ASSOCIATIONS INCORPORATION ACT 1961

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF THE

PRESTON MAKEDONIA SOCCER CLUB

CONSTITUTION

PRESTON MAKEDONIA SOCCER CLUB
REGISTERED UNDER THE COMPANIES ACT 1961
AS A COMPANY
LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1) The name of the Company is the "Preston Makedonia Soccer Club" (hereinafter called "the Club").

2)
   a) To take over the funds and other assets and the liabilities of the present unincorporated Club known as the "Preston Makedonia Soccer Club".
   b) To promote the game of soccer (hereinafter referred to as "football") and such other sports, games, amusements, recreations, entertainments, pastimes and competitions as the Club deem expedient and offer and grant or contribute towards the provisions of prizes, awards and distinctions.
   c) To subscribe to or become a member or affiliate or cooperate with any other club, association or organisation whether incorporated or not whose objects are similar to those of the Club:
      i) a member Club of Football Federation Australia (hereinafter referred to as "FFA") and to comply with the constitution and by-laws of FFA and Football Federation Victoria (hereinafter after referred to as "FFV");
      ii) prevent infringement of the constitution and by-laws of FFA and FFV and protect Football from abuse;
      iii) co-operate with FFA, FFV and other bodies in the promotion and development of, or otherwise in relation to, Football, the Statutes and Regulations and the Laws of the Game;

      And solely for the purpose of promoting the aforesaid object and not otherwise the Club shall have power.
   d) To acquire, purchase, lease or obtain a licence of any land and buildings for carrying out or aiding in carrying out any of the objects and powers of the Club.
   e) To provide a football ground or grounds and to lay out and prepare such grounds for football and other purposes of the Club and to provide pavilions, club rooms and other conveniences in connection therewith.
   f) To buy, sell and deal in all kinds of goods and commodities and all kinds of provisions either in liquid or solid required by persons frequenting the Club's property and premises.
   g) To purchase for cash or on terms and to take on lease or otherwise acquire any easements, buildings or property, real and personal which may be requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club.
   h) To enter into any arrangements with any government or authority supreme municipal local or otherwise that may seem conducive to the Club's objects or any of them; and to obtain from any such government or authority and rights

privileges and concessions which the Club may think it desirable to obtain; and to carry out exercise and comply with any such arrangements right privileges and concessions.

i) To appoint employ remove or suspend such manager's clerk's secretary's servant's workmen players and other persons as may be necessary or convenient for the purposes of the Club.

j) To establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public general or useful object.

k) To construct improve maintain develop work manage carry out alter or control any houses buildings grounds works or conveniences which may seem calculated directly or indirectly to advance the Club's interest and to contribute to subsidise or otherwise assist and take part in the construction improvement maintenance development working management carrying out alterations or control thereof.

l) To invest and deal with moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined by the Committee including power to invest on deposit in any bank and to lend on mortgage of both real and personal property.

m) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase redeem or pay off any such securities.

n) To sell lease accept surrenders of lease let improve fence manage develop exchange mortgage dispose of grant give or dedicate roads lanes or rights of way upon tend to account or otherwise deal with all or any part of the real or personal property of the Club.

o) To devote any part of the funds of the Club towards the expense of matches and competitions and the provision of prizes and trophies.

p) To enter into any arrangements or co-operate with any company association club person or persons for the purpose of promoting any of the objects of the Club upon such terms and conditions as shall be agreed upon.

q) To make draw accept endorse discount execute and issue promissory notes bill of exchange bills of lading and other negotiable or transferable instruments.

r) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trust the Club shall only deal with the same in such manner as is allowed by law having regards to such trusts.

s) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club in the shape of donations annual subscriptions or otherwise.

t) To print and publish any newspapers periodicals books or leaflets that the Club may think desirable for the promotion of its objects.
u) To amalgamate with any companies institutions societies or associations having objects similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of clause 3 of this Memorandum.
v) To purchase or otherwise acquire and undertake all or any part of the property asset liabilities and engagements of any one or more of the companies institutions societies or associations with which the Club is authorised to amalgamate.
w) To transfer all or any part of the property assets liabilities and engagements of the Club to any one or more of the companies institutions societies or associations with which the Club is authorised to amalgamate.
x) To make donations for patriotic or charitable purposes.
y) To apply for and obtain either in the name of the Cub or in the name of any one or more members of servants of the Club or in the name of a nominee on behalf of the Club any registration licence or renewal or extension thereof which may be necessary or desirable including any registration licence or renewal under the provisions of the Licensing Act for the time being in force for the carrying on of the business and objects of the Club.
z) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

The provisions of' the Third Schedule to the Companies Act 1961 shall not apply to the Club and the foregoing provisions of this Memorandum shall be read and construed without reference to the provisions of that Schedule.

