



Hawthorn Football Club  
ABN 26 005 068 851

Ricoh Centre  
Stadium Circuit  
Mulgrave VIC 3170

PO Box 829  
Mt Waverley VIC 3149

t 03 9535 3000  
f 03 9535 3050

e [hawthorn@hawthornfc.com.au](mailto:hawthorn@hawthornfc.com.au)

w [hawthornfc.com.au](http://hawthornfc.com.au)

membership 13000 HAWKS

Dear <<Member>>

## Director Rotations and Proposed Changes to the Club's Constitution

After nine years of highly valued service as directors of the Hawthorn Football Club, Mr Geoff Harris and Mr Jason Dunstall are due to retire as directors at the forthcoming Annual General Meeting. As a Club we are heavily indebted to each of Geoff and Jason for their tireless contribution and service to the Club.

Due to a procedural requirement in the director rotation provisions of the Club's Constitution, Geoff and Jason's retirement from the Board may result in a technical breach of the Club's Constitution if the retirement is not deferred until after the Club's forthcoming Annual General Meeting. To address this issue, the Board proposes that the members exercise their powers under the Constitution to extend Geoff and Jason's tenures as directors of the Club by one year by ordinary resolution. Geoff and Jason will retire as directors of the Club shortly following the Annual General Meeting.

The Board has a well-developed succession plan which has identified prospective directors who meet the criteria the Club expects in a director. Following the retirement of Geoff and Jason any directors who are appointed will be subject to election by members at the 2014 Annual General Meeting in the same way as Bruce Stevenson and Richard Amos who were appointed during the year and who are subject to election at this Annual General Meeting.

The Board further proposes a minor amendment to the Club's Constitution around director rotations to facilitate the Club's ongoing compliance with the Constitution and current legislative requirements going forward.

Further details of the Board's proposal is contained in the enclosed Explanatory Memorandum, with copies of the current Constitution and the proposed amended Constitution available from our Official Club website ([www.hawthornfc.com.au](http://www.hawthornfc.com.au)) or by contacting the Club. We encourage you to read these materials carefully and look forward to seeing you at our Annual General Meeting on Monday 16 December 2013 when your formal approval will be sought in person or by proxy.

The above proposal has the unanimous endorsement of your Board of Directors.

Yours sincerely

Andrew Newbold – President

Andrew Kaye – Director

Martin Ralston – Director

Geoff Harris – Vice-president

Jason Dunstall – Director

Bruce Stevenson – Director

Richard Garvey – Director

Richard Amos – Director



**HAWTHORN FOOTBALL CLUB LIMITED**  
**(ACN 005 068 851)**  
**111th ANNUAL GENERAL MEETING**

Notice is hereby given that the 111th Annual General Meeting of the Hawthorn Football Club Limited ("Club") will be held at the MCC Members Dining Room, Melbourne Cricket Ground (MCG), Brunton Ave, Jolimont, Victoria on Monday 16 December 2013. Please enter the MCG through Gate 2, where the meeting will commence at 7.00pm.

Please note the players will be on their pre-season camp in South Africa and will not be able to attend the AGM. However the 2013 Premiership Cup will be on show.



**Tim Silvers**

Company Secretary  
23 October 2013

**BUSINESS**

**PART A - Special Business**

**Item 1:      *Extension of Tenure of Directors (Resolutions 1.1 and 1.2)***

Resolution 1.1 — To consider and, if sought fit, pass the following resolution as an ordinary resolution:

"That, pursuant to rule 6.2(c)(1)(D) of the Constitution of the Club, Mr Jason Dunstall's tenure as director be extended by one year such that his maximum tenure as director is ten years."

Resolution 1.2 — To consider and, if sought fit, pass the following resolution as an ordinary resolution:

"That, pursuant to rule 6.2(c)(1)(D) of the Constitution of the Club, Mr Geoff Harris' tenure as director be extended by one year such that his maximum tenure as director is ten years."

**Item 2:      *Approval for the Amendment and Modification of the Constitution of the Club (Resolution 2)***

To consider and, if sought fit, pass the following resolution as a special resolution:

"That the Constitution of the Club be modified by making the amendments specified in the document tabled at this Annual General Meeting and signed by the chair of this Annual General Meeting for identification."

**PART B – Ordinary Business**

**Item 3:      *To receive and consider the 2013 Annual Financial, Directors' and Auditor's Reports***

**Item 4:      *Election of directors***

In accordance with rules 6.1(d) and 6.3(b) of the Constitution of the Club, Mr Bruce Stevenson and Mr Richard Amos both hold their current position as directors of the Club until the day of the Annual General Meeting. Each, being eligible, offers himself for re-election as a director of the Club.

Rule 6.3(e) of the Constitution of the Club provides that if the number of eligible candidates nominated for election to the office of director does not exceed the number of vacancies, then those persons nominated will be deemed to have been duly elected without the need for an election to occur. Accordingly, given there have been no other nominations for other candidates, there will be no election and Mr Stevenson and Mr Amos are duly re-elected as directors of the Club.

**Item 5:      *Presentation of Life Memberships***

**Item 6:      *Presentation of Club awards and trophies***

## EXPLANATORY MEMORANDUM

The purpose of this explanatory memorandum is to provide the members of the Club with information in relation to the proposed resolutions which are to be considered at the forthcoming Annual General Meeting of the Club.

### Item 1: Extension of Tenure of Directors (Resolutions 1.1 and 1.2)

Resolutions 1.1 and 1.2 approve the extension of Mr Jason Dunstall's and Mr Geoff Harris' tenures as director from nine years to ten years. This approval is being sought to address a technical issue in the Club's Constitution around the rotation of directors. If approved, Resolutions 1.1 and 1.2 will ensure that the appointment or election of directors that precede the upcoming Annual General Meeting comply with the terms of the Club's Constitution and the *Corporations Act 2001* (Cth) (*Corporations Act*).

The Club's Constitution relevantly provides that:

- a director appointed to fill a casual vacancy only holds office until the next general meeting following his or her appointment (rule 6.1(d));
- each director of the Club is elected for a term of three years and is then eligible for re-election, provided that not more than one third of the positions fall vacant in the same year. To ensure that not more than one third of the positions fall vacant in the same year, the directors can determine that one or more of them serves for a term of up to five years (rule 6.2(b)); and
- the tenure of a director cannot exceed nine years except in certain prescribed circumstances, including if the members resolve to extend the tenure of the director by one year (rule 6.2(C)(1)(D)).

The Club currently has eight directors. As a result of the operation of the rules set out above, four of these eight director positions are due to fall vacant at or before the forthcoming Annual General Meeting in breach of rule 6.2(b) of the Constitution. In particular:

- both Mr Jason Dunstall and Mr Geoff Harris are due to retire as directors of the Club, having each served their full tenure of nine years on the Club's Board; and
- both Mr Richard Amos and Mr Bruce Stevenson are due to retire by rotation and be eligible for re-election, having each been appointed over the course of the year to fill a casual vacancy on the Club's Board.

For completeness, it is noted that Mr Richard Garvey was also due to retire by rotation before the forthcoming Annual General Meeting, having served one full term of three years on the Club's Board. However, to reduce the number of director positions falling vacant this year, the directors resolved on 16 September 2013 pursuant to rule 6.2(b) of the Club's Constitution to extend Mr Richard Garvey's term by one year such that he is not up for re-election until the Club's 2014 Annual General Meeting.

To ensure that not more than one third of the director positions fall vacant this year, member approval is being sought to extend the tenures of Mr Jason Dunstall and Mr Geoff Harris by one year.

Notwithstanding Resolutions 1.1 and 1.2 being passed, it is intended that Mr Jason Dunstall and Mr Geoff Harris each resign from the Club's Board shortly after the Annual General Meeting and two new directors identified by the Club's Nominations and Appointments Committee be appointed by the Board to fill the casual vacancies created by these resignations. The new directors will retire by rotation at the Club's 2014 Annual General Meeting and will be eligible for re-election.

