



NOTICE OF SPECIAL RESOLUTION

Notice is given of the Special Resolution to amend the Geelong Football Club Limited Constitution to be heard and take effect from 19 December 2016.

When: 19 December 2016

Time: 7pm

Venue: Captains Room, Simonds Stadium

The Members entitled to vote will consider and, if thought appropriate, pass the following resolution as a special resolution:

1. That the Geelong Football Club Limited (the **Club**) adopt as its Constitution the document tabled at the meeting and signed by the chair of the meeting by way of identification in substitution for the existing Constitution of the Club, which is repealed.

EXPLANATORY MEMORANDUM

The Board has reviewed the existing Constitution and considers that it should be replaced with a new Constitution (**New Constitution**) in order to address developments at the Club and in the AFL since the last significant review of the Constitution dated 19 December 2011. Certain other amendments of an administrative nature are also proposed and the Board has endeavoured to ensure that the New Constitution is a clear and up to date document for Members.

A copy of the New Constitution is available for Members to review on the Club's website.

The main changes that are made in the New Constitution include the following:

- (a) Clause 5.3(b): The term of Membership has been amended so that it begins at the close of the Annual General Meeting for the preceding Financial Year, and ends at the close of the next Annual General Meeting. The existing Constitution provides that the term of Membership begins on 1 January and continues for one year, but also provides that the Annual General Meeting in respect of a Financial Year may be held at any time up to 31 January of the following year.

The proposed amendment has been made to avoid any uncertainty as to which Members are eligible to vote at a particular Annual General Meeting. Under the current Constitution, Membership ends on 31 December of a year but the Annual General Meeting may be held as late as 31 January when the next year's Members have joined. The Annual General Meetings of the Club are usually held in December so that this issue has not arisen but the Board wishes to retain the flexibility to hold the Annual General Meeting up to 31 January and also wishes to avoid any uncertainty arising as to which Members may vote at a particular Annual General Meeting.

- (b) Clause 11.1(c): The right of AFL Club Members to vote at Meetings of the Club has been clarified. AFL Club Members are Members who purchase an 'AFL Club Support' package from the AFL, and nominate the Club as the club

whose games they wish to attend. The existing Constitution was drafted when AFL Club Membership was a less widely adopted form of Membership, and it did not expressly provide for the voting rights of AFL Club Members.

The Board wishes to encourage participation by AFL Club Members at Meetings of the Club and consequently the New Constitution provides that unless the Board determines otherwise, AFL Club Members who have purchased a ground entry entitlement subscription to attend five (5) home games of the Club will be Ordinary Voting Members, able to vote at Meetings of the Club. In this way the New Constitution therefore adopts a consistent approach to the voting rights of Members, by providing that all Members who hold a current and valid Membership under which they are entitled to attend five (5) home games of the Club, and who are over 18 years of age, may vote at Meetings of the Club (in addition to Life Members and certain categories of Social Club Member).

- (c) Clauses 10.4(b) and 13.2: The New Constitution replaces the requirement under the existing Constitution to give notice of Special General Meetings and of the closing date for nominations for election as a member of the Board in daily newspapers with a requirement to give such notice on the Club's website. The Board considers that this amendment will avoid unnecessary expense incurred in placing newspaper advertisements, and enable the Club to communicate effectively with Members.
- (d) As the Club has developed and provided for different Categories of Membership to be recognised in the Constitution, the term "Class of Membership" has become redundant. The New Constitution refers to Categories of Membership and Categories of Member (and not to "Classes of Membership" or "Classes of Member") whereas the existing Constitution uses both terms. The Board has proposed this amendment in the interest of clarity and to avoid any doubt as to whether the terms have different meanings.
- (e) A number of relatively minor administrative amendments have been made to the Constitution, including replacing reference to the old Corporations Law with references to the Corporations Act; consolidating rules relating to Categories of Membership which had been repetitive; and consequential amendments relating to the substantive amendments summarised above.

The Board believes that the New Constitution will be clearer and easier for Members to read and understand, and that the substantive amendments will enable the Club to ensure the engagement of Members with the activities of the Club.