Provided that the Club shall not support with its funds or endeavour to impose on or procure to be observed by its members or others by regulation or restriction which if an object of the Club would make it a Trade Union within the meaning of the Trade Union Act 1958. The income and property of the Club whencesoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Club.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration of any officers 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 purpose of this paragraph by the Articles of Association on money borrowed from any member of the Club or reasonable and proper rent for premises demised or let by an member to the Club but so that no member of the Council of Management or Governing Body 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 or other benefit in money or money's worth shall be paid or given by the Club to any member of such council or governing body 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.

No addition alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Attorney-General for the State of Victoria.

The third, fourth and ninth clauses of this memorandum contain conditions on which a license is granted by the minister to the Club in pursuance of Section 24 of the Companies Act 1961. For the purpose of preventing any evasion of the provisions of the said Clauses the Attorney-General may from time to time on the application of any member of the Club and on giving notices to the Club of his intention so to do and after affording the Club an opportunity of being heard in opposition thereto within such time as may be specified in such notice impose further conditions which shall be duly observed by the Club.

The liability of the members is limited.

Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Club contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding fifty dollars.

lf upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities and property whatsoever, the same shall not be paid to or 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 among its or their members to an extent at least as great as is imposed on the Club under or by virtue of the third paragraph hereof, 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 of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

True accounts shall be kept of the sums of moneys received and expended by the Club and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the Time and manner of inspecting the same which may be imposed in accordance with the regulations of the Club for the time being in force shall be open to the inspection of the members. Such accounts shall upon the written request of the Attorney-General be made available for inspection by him or by anyone authorised in writing by him for the purpose. Once at least in every year the account of the Club shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified auditor or auditors.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

LIST OF PERSONS WHO HAVE CONSENTED TO BE DIRECTORS

Name	Address	Description
John Brian	94 Smith St, Collingwood	Solicitor
Branko Trajanovski	8 Darly Glen, Greensborough	Shopkeeper
Chris Jolevski	140 Mansfield St. Thornbury	Storekeeper
John Zikos	11 Kiewa St Doncaster	Furniture Manufacturer
Cecil Steve	245 Tyler St. Preston	Real Est. Agent
Peter Daniels	6 Manoel Ave. Reservoir	Real Est. Agent
ChrisSoklev	1 Partridge St. Lalor	Driver
Sam Demiris	9 Paterson St. Preston	Driver
Alex Classou	1 Caprise Crt. Templestowe	Co. Director
Tanas Karlevski	42 The Fairway, Kingsbury	Metal Moulder

Dated this 7th day of June, 1978.

PRESTON MAKEDONIA SOCCER CLUB
REGISTERED UNDER THE COMPANIES ACT 1961
AS A COMPANY
LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

1) The regulations in Table "A" in the Fourth Schedule to the Companies Act 1961 shall not apply to this Club.

2) In these regulations "the Act" means the Companies Act 1961, "the Club" means the Preston Makedonia Soccer Club is authorised to take over by Clause 2(a) of the Memorandum of Association. "The Seal" means the Common Seal of the Club; "Secretary" means any person appointed to perform the duties of a secretary of the Club and includes an honorary secretary; "State" means the State of Victoria; "the Committee" means the members for the time being of the Committee hereby constituted; "Meetings of Social members" means the meeting of social members as provided by these Articles.

   Words importing the masculine shall include the feminine and singular shall include the plural and vice-versa. These Articles shall be construed with reference to the Act and terms and expressions used in these Articles shall save where or otherwise expressly defined have the same meaning as when used in the Act.

MEMBERSHIP

3) For the purpose of registration the number of members of the club is declared not to exceed One thousand. The Committee may from time to time register an increase in the number of members.

4) Members of the Club shall be classified as follows:
   i) Life Members
   ii) Ordinary Members
   iii) Full Members
   iv) Registered Club Participant Members

The Committee may from time to time prescribe other classes of members and may fix the qualifications rights privileges and obligations of any such class. Members of the respective classes shall enjoy the benefits of the Club to the extent following:

a) Life members and Ordinary Members and Full Members and Registered Club Participant Members shall enjoy the full benefits and privileges (including but not limited to voting rights) of the Club save as may be limited under Articles 15 and 19 hereof;
b) "Registered Club Participant Members" are players, coach's or official's of the Club who are registered with the Club and who do not receive remuneration for

their services to the Club. Registered Club Participant Members under the age of 18 years who, subject to this Constitution, are not entitled to hold any office, but shall have the right to be present, debate and vote at General Meetings through the Registered Club Participant's parent or other legal guardian.

5) Any person interested in the game of Football and of Macedonian birth or decent shall be eligible to become a member subject to the Rules herein and any other person who has shown to have the interest of the Club at heart shall be eligible for membership of the Club, provided that no person under the age of eighteen shall be eligible for membership.

6) The first membership of the Club shall be:
   a) The signatories to the Memorandum of Association and these Articles; and
   b) Every person who was at the date of the incorporation of the Club a financial member of the unincorporated Club known as the "Preston Makedonia Soccer Club" referred to in paragraph 2 (a) of the Memorandum of Association and who agrees in writing within 28 days of the incorporation to remain a member of the incorporated Club.

