



Proposed amendments to the Geelong Football Club Constitution: Member Q&A

1. What is the Geelong Football Club Constitution?

Geelong Football Club Limited (the Club) is a public company limited by guarantee and is registered under the *Corporations Act*. The Club's Constitution is a legal document which sets out the rules which govern the relationship between the Club and its members including rules related to corporate governance, business activities, the election and appointment of Directors and the rights and obligations of members.

2. Why did the Club undertake a review of the Constitution?

From time to time, the Club reviews its Constitution to ensure that it aligns with best practice corporate governance principles and the Club's current operations. The Club last reviewed and updated its Constitution in 2018. We think it is timely to undertake another review of the Constitution. In conducting the review, we have considered at current corporate governance principles, principles from the Australian Institute of Company Directors as well as other club constitutions that have been recently updated.

3. What are the proposed amendments to the Constitution?

Following the review process, the Club proposes amendments to the Constitution in relation to:

1. Extending the scope of members entitled to vote at general meetings of members of the Club;
2. Referencing the Club's Membership Code of Conduct within the disciplinary powers provisions;
3. Removing outdated references to gaming;
4. Formalising tenure limits for Directors of the Club;
5. Recognition of the use of technology for general meetings of members of the Club.

The proposed amendments are marked in the version of the Constitution available on the Club website at [Mark Up of Constitution](#).

4. Do the Club Directors and Executive support the proposed amendments to the Constitution?

Yes, the Club Directors and Executive unanimously support the proposed amendments to the Club's Constitution and recommend that Members vote in favour of the special resolution to amend the Constitution.

5. Specific proposed amendments

(a) Why is the Club proposing a change to the voting rights of members?

Currently, in order for a Member (other than Life Members and Social Club Members) to be eligible to vote at a general meeting of the Club that person must have a 5 or more home game access membership. We believe that this requirement is not sufficiently inclusive and that some other persons who are members of the Club should also have voting rights. Accordingly, the Club proposes that voting rights be extended to members over the age of 18 who have paid for a Club membership for the season, have a current and valid membership at the time of the meeting and the terms of the

Geelong Football Club Ltd

GMHBA Stadium

PO Box 461 Geelong VIC 3220

Premiers

1878, 1879, 1880, 1882, 1883, 1884, 1886

1925, 1931, 1937, 1951, 1952, 1963

2007, 2009, 2011, 2022



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membership provide for the person to have voting rights. In practical terms, this change would give voting rights to adult members who have paid for a Club membership, and equates to approximately 70% of the Club's current membership.

(b) What are the proposed updates to the member discipline rules?

The Club's Constitution currently provides the Club with a mechanism to address disciplinary matters relating to Members. The proposed amendment would clarify that the mechanisms apply where a Member engages in conduct that is inconsistent with or in breach of the Club's codes of conduct, most notably the Club's Membership Code of Conduct.

The Club's Membership Code of Conduct sets out appropriate standards of behaviour in the interests of ensuring our members and others have a positive experience when attending Club matches and events. For example, it seeks to ensure Members conduct themselves in a lawful and respectful manner and to refrain from anti-social behaviours such as discrimination, vilification and harassment. The Club's Membership Code of Conduct is available on the Club website at [Membership Code of Conduct](#).

(c) Why is the Club removing references to gambling?

The Club exited the gaming industry several years ago and no longer holds a licence to operate a gaming venue. Accordingly, some clauses in the Constitution specific to gambling are no longer required and are proposed to be removed. This does not impact the Members ability to engage with any personal gambling activities such as wagering online.

(d) What are the proposed tenure limits for Club Directors?

In its current form, the Club's Constitution does not expressly provide for a tenure limit for Directors of the Club. A tenure limit for Directors of 12 years has generally been achieved via convention.

The Club proposes to formalise a standard tenure limit for Elected Directors of a total of 9 years. This time limit is based on 3 terms of 3 years. The election of Elected Directors remains subject to a vote by voting members at a General Meeting of the Club. An Elected Director who has served for 9 years as an Elected Director may be eligible to be elected at a General Meeting of the Club for a further term of 3 years with the support of 75% of the Elected Directors at the relevant time and also provided that the relevant person has not previously served as an Appointed Director or Casual Appointee (as opposed to an Elected Director) for more than one year.

The Club also proposes to clarify that a person cannot be appointed as an Appointed Director for a term exceeding three years, and that a person who has served as an Elected Member for 9 years or more cannot then be appointed as an Appointed Director of the Club.

Tenure limