



Essendon Football Club

ACN 004 286 373

Election Rules

Adopted

26 September 2018

Essendon Football Club (ACN 004 286 373)

Election Rules

1. Preliminary

1.1 Definitions

(a) In these Rules:

AGM Date in relation to a particular year means the date that the annual general meeting of the Club will be held in that year;

Board Skills and Qualities Guidelines means the Board Skills Requirements and Directors Qualities Guidelines, as approved by the Directors from time to time;

Candidate Photograph means a passport style photograph of a Nominee for the purposes of publication in conjunction with a Candidate Statement;

Candidate Statement means a statement about a Nominee for the purposes of publication to Eligible Members;

Club means Essendon Football Club (ACN 004 286 373);

Commencement Date means 1 October 2018;

Constitution means the constitution of the Club in the current form as at the Commencement Date;

Delegate Company Secretary means such person as may be nominated by the Secretary from time to time as the 'Delegate Company Secretary' for the purposes of these Rules (which, as that the Commencement Date, is Michael Abrahams, General Counsel and Integrity Officer of the Club);

Election Book means the "Election Book" as described in clause 60 of the Constitution;

Election Book Open Period means the period from the Election Book Opening Time until the Nominations Closing Time;

Election Book Opening Time means 8.30 am on the date that is 42 days prior to the relevant AGM Date;

Extended Candidate Summary means a statement submitted by a Nominee under clause 4(a);

Nomination Form means the form for nomination of an Eligible Member as a candidate for election as a Director, as prescribed by the Secretary from time to time;

Nominations Closing Time means 5.00 pm on the date that is 35 days prior to the relevant AGM Date;

Nominator means an Eligible Member who nominates (or seconds the nomination of) an Eligible Member as a candidate for election as a Director; and

Nominee means an Eligible Member who is nominated as a candidate for election as a Director.

- (b) Terms which are defined in the Constitution have the same meanings in these Rules.

1.2 Interpretation

In these Rules headings and bold typing are included for convenience only and do not affect interpretation and:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a person includes a person in any capacity, a body corporate, an unincorporated body (for example a society or association), a trust, a partnership, a sovereign state, a government or a government department or agency;
- (e) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (f) a reference to a statute or regulation or a provision of a statute or regulation is a reference to that statute, regulation or provision as amended or a statute, regulation or provision replacing it, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws made or issued under that statute;
- (g) a reference to a document is a reference to a document of any kind including an agreement in writing, a certificate, a notice, or an instrument;
- (h) a reference in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position; and
- (i) specifying anything after the words **including, includes, for example** or similar expressions does not limit what else is included unless there is express wording to the contrary.

1.3 Object

The object of these Rules is to provide for certain matters relating to the nomination of candidates and the conduct of ballots for the election of Directors.

1.4 Constitution

- (a) These Rules are made by the Directors under clause 67 of the Constitution and are made in conjunction with the Constitution.
- (b) In the event of any conflict between these Rules and the Constitution, the Constitution prevails.

1.5 Commencement Date

These Rules commence on the Commencement Date and remain in force until revoked by the Directors.

1.6 Amendment

These Rules may be amended or replaced at any time by the Directors.

2. Nominations

2.1 Nomination through Election Book

An Eligible Member may be nominated as a candidate for election by the inclusion of the following in the Election Book during the Election Book Open Period:

- (a) the name, signature and membership number of the Nominee; and
- (b) the names, signatures and membership numbers of three Nominators.

2.2 Nomination through Nomination Form

- (a) An Eligible Member may be nominated as a candidate for election by providing a Nomination Form that has been completed in accordance with clause 2.2(b):
 - (1) by email to secretary@essendonfc.com.au;
 - (2) by post to Delegate Company Secretary (Attention: Michael Abrahams), Essendon Football Club, PO Box 17, Essendon Victoria 3040; or
 - (3) by hand delivery to Essendon Football Club, 275 Melrose Drive, Melbourne Airport Victoria 3045 (marked: 'Attention: Michael Abrahams, Delegate Company Secretary'),so that it is received by the Delegate Company Secretary by no later than the Nominations Closing Time.
 - (b) To be valid, a Nomination Form must include the:
 - (1) name, signature and membership number of the Nominee; and
 - (2) names, signatures and membership numbers of three Nominators.
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3. Candidate Statement and Candidate Photograph

- (a) Each Nominee must submit a:
 - (1) Candidate Statement (in Microsoft Word or readable PDF format); and
 - (2) Candidate Photograph (in .jpg or .eps format),to the Delegate Company Secretary:
 - (3) on a USB flash drive accompanying the completed Nomination Form; or
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- (4) by email to secretary@essendonfc.com.au,
by no later than the Nominations Closing Time.
- (b) The Secretary may decline to publish a Candidate Statement that is not provided in accordance with clause 3(a).
- (c) A Candidate Statement should include information regarding relevant background, qualifications and experience of the Nominee, but must not:
- (1) be more than 200 words in length;
 - (2) contain any content that is or may be misleading, inaccurate or disparaging of any person;
 - (3) contain the name of another person without that person's express written authority (as demonstrated to the satisfaction of the Returning Officer); and
 - (4) contain any confidential information of the Club or any material that does or may infringe the intellectual property rights of any person.
- (d) Where, in the opinion of the Returning Officer (in his or her absolute discretion), a Candidate Statement does not comply with clause 3(b) or is otherwise inappropriate, the Returning Officer may (in his or her absolute discretion):
- (1) edit the Candidate Statement as he or she sees fit; or
 - (2) direct the Secretary not to publish the Candidate Statement.

4. Extended Candidate Summary

- (a) Each Nominee must submit to the Delegate Company Secretary by no later than the Nominations Closing Time, a statement of approximately two pages summarising:
- (1) further details of the Nominee's relevant background and experience; and
 - (2) by reference to the Board Skills and Qualities Guidelines, how the Nominee believes he or she can make a valuable contribution to the governance of the Club.
- (b) The Club may request that any candidate for election provide at least 2 signed references confirming he or she possesses the Director qualities set out in the Board Skills and Qualities Guidelines.
- (c) Extended Candidate Summaries will be provided to the existing Directors for the purposes of succession planning, but will not be publicly released by the Club without the prior written consent of the relevant Nominee (not to be unreasonably withheld or delayed).

5. Publication of Nominations information

The Secretary must ensure that the following is published on the Club's principal website from at least 60 days prior to the AGM Date until the closure of any related Ballot:

- (a) the AGM Date;
- (b) copies of:
 - (1) the Nomination Form;
 - (2) the Board Skills and Qualities and Guidelines; and
 - (3) these Rules.

6. Electronic voting

For the purposes of clause 63 of the Constitution, the Directors determine that electronic voting is allowed for each Ballot for the election of Directors.