7)
   i) Life members may be elected at an Annual General Meeting of the Club on the recommendation of the Committee from the following persons –
      (a) those members of at least five years standing who have rendered special services to the Club or to the unincorporated club;
      (b) those persons not being members of the Club who have rendered continuous invaluable services to the Club and who are recommended unanimously by a resolution of the Committee.
   ii) The Committee may receive for consideration nominations for election as Life Member by request in writing signed.
      (a) by two members of the Committee, or
      (b) by any twenty members of the Club, and in either case lodged with the Secretary at least fourteen days before the date of the holding of the Meeting of the Committee at which such request is to be considered for recommendation.
   iii) The Committee may in its absolute discretion from persons nominated as aforesaid recommend one or more of such persons to the Annual General Meeting for election as a Life Member but shall not be obliged to make any recommendation whatsoever;
   iv) A person elected as a Life Member shall NOTWITHSTANDING any other provision in these Articles be entitled to all the privileges of membership for Life without the payment of any subscription unless he shall cease to be a member under the provisions of Articles 19 or 17 hereof.
   v) The resolution of election shall be recorded in a book kept for the purpose.

8) Any member of the Club who intends to leave or has left Victoria and whose subscription for the current year has been paid may upon his or his agent's application

in writing be transferred by the Committee to the list of Absentee Members and thereupon be exempted from payment of further subscription until his return to Victoria PROVIDED that such absence shall not exceed two years unless the Committee extends such period for another year as it is hereby empowered so to do upon receiving further application in the manner prescribed above. The subscription for the current year of a member transferred from the Absentee list shall be due on the first day of the month following the day of his return to Victoria. This Article shall not apply to members who ordinarily reside outside Victoria.

9) A candidate for membership shall make application for election in writing on the prescribed form and shall be proposed by one member and seconded by another member of the Club and shall agree to be bound by (if elected):
   i) This Constitution; the by-laws and regulations of the Club
   ii) The Laws of the Game;
   iii) The Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to Members;
   iv) The Statutes and Regulations and the constitutions and by-laws of FFA and FFV as enforced from time to time;
   v) The FFV Codes of Behaviour and Rules of Competition, as amended from time to time; and
   vi) The FFA Code of Conduct, as amended from time to time.

   Such application shall be accompanied by the prescribed entrance fee and the first annual subscription and shall be brought before the Committee at its next or subsequent meeting when the majority of the Committee there present may be ballot or otherwise elect the candidate as a member. The names and addresses of persons proposed as Full Members shall be displayed in a conspicuous place in the Club premises for at least a week before their election and an interval of not less than two weeks shall elapse between nomination and election of such members.

10) The Committee may if it shall think fit sponsor any person as a candidate for membership of the Club in any of the classes of membership and in such event the prescribed application form in lieu of being signed by a proposer and seconder shall be endorsed by the words “Sponsored by the Committee” and shall be signed by any two members of the Committee.

11) The Committee shall not be bound to accept the application for membership of any candidate.

12) The Committee shall have power to impose and at it discretion to waive reduce or alter the entrance fee payable by any class of member. All entrance fees shall be banked in a distinct bank account and shall be held pending the election of a candidate to membership. Should the candidate fail to pass the ballot his entrance fee shall be refunded.

13) The Annual Subscription or proportion thereof payable by each class of member shall be determined from time to time by the members of the Club in General Meeting but

shall not be less than Twenty Dollars per annum except Life Members who shall not be liable for the payment of subscriptions.

14)

i) Members residing outside a radius of more than fifty miles from the Club premises from time to time may be charged a reduced annual subscription as determined by the Committee from time to time but shall not be charged less than One Dollar per annum. Any such member moving to a residence within the radius named shall forthwith notify the Secretary and pay the full annual subscription for his class of membership for each following financial year.

ii) The Club's financial year shall commence on the first day of November in each year. The members in General Meeting shall from time to time fix the Annual Subscription payable by each class of member which shall be payable annually in advance.

15) The Committee may debar any un-financial member from all or any of his rights and privileges as a member until he becomes a financial member.

16) lf any member fails to pay his subscription and is one month in arrears the Committee may cause a notice to be delivered or posted to such member at his last known address requiring him to pay the same within twenty-one days and in default of payment such member shall if the Committee so determines cease to be a member of the Club and shall forfeit all rights in and claim upon the Club and the person who shall so cease to be a member shall not be readmitted as a member except upon nomination and election in accordance with Articles l0 or 9 hereof and upon payment of all arrears of subscriptions up to the time of his so ceasing to be a member PROVIDED that the Committee may waive in respect of any such nomination the entrance fee or any part thereof.

17) Any member wishing to resign his membership of the club shall give notice in writing of his intention so to do addressed to the Secretary and deposited at or forwarded by post to the registered office of the Club on or before the 3lst day of October in any year failing which such member shall be liable to pay the subscription for the next succeeding financial year.

18) Members shall notify the Secretary at the registered office of the Club of any changes of their addresses forthwith thereafter.

