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RICHMOND FOOTBALL CLUB LIMITED BY-LAWS CONDUCT OF ELECTIONS FOR THE BOARD

1. Introduction

- 1.1 These by-laws are made pursuant to Clause 12 of the Constitution.
- 1.2 The object of these by-laws is to regulate and provide for certain matters related to the conduct of an election for directors of the Board not otherwise provided in the Constitution.
- 1.3 These by-laws shall be read subject to the Constitution and, to the extent that any provision of the by-laws is inconsistent with the Constitution, that provision shall be of no effect.
- 1.4 These by-laws will be made available on the Club's website.
- 1.5 Any person who intends to nominate as a candidate for election as a director must obtain a copy of the Club's board nomination form (including attachments) from the Company Secretary. At the same time, the Company Secretary will provide the person with a copy of these by-laws. The person's nomination form (and all relevant accompanying documents) must be delivered to the Company Secretary in accordance with the Constitution.

2 Candidate's Permitted Election Material

- 2.1 In order to qualify as Permitted Election Material for purposes of the Constitution, each candidate's campaign statement must meet the following requirements and be accepted by the Returning Officer:
 - (a) be submitted to the Company Secretary with the candidate's completed nomination form no later than the date that nominations close and the Returning Officer is not obligated to accept or distribute any campaign statement submitted after that date; and
 - (b) not exceed 500 words; and
 - (c) in the Returning Officer's opinion, contain no information that is untrue, misleading or scandalous or is disparaging of the Club or any individual; and
 - (d) does not include information that contravenes AFL Rules, AFL Regulations or AFL Policies (including salary cap restrictions) as available on the AFL's website; and
 - (e) must not utilise confidential information relating to the Club or the Board; and
 - (f) any other requirement that the Returning Officer determines from time to time.
- 2.2 The Returning Officer may, in his or her discretion, provide a ruling as to whether a candidate's campaign statement qualifies as Permitted Election Material under by-law 2.1, and any decision of the Returning Officer in this regard will be final.
- 2.3 The Returning Officer shall cause a copy of each candidate's campaign statement (provided it qualifies as Permitted Election Material) to be accessible via the Club's website and, where specifically requested by any members eligible to vote, to be posted to those members.
- 2.4 The conduct or results of the election shall not be invalidated or otherwise called into question by reason of any matter related to the distribution of any candidate's Permitted Election Material to members, including the non-delivery of any Permitted Election Material to members.



2.5 Distribution of Permitted Election Material under these by-laws does not entitle any candidate to examine or to obtain the Register of Members or any part of that Register. The Returning Officer will have exclusive control of the Register of Members for election purposes and, if the Returning Officer should provide the Register to one candidate, it must be made available on a consistent basis to all candidates.

3. Other Distribution of Candidate's Election Material

3.1 In addition to submitting campaign statements as referred to in by-law 2.1, candidates may distribute or communicate election information through electronic or non-electronic means after the nominations period has closed and at any time during the election period, provided the election information is in accordance with the candidate's election campaign statement and satisfies the following requirements:

- (a) in the Returning Officer's opinion, does not contain any statement that is untrue, misleading or scandalous, or is disparaging of the Club or any individual; and
- (b) does not include anything that contravenes AFL Rules, AFL Regulations or AFL Policies (including salary cap restrictions) as available on the AFL's website; and
- (c) does not utilise confidential material relating to the Club or the Board; and
- (d) any electronic communication must not include direct links to the electronic ballot; and
- (e) any other requirement that the Returning Officer determines from time to time.

3.2 Candidates must not use the Club logo, name, promotion material, insignia or use any image of any employee of the Club (including players) or make any statement that directly or indirectly implies that the candidate is endorsed by the Club as a candidate in the election.

