21.4 A member may introduce to the Club more than five Visiting Members on any one day but only on an occasion or occasions where such member has arranged a function approved of by the Board.
- 21.5 A person shall not be introduced as a Visiting Member on more than four occasions in any one year but this restriction shall not apply to the spouse, partner or children of a member.
- 21.6 Members introducing Visiting Members are held responsible for their good conduct and also for any debts contracted by them to the Club.
- 21.7 Visiting Members shall not be supplied with liquor on the Club premises unless the Visiting Member is:
- (a) in the company of a member;
 - (b) an Authorised Gaming Visitor; or
 - (c) at a particular function or occasion in respect of which a limited licence has been granted under the provisions of section 52 of the *Liquor Control Reform Act 1998*.
- 21.8 No liquor shall be sold or supplied to any Visiting Member under eighteen years of age or any other age required by law.

22. TRANSITIONAL ARRANGEMENT

- 22.1 In this Clause 22, "Amending Date" means the date of the Annual General Meeting at which the Ordinary Members voted to add this Clause 22 of the Constitution.
- 22.2 Clause 8 (as amended) will apply to those persons who are directors at the Amending Date, provided that:

- (a) any director whose current term of office (as at the Amending Date) would otherwise exceed the number of terms of office permitted by Clause 8.1.9 may complete that term of office; and
- (b) the President (as at the Amending Date) may complete her current term of office as a director and President and shall be eligible for re-appointment for one further term of office as President.

**ANNEXURE A
CLAUSE 6.3.2
PROXY
RICHMOND FOOTBALL CLUB LIMITED**

I, _____

of _____

and membership number _____

being a member of the Club entitled to vote HEREBY APPOINT

of _____

or (failing them) the chairman of the meeting

as my proxy to vote for me and on my behalf at the Annual General Meeting or Extraordinary General Meeting of the Club to be held on the _____ day of _____ 2 and at any adjournment thereof.

1. Unless otherwise instructed the proxy may vote as he or she thinks fit.
2. My proxy is instructed to vote in favour of/against the resolution. **

[**Strike out whichever of statement 1 or 2 above is not applicable.]

SIGNED this _____ day of _____ 2

SIGNED in the presence of:

_____ (witness signature)

_____ (printed name)_