19)

i) Subject to the right of the member concerned to appeal to a General Meeting of the Club (which upon written request delivered to the Secretary within fourteen days of the Committee's ruling under this clause shall be convened by the Committee within thirty days after the date of any such request) the Committee shall have power and authority to expel suspend fine reprimand or require to apologise or make other similar personal amends any member who shall wilfully refuse or neglect to comply with the provisions of the

Memorandum or Articles of Association of the Club or any by-law of the Club or any resolution of the Committee or who shall be guilty of any conduct unworthy of a gentleman or detrimental to the interests of the Club or rendering him in the opinion of the Committee unfit to be a member of the Club.

ii) No Full Member shall be dealt with under this Article without first being called before the Committee to show cause why he should not be dealt with seven days' notice in writing signed by the Secretary or someone acting in the place of the Secretary stating the date hour and place of meeting and the substance of the charge or complaint and that his attendance is required and further that if he fails to attend at the time and place mentioned the charge or complaint may be heard and dealt with and the Committee may decide on the evidence before it his absence notwithstanding.

iii) No member shall be dealt with under this Article unless two-thirds of the members of the Committee present and entitled to vote shall vote in favour of the resolution dealing with such member and no such member and no such resolution shall be passed unless every member of the Committee shall have not less than seven days' notice of intention to deal with a member under this Article.

iv) The Committee may act under this Article on its own motion or upon a complaint in writing by a member of the Club.

v) It shall be the duty of all members of the Club able to give evidence on any proceedings under this Article to attend before the Committee for that purpose when required in writing so to do by the Committee.

vi) Any suspension under this Article may be from entire membership or from the exercise of any particular right of such member. Any suspension shall be for such period as the Committee may determine. Any fine shall be of such sum not exceeding Fifty Dollars as the Committee shall think fit.

vii) The member charged and the member lodging the written complaint referred to in sub-clause (iv) above shall be entitled to call evidence to be present throughout the hearing of evidence and to address the Committee.

viii) NOTWITHSTANDING anything aforesaid any person who in the opinion of the Chairman conducts himself in a disorderly fashion preventing the due hearing of the matter may be excluded from the meeting for so long as the Chairman thinks necessary.

ix) The Committee may adjourn from time to time and from place to place as it thinks reasonable.

20)

i) A member desiring to introduce a guest to the Club premises shall comply with such by-laws or regulations relating to guests as the Committee shall from time to time prescribe.

ii) A guest shall not be supplied with liquor in the Club premises unless in the company of and at the expense of a member.

iii) No person who has been rejected as a candidate for membership or who has been expelled from the Club shall be eligible to be admitted as a guest to the Club premises.
iv) A guest of a member may only remain on the Club premises during such time as he remains in the company of the member introducing him.
v) The member introducing any guest shall be liable for the debts of his guest. Any guest may be removed from the Club premises at the discretion of the Secretary or any member of the Committee.

GENERAL MEETINGS

21) The first General Meeting of the Club shall be held at such time not being less than one month nor more than three months after the incorporation of the Club and at such place as the Committee may determine.

22) An Annual General Meeting of the Club shall be held in accordance with the provisions of the Act. All General Meetings other than the Annual General Meetings shall be called Extraordinary General Meetings.

23) The Committee may convene an Extraordinary General Meeting at any time and shall convene an Extraordinary General Meeting upon a requisition in accordance with Section 137 of the Act signed by not less than one tenth of all the members entitled to vote at a General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

24) The Annual General Meeting of the Club shall transact the following business -
a) Consider the Balance Sheet and Profit and loss Account of the Club for the past financial year together with the report of the Auditor or Auditors thereon and the accompanying report of the Committee upon the state of affairs of the Club.
b) Appointment of auditors and determination of their remuneration.
c) Any other business of which due notice shall have been given.

25) All business shall be special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the matters specified in Article 24 hereof.

26) No business shall be transacted at any General Meeting of the Club unless at least twenty members entitled to vote shall attend in person to form a quorum. If within half an hour after the time appointed for the announcement of the meeting a quorum is not present the meeting if convened upon requisition under Article 23 shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present those members who are present shall be a quorum and may transact the business for which the meeting was called.

27) The President shall preside at any meeting of members at which he is present and in his absence at the time appointed for any such meeting any vice-president or in their absence or in case all of them present decline to take the chair a chairman elected by the meeting shall preside.

28) The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

VOTES OF MEMBERS

29) At any General Meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless the poll is (before or on the declaration of the result of the show of hands) demanded
   a) by the Chairman, or
   b) by at least five members personally present or represented by proxy and entitled to vote.

   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 containing the Minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against the resolution.

30) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

31) In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the how of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

32) No member shall be entitled to vote at any General Meeting unless and until all moneys then due by him to the Club have been paid in full.

33)
   i) The right to attend meetings of the Club and to vote thereat is restricted to –
      (a) Life Members
      (b) Ordinary Members
      (c) Registered Club Participant Members

ii) Each such member shall have one vote and may vote in person or by proxy who must be a member of the Club. The instrument appointing a proxy shall be in writing in a common or usual form under the hand of the appointer.

iii) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit –

PRESTON MAKEDONIA SOCCER CLUB

I, of being a member of the Preston Makedonia Soccer Club hereby appoint of or failing him of as my proxy to vote for me on my behalf at the (Annual or Extraordinary (as the case may be) general meeting and at any adjournment thereof.