3.3 If, in the Returning Officer's opinion, any candidate has distributed or communicated election information that does not comply with the requirements set out in by-law 3.1, the Returning Officer may issue a Cease and Desist Notice to the candidate requiring the candidate to retract or remove the non-compliant information or to take such other action as the Returning Officer deems appropriate. Where a candidate fails to comply with the Cease and Desist Notice within the timeframe prescribed in the Notice, the Returning Officer reserves the right to disqualify a candidate from proceeding with his or her nomination.

3.4 Any member who intends to nominate as a candidate for election, must not prior to the date that nominations open (or any other date specified by the Returning Officer), distribute via electronic or non-electronic means, any campaign statements or other election information that would otherwise contravene this by-law 3. Where such member fails to comply with a request from the Club to remove or retract such material, the Club may take disciplinary action against the member in accordance with the Constitution and the member will be ineligible to nominate as a candidate.

3.6 Each candidate must agree to be bound by these by-laws and by any decision of the Returning Officer.

Method of counting votes



- 4.1 Any ballot cast which indicates a preference for a number of candidates greater than the number of vacancies for which the election is being conducted shall be invalid and shall not be counted. However, if any such ballot indicates a clear order of preference among candidates (for example by consecutive numbering) the Returning Officer may decide to count the ballot as a vote only for so many of the candidates as there are vacancies, in accordance with the order of preference indicated.
- 4.2 The Returning Officer is solely responsible for ruling on the validity of any ballot and the Officer's decision shall be final.
- 4.3 A ballot which indicates a preference for a number of candidates less than the number of vacancies for which the election is being held shall be a valid vote for each of those candidates for whom a preference is indicated.
- 4.4 Subject to by-law 4.1, each valid vote cast shall be counted as one vote for each candidate for which a preference is indicated.
- 4.5 At the discretion of the Returning Officer, the voting may be conducted electronically or by other means.
- 4.6 If voting papers are used by the Returning Officer and a voting paper is forwarded to the Returning Officer by way of facsimile and the original of that voting paper is also forwarded to the Returning Officer, then only one of them shall be included in the count.
- 4.7 After all valid votes have been counted, the candidates shall be declared elected in order of the number of votes received, commencing with the candidate receiving the highest number of votes, until all vacancies have been filled.

5. **Approvals required**

If any candidate is aware of any circumstances that would cause him or her not to be eligible to become a director under any Australian Securities and Investments Commission (ASIC) requirements or pursuant to any licensing requirements of the Victorian Commission for Gambling and Liquor Regulation (VCGLR), that candidate will be ineligible to nominate as a director.

6. **Campaign conduct**

- 6.1 All candidates must conduct themselves in an ethical manner and must not engage in unreasonable behavior, or behaviour that compromises the integrity of the election process.
- 6.2 Candidates are prohibited from engaging in the following conduct:
 - (a) directly or indirectly harassing, threatening, or intimidating any Club personnel or other person involved in the conduct of the election process; and
 - (b) directly or indirectly offering bribes, bullying, harassing or threatening any member to vote for a particular candidate; and
 - (c) directly or indirectly hiring, inducing or encouraging any third party distributing via media or social media, any information that circumvents the requirements that apply to candidates under these by-laws



- 6.3 Each candidate's obligations under these by-laws are personal obligations and neither the Returning Officer nor the Company Secretary will recognize a campaign manager, agent or other third party purporting to act on behalf of a candidate.
- 6.4 In circumstances where the Returning Officer is of the opinion that a candidate has contravened any of the provisions of these by-laws, the Returning Officer and/or the Board may communicate such failure to the members or refute any contravening statements or behaviour by the candidate.

7. Assessment of candidates by Nominations Committee

- 7.1 In order to assess each candidate's eligibility and suitability as a potential director, candidates may be required to attend an interview with the Nominations Committee. At the request of a candidate, a meeting with the Nominations Committee may take place before the deadline for nominations.
- 7.2 After receiving the report of the Nominations Committee in relation to its assessment of candidates, the Board may endorse or make a recommendation to members about the candidates or any one of them and may communicate to members any failure by a candidate to meet with the Nominations Committee.