

Voting entitlements

Under the Constitution of the Club, all members entitled to vote must have been a financial member of the Club for the 2017 year, by 31st day of August 2017.

Appointment of Proxy – General Proxies

There is one resolution to be voted on at the Annual General Meeting. If you are unable to attend the meeting and wish to vote on this item of business you need to obtain a proxy form. Proxy forms are available on request. To obtain a Proxy Form please contact Nicki Crivari by

- email ncrivari@richmondsc.com.au; or
- (03) 9426 4411

Note: for all appointments of proxies:

- Each ordinary Member, who is unable to attend the meeting, has the right to appoint a proxy.
- Your proxy need not be a Member of the Club. You may appoint the Chairman.
- For the appointment to be effective, **it must be received no later than 5.30pm (AEDT) on Saturday 9th December 2017**. *Any proxy received after this time will not be valid.*

If you have any queries regarding the process, please contact the Deputy Returning Officer, Danielle Hine of Computershare, on 0417 365 306.

Explanatory Notes

1. Financial Statements

The reports to be presented at the meeting will be the Financial Statements and reports of the Company for the financial year ended 31st October 2017.

To access the Club's Financial Statements please go to the Club's website at www.richmondsc.com.au. Please contact the Club if you require a hard copy.

Constitution amendments for 11 December 2017 AGM

Resolution One:

- (A) That existing Clause 6.4.1 is deleted and replaced with new Clauses 6.4.1 to 6.4.3 below and that existing Clause 6.4.2 is re-numbered Clause 6.4.4; and
- (B) That existing Clause 3.3.2(b) and Clause 3.3.2(c) is deleted and replaced with new Clause 3.3.2(b).

(A) Existing Clause 6.4.1 (to be deleted)

Subject to section 249D of the Act, on a requisition in writing signed by at least one hundred Ordinary Members with their addresses and their Membership Ticket numbers, being delivered to the Company Secretary, the Company Secretary shall within twenty-one days from receiving such requisition call an Extraordinary General Meeting of the members of the Club by giving fourteen days notice of the same by advertisement in a daily newspaper. The requisition must state precisely the objects of the Meeting including any resolution to be proposed and such objects shall appear in the advertisement in the same or a more abbreviated form.

New Clauses 6.4.1 to 6.4.3 (to be inserted)

- 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.

Explanation: Before 2015, section 249D of the Corporations Act provided that an extraordinary general meeting (**EGM**) could be called upon the request of the lesser of (1) 5% of voting members or (2) 100 voting members. In 2015, section 249D was amended to remove the reference to 100 members. However, the Club's Constitution still allows 100 members to call an EGM.

The proposed amendment would bring the Constitution into line with the Corporations Act. The Board also notes that an EGM has never been called in the history of the Club.

Reasons advanced for the change to the Corporations Act were:

- 100 members was too low a threshold; and
- calling an EGM is expensive for the company.

The removal of the 100 member rule does not diminish the existing right of 100 members to raise concerns about the Club by requesting that a resolution be placed on the agenda for the Club's annual general meeting.

When the Club has more than 50,000 voting members, allowing 100 members to call an EGM means that a small group can cause Club funds to be spent to hold a meeting even when it is unlikely that any resolution at the meeting will be passed. On the other hand, 5% of members will more properly represent a fair cross section of the Club's membership and be indicative of the wish of members to have Club funds spent in holding and conducting such a meeting.

The Board is aware that an argument has been advanced that the only way that directors can be removed is through an EGM and that removing the 100 member provision will entrench directors. That is not correct and a resolution regarding directors can be put by members to the annual general meeting. The only difference is one of timing. As its name suggests, an 'extraordinary' general meeting should be held only when a matter is so 'extraordinary' that it cannot wait until the annual general meeting.

(B) Existing Clauses 3.3.2(b) and (c) (to be deleted)

- (b) *a VFL/AFL multiple premiership player; or*
- (c) *a single VFL/AFL premiership player who has played a minimum of 100 senior VFL/AFL matches for the Club; or*

New Clause 3.3.2(b) (to be inserted)

- (b) a VFL/AFL premiership player; or
- (c) [deliberately left blank]

Explanation: The Board proposes that all premiership players be made Life Members of the Club. While existing Clause 3.3.2(f) gives the Board wide ranging discretion as to who can be made a Life Member, it is preferable to have premiership players mentioned specifically so that the high esteem in which they are held is properly expressed.