SIGNED this day of

This form is to be used *in favour of/against the resolution.

* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit)

iv) The instrument appointing a proxy shall be deposited at the registered office of the Club or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument of proxy proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

v) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument if no intimation in writing of such death, unsoundness of mind, or revocation has been received by the Club before the meeting or adjourned meeting at which the instrument is used.

THE COMMITTEE

34) The Committee of the Club shall be 11 in number consisting of –
President
(2) Vice Presidents
Honorary Secretary
Honorary Treasurer, and
(6) members of the Committee

Save that should a salaried Secretary be appointed the office of Honorary Secretary shall lapse whereupon the number of ordinary Committee Members shall be increased to seven during the period of such appointment.

35) Members of the Committee of the unincorporated Club holding office at the date of adoption of these Articles shall subject to their being subscribers to the Memorandum of Association of the Club continue to do so until the first General Meeting of the Club to be held pursuant to Article 21.

36) Subject to the provisions of Article 35 no person shall be eligible to be elected to the Committee of the Club or to any office of the Club unless such member -
   a) is a Life Member, Ordinary Member or a Registered Club Participant pursuant to Article 4 (b);
   b) shall have been a member not less than twelve months prior to the date of this nomination; and
   c) has paid his subscription and all other moneys due to the Club before his nomination.

37) Each member of the Committee shall be elected to serve for three years (save for those appointed by the Committee to fill any casual vacancy pursuant to Article 47).

38) At each Annual General Meeting of the Club at least one third of the Committee shall retire. Those members retiring shall hold office throughout the meeting at which they retire.

39) A casual vacancy shall be any vacancy occurring before a member of the Committee would retire in rotation pursuant to Article 38.

40) Any member appointed to fill a casual vacancy by the Committee pursuant to Article 47 shall retire at the Annual General Meeting of the Club at which the member whom he has been appointed to replace would have retired had he not vacated his office, to preserve the order of election in rotation pursuant toArticle38.

41) Those members of the Committee to retire in each year shall be those longest in office from the time of their last election appointment and in the event of there being in office an equal length of time a number greater than the number to stand for election those to retire shall unless they agree among themselves be determined by lot.

42) NOTWITHSTANDING the provisions of Article 41 at the two elections immediately succeeding the adoption of these Articles those to retire shall be determined by lot.

43) The retiring members of the Committee shall be eligible for re-election.

44) A member of the Committee shall vacate his office -
   a) on becoming bankrupt or committing any act of bankruptcy; or

b) on being found lunatic or becoming of unsound mind or being declared by a court of competent jurisdiction to be incapable of managing his affairs; or
c) on resigning his office by notice in writing left at or sent by registered post to the registered office of the Club; or
d) on having failed to pay all Annual Subscriptions due by him to the Club within 30 days after the date on which the same should have been paid; or
e) on having been absent from three consecutive monthly meetings of the Committee without obtaining leave of absence; or
f) on ceasing his membership of the Club whether under the provisions of Articles 17 or19 or otherwise.

45) Members of the Club entitled to vote may by ordinary resolution remove any Committee member from office before the expiration of his period of office.

46) The continuing members of the Committee may act NOTWITHSTANDING any vacancy in their number.

47) The Committee may appoint any member entitled under Article 36 to fill any casual vacancy occurring in its numbers and the member so appointed shall retire at the following Annual General Meeting as provided in Article 37.

48) In the event of the office of President becoming a casual vacancy as defined in Article 39 it shall devolve on the senior Vice-President (Seniority being determined by length of continuity in office) and in the event of the senior Vice-President declining to accept such office the same shall devolve upon the next senior Vice-President. Should all Vice-Presidents decline to accept the office of President any other member of the Committee may then indicate his willingness to accept such office and in the event of more than one member so indicating a ballot shall be conducted by the members of the whole Committee to elect a President. In the event of all members of the Committee declining to accept the office of President it shall be declared a casual vacancy pursuant to Article 47 and filled by the Committee pursuant to the provisions thereof.

49) In the event of an office of Vice-President becoming a casual vacancy as defined in Article 39 the Committee shall elect one of its members to fill the vacancy (and shall then declare a casual vacancy for a Committee member) and in the event that no member of the Committee shall agree to accept the office or offer himself for election to fill the vacancy it shall then be declared a casual vacancy pursuant to Article 47 and filled by the Committee pursuant to the provisions thereof.

50) The election of members of the Committee shall take place in the following manner -
a) any two members of the Club shall be at liberty to nominate any other member to serve as a member of the Committee;
b) the nomination which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place;

c) a list of the candidates names in alphabetical order with the proposers and seconders names shall be posted in a conspicuous place in the registered office of the Club for at least seven days immediately preceding the Annual General Meeting;
d) in case there shall not be a sufficient number of candidates nominated the Committee shall fill up the remaining vacancy or vacancies.