*The directors of the Club (other than Mr Jason Dunstall and Mr Geoff Harris) unanimously recommend that the members entitled to vote at the Annual General Meeting, vote in favour of Resolutions 1.1 and 1.2. Mr Jason Dunstall and Mr Geoff Harris make no recommendation.*

### Item 2: Approval for the Amendment and Modification of the Club's Constitution (Resolution 2)

Resolution 2 approves certain amendments and modifications to the Club's existing Constitution.

Section 136(2) of the Corporations Act provides that a company may modify its constitution, or a provision of its constitution, by special resolution. Accordingly, Resolution 2 will be passed if 75% of the members entitled to vote at the Annual General Meeting vote (in person or by proxy) in favour of the resolution.

A summary of the proposed amendments to the Club's Constitution is set out below:

#### • *Director Rotation Policy*

As noted above, rule 6.2(b) of the Club's Constitution provides that each director of the Club is elected for a term of three years and is then eligible for re-election, provided that not more than one third of the positions fall vacant in the same year. It is proposed that this one third director rotation policy be replaced with a 50% rotation policy to facilitate compliance with rule 6.2(b) going forward. The directors consider that, even with this amendment, the Constitution provides for adequate rotation of directors in that directors are elected for a term of three years and a maximum tenure of nine years.

#### • *Number of Directors*

Rule 6.1(e) of the Club's Constitution allows the directors to fix the maximum number of directors from time to time, provided this number is less than the maximum number of directors specified in the Constitution. It is proposed that this rule be amended to make clear that the directors' right under this rule is subject to the provisions of the Corporations Act. This change is necessary to comply with section 201P of the Corporations Act, which restricts the ability of directors to reduce the size of their board without member approval.

A copy of the amended Constitution can be obtained as follows:

- (a) from the Club's website at [www.hawthornfc.com.au](http://www.hawthornfc.com.au);
- (b) by telephoning the Club on (03) 9535 3000; or
- (c) by visiting the Club's registered office at Stadium Circuit, Mulgrave, Victoria 3170 during normal business hours.

Additionally, copies of the amended Constitution will be available for inspection at the Annual General Meeting.

***The directors of the Club unanimously recommend that the members entitled to vote at the Annual General Meeting, vote in favour of Resolution 2.***

## HOW TO VOTE:

Members entitled to vote at the Annual General Meeting may vote in the following ways:

- (a) by attending and voting at the Annual General Meeting on the date, time and place specified in this notice; or
- (b) by completing and returning a proxy form, together with any relevant power of attorney, to the Club by 7.00pm on Saturday 14 December 2013:

Lodgement by hand: Hawthorn Football Club Limited, Stadium Circuit, Mulgrave, Victoria 3170

Lodgement by mail: Hawthorn Football Club Limited, PO Box 829, Mt Waverley, Victoria 3149

Lodgement by fax: (03) 9535 3050

Lodgement by email: [hawthorn@hawthornfc.com.au](mailto:hawthorn@hawthornfc.com.au)

A proxy does not need to be a member of the Club.

If you would like to vote by proxy, please contact the Club to obtain a proxy form. Alternatively, you can download a proxy form from the Club's website.

## 2013 ANNUAL FINANCIAL REPORT

Dear Voting Member,

In accordance with the *Corporations Act 2001* (Cth), the Hawthorn Football Club is able to distribute annual reports through electronic means. Taking this into account the Club has elected to provide the 2013 Annual Report on our Official Club website. From 22 November 2013 the Annual Report will be located at <http://www.hawthornfc.com.au/club/reports-and-policies/annual-reports>.

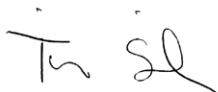
All voting members still have the option of receiving a physical copy of the 2013 Annual Report by requesting a copy:

- (a) by telephoning the Club on (03) 9535 3000; or
- (b) by visiting the Club's registered office at Stadium Circuit, Mulgrave, Victoria 3170 during normal business hours.

Additionally, copies of the 2013 Annual Report will be available for inspection at the Annual General Meeting.

Please note applications for a physical copy of the 2013 Annual Report must be received by the close of business Friday 15 November, 2013 to be received 15 business days before the Annual General Meeting.

Regards,



**Tim Silvers**

General Manager – Finance / Company Secretary



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