51) In the case where there are a greater number of candidates nominated then the number of retiring members of the committee a list of the candidates names in alphabetical order shall be prepared and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

DUTIES AND POWERS OF THE COMMITTEE

52)
a) The members of the Committee shall at the first Meeting of the Committee after the date of the incorporation of the Club and thereafter at the first Meeting of the Committee held after each election appoint from its members a person to be President of the Club and two persons to be Vice-Presidents, a Treasurer Honorary Secretary and another Officer Bearer who shall hold office until the next election.
b) The business and affairs of the Club shall be under the management of the Committee which may exercise all such powers and do all such things as may be exercised or done by the Club save such as are by these Articles or by any statute for the time being in force required to be exercised or done by the Club in General meeting subject nevertheless to these Articles and to the provisions of the Companies Act 1961 and the Licensing Act 1958 and to any regulations not inconsistent with the regulations or provisions as may be prescribed by the Club in General Meeting; but no regulation so made by the Club in General meeting shall invalidate any prior act of the Committee which would have been valid if such regulation would not have been made.

53) Without prejudice to the general powers conferred by Article 52 and of the other powers conferred by these Articles the Committee shall have the following powers:-
a) to pay the cost charges and expenses incidental to the administration of the Club;
b) to lease or mortgage all or any of the property rights and undertaking of the Club;
c) to determine who shall be entitled to sign bills notes receipts acceptances endorsements cheques releases contracts and documents on behalf of the Club;
d) to purchase or otherwise acquire for the Club any property leases rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it thinks fit;
e) to appoint and at its discretion remove or suspend such managers secretaries officers clerks agents and servants from permanent temporary or special services as it may from time to time think fit and to determine their duties and fix and pay

their salaries emoluments or honoraria and to require security in such instances and to such amount as it thinks fit;

f) to secure the fulfilment of any contracts or engagements entered into by the Club by mortgage or charge of all or any of the property of the Club for the time being or in such other manner as it may think fit;

g) to borrow or raise money by mortgage or charge of lien on the whole or any part of the property or assets of the Club or by the issue of debentures or debenture stock perpetual or otherwise or in such other manner as it shall think fit;

h) at its discretion to pay for any rights and property acquired by or services rendered to the Club either wholly or partially in cash or in debentures or other securities of the Club as may be agreed upon and such debentures or other securities may be either specifically charged upon all or any part of the property of the Club or not so charged;

i) to institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound and allow time for payment or satisfaction of any debts due of any claims or demands by or against the Club;

j) to refer any claims or demands by or against the Club or arbitration and to observe and perform the award;

k) to make and give receipts releases and other discharges for money payable to the Club and for the claims and demand of the Club;

l) to execute in the name and on behalf of the Club in favour of any member of the Committee or other persons who may incur or be about to incur any personal liability whether as an individual or surety for the benefit of the Club such mortgages of the Club's property present or future as it thinks fit and any such other powers covenants and provisions as shall be agreed upon;

m) to set aside out of the profits entrance fees subscriptions or other moneys or assets of the Club such sums as it thinks proper as a reserve fund to meet contingencies or for repairing improving or maintaining any property of the Club or for such other purposes as the Committee shall in its absolute discretion think conducive to the interests of the Club and to invest the several sums so set aside in such investments as it may think fit and from time to time deal with or vary such investments or dispose of all or any part thereof at its discretion for the benefit of the Club and to divide the reserve funds into such funds as it may think fit;

n) to appoint any person to accept and hold in trust for the Club any property belonging to the Club or in which it is interested or for any other purpose and to execute and do all such deeds and things as may be requisite in relation to any such trust;

o) from time to time to make vary and repeal by-laws and regulations for the proper conduct and management of the Club and all by-laws or regulations so made and for the time being in force shall be binding on the members of the Club and shall have full effect accordingly and the Committee shall adopt such means as it seems sufficient to bring to the notice of the members of the Club all such by-laws regulations amendments and repeals;

p) to impose a penalty and to fix the amount of compensation payable to the Club by a member injuring tearing defacing damaging or removing any article the

property of the Club and to order an offending member to return to the Club premises any articles so removed by him;

q) to delegate any of its powers or the doing of any act or thing to any sub-committee and may prescribe the regulations to be observed by such sub-committee in the exercise of any power so delegated to it;

r) to co-opt any member to advise or assist the Committee or any sub-committee in any of their deliberations;

s) to enter into all such negotiations and contracts and to receive and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the Club as it may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Club;

t) to do all such acts matters and things as are contained in the Memorandum of Association to maintain promote and develop the Club.

54) No by-law promulgated by the Committee shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association and any by-law may be set aside by a special resolution of members.

55) All acts authorised to be done by any member of the Committee or any sub-committee or by any person acting on its behalf shall NOTWITHSTANDING that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or sub-committee or person acting as aforesaid or that they or any of them were disqualified from so acting be as valid as if every person had been duly appointed or was qualified as a member of the Committee or sub-committee as the case may be.

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

57) The Committee shall cause to be kept proper books of account in which shall be kept full true and complete accounts of the affairs and transactions of the Club. The books of account shall be kept at the registered office of the Club or at such place or places as the Committee shall think fit and shall always be open to the inspection of members of the Committee.

58) Subject to the provisions of Clause 9 of the Memorandum of Association of the Club the Committee shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of members not being members of the Committee and no member not being a member of the Committee shall have any right of inspecting any account or book or document of the

Club except as conferred by statute or authorised by the Committee or by the Club in General Meeting.

59) A properly qualified auditor or auditors shall be appointed and his or their duties and remuneration regulated in accordance with the Act and clause 9 of the Memorandum of Association.

60) The Committee shall at least once in every year cause to be made out and to be laid before the members of the Club at the Annual General Meeting a duly audited Balance Sheet and Income and Expenditure Statement accompanied by a report of the Committee showing a true and fair view of the state of affairs of the Club up to the end of the financial year immediately preceding such Annual General Meeting and a copy of such duly audited Income and Expenditure Statement Balance Sheet and report shall be forwarded to every member together with notice of such Annual General Meeting.

MEETINGS AND PROCEEDING OF COMMITTEE

61) The members of the Committee may meet together for the transaction of business adjourn and otherwise regulate their procedure as they think fit but they shall meet at least once in every month.

62) Not less than seven days' notice of any meeting of the Committee shall be given to every member thereof by letter directed to such address as he shall from time to time furnish to the Secretary and such notice shall indicate the business to be dealt with.

63) NOTWITHSTANDING Article 34 a member of the Committee may at any time and the Secretary shall on the requisition of a member of the Committee in a case of emergency summon a meeting of the Committee provided that the nature of the business is stated but at any such meeting the quorum shall be one more than half the number of the persons for the time being on that Committee save for a meeting called either specifically or inter alia for the purpose of the appointing members to fill casual vacancies in the Committee when the quorum shall be two more than half the number of the persons for the time being on that Committee.

64) Questions at any Committee meeting shall be decided by a majority of votes save as provided in Article 67.

65) A resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. Any such resolution may consist of several documents in like form and signed by one or more members.

66) The President shall preside at each meeting of the Committee when he is present and in his absence at the time appointed any Vice-President or in their absence or in case

all of them present decline to take the chair, a Chairman elected by the members of the Committee shall preside.

67) The Chairman shall have a casting vote as well as a deliberative vote.

68) No business shall be transacted unless a quorum is present. One more than half the number of the persons for the time being on that Committee shall form a quorum save and except as provided in Article 63.

69) The Committee shall cause proper minutes to be kept in suitable books of all resolutions and proceedings of the Committee and of all General Meetings of the Club and such minutes shall be signed by the Chairman of the Meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

70) Unless otherwise decided by the Committee copies of minutes of the last meeting of the Committee shall be circulated prior to the next ordinary meeting of the Committee. They shall be laid on the table and be taken as read unless the majority of those present at such meeting decide otherwise.

SEAL

71) In all cases where it is necessary to use the seal of the Club the Committee shall first by resolution authorise its use and the same shall be affixed in the presence of and the instrument signed by two members of the Committee and countersigned by the Secretary or some other person appointed by the Committee.

SUB-COMMITTEES

72) The Committee may in its discretion delegate any of its powers or the doing of any act or thing to any sub-committee and may prescribe regulations to be observed by any sub-committee in the exercise of any power so delegated to it. No sub-committee may take executive action without being expressly authorised so to do but must report back to the Committee.

73) Any member of the Club may be appointed as members of any sub-committee.

74) The President shall ex-officio be a member of all sub- committees.

75) The Committee may dissolve any sub-committee or terminate the appointment of any Member of a sub-committee at will.

76) The Committee may appoint an executive committee consisting of the President two Vice-Presidents the Honorary Treasurer the Honorary Secretary and two members of the Committee. The executive committee shall have power to make decisions upon and deal with any matter and under such conditions as may be specified by the

Committee from time to time. The proceedings of the executive committee shall be reported to the next ensuing meeting of the Committee.

77) At the first meeting of the Committee to be held after the Annual General Meeting in each year -
   a) all members of sub-committee shall retire from office; and
   b) the committee shall appoint the members of each sub-committee for the ensuing year.

   Members of sub-committees shall not be subject to retirement by effluxion of time but shall hold office during the pleasure of the Committee.

SOLICITOR

78) The Committee shall have power to appoint a solicitor to the Club to fix his remuneration and to attach any condition his appointment.

NOTICES

79) Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice fourteen (14) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in the case of special business the general nature of that business shall be given in respect to any General Meeting of the Club to such persons as are entitled to receive such notice from the Club pursuant to these Articles.

80) A notice may be served by the Club upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his place of address shown on the register of members of the Club.

81) A notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted. In proving service by post it shall be sufficient only to prove that the envelope or wrapper containing the notice was properly addressed and duly posted and a certificate in writing signed by the Secretary or other proper officer that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

82) Notice of every General Meeting shall be given in any manner hereinbefore authorised to –
   a) every member entitled to receive such notice from the Club;
   b) the Auditor or Auditors for the time being of the Club.

   No other person save the foregoing shall be entitled to receive notices of General Meetings.

83) For the purpose of Clause 3 of the Memorandum of Association the rate of interest shall not exceed the lowest rate paid for the time being by the State Bank of Victoria in respect of term deposits.

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

85) In reprinting these Articles the Committee may cause them to be renumbered and may make any necessary alterations herein consequential on such renumbering.

86) The catchwords or headings to these Articles shall not be taken as part thereof nor shall they in any manner affect the interpretation or construction of the same save where the context otherwise requires.

FFA AND FFV

87) The Club must:
   a) be a body corporate or incorporated association to be recognised by FFA and/or FFV and must have the following characteristics:
      i) it organises teams to participate in competitions sanctioned by FFV or FFA;
      ii) all members of its teams are entitled to membership pursuant to Article 4 (b);
      iii) members may vote in an election for any officeholders (whether directly if over 18 years of age or indirectly through the Registered Club Participant's parent or other legal guardian if under 18 years of age);
      iv) agrees to be bound by the Statutes and Regulations, the Laws of the Game and those FFA or FFV rules (including the respective constitutions) and by-laws expressed to apply to it; and
      v) prevent infringement of the constitutions and by-laws of FFA and FFV and protect Football from abuse;
   b) amend:
      i) this Constitution; or
      ii) the By-laws,

      to promptly adopt changes in the constitutions and by-laws of FFA and/or FFV made from time to time to the extent that they are applicable to the Club. In this clause the reference to changes to by-laws includes additional or replacement by-laws;
   c) not otherwise amend or vary this Constitution without the consent of FFV and in accordance with the Act subject to Article 87 (e); or
   d) not otherwise amend or vary any of its By-laws without the consent of FFV subject to Article 87 (e).
   e) The Club is not required to submit any amendment to its Constitution or By-laws to FFV for consent unless:
      i) the amendment impacts upon membership or member's rights,
      ii) the amendment concerns FFV Football competitions, tournaments or games, or otherwise relates to the conduct, regulation or management of Football, or

iii) the effect of the amendment is a breach of the Constitution, by-laws or statutes and regulations of either FFV or FFA as prescribed from time to time.

FFV will only withhold consent where the amendment or the effect of the amendment is in breach of the constitutions, by-laws or statutes and regulations of FFV or FFA as prescribed from time to time.

88) Subject to applicable law, the Club must:

a) promulgate and comply with, and do everything within its power to enforce compliance with, the Statutes and Regulations and the Laws of the Game; and
b) co-operate with FFA and FFV in all matters relating to the organisation of competitions, the Club's own competitions and Football in general.

We, the several persons whose names and addresses are subscribed, being the subscribers to the Memorandum of Association, agree to the foregoing Articles of Association.

CONSENT TO ACT AS DIRECTOR

Name	Address	Description
John Brian	94 Smith St, Collingwood	Solicitor
Branko Trajanovski	8 Darly Glen, Greensborough	Shopkeeper
Chris Jolevski	140 Mansfield St. Thornbury	Storekeeper
John Zikos	11 Kiewa St Doncaster	Furniture Manufacturer
Cecil Steve	245 Tyler St. Preston	Real Est. Agent
Peter Daniels	6 Manoel Ave. Reservoir	Real Est. Agent
ChrisSoklev	1 Partridge St. Lalor	Driver
Sam Demiris	9 Paterson St. Preston	Driver
Alex Classou	1 Caprise Crt. Templestowe	Co. Director
Tanas Karlevski	42 The Fairway, Kingsbury	Metal Moulder

Dated this 7th day of June, 1978.

LICENCE UNDER SECTION 24 OF THE COMPANIES ACT 1961

I, HADDON STOREY, the responsible Minister of the Crown for the time being administering the Companies Act 1961, pursuant to section 24 of the said Act HERBY DIRECT that

PRESTON MAKEDONIA SOCCER CLUB

be registered as a company with limited liability without the addition of the word "Limited" to its name AND HEREBY EXEMPT the company (whilst this licence is in force and so long as and to the extent that the exemptions hereby granted are not revoked) from complying with the provisions of the said Act relating to the lodging of annual returns and of returns of particulars of directors managers and secretaries.

This Licence is granted upon the conditions that -

1. No amendment of the Memorandum of Association or of the Articles of Association of the company shall be made unless the same shall; prior to the passing of any resolution to effect such amendment, have been submitted to and approved by the Attorney-General of the State of Victoria.

2. The terms of the Memorandum and Articles of Association submitted to and certified by me, as amended from time to time in accordance with the foregoing condition, are strictly followed.

3. The company or any member thereof or any person on its behalf shall not make or publish or cause to be made or published any statement asserting or implying that in granting my Licence under Section 24, I am in sympathy with the aims and objects of the company or that approve the manner in which it conducts its affairs or that I or the State of Victoria guarantees the performance by the company of its contractual or other obligations.

DATED at Melbourne, this 26th day of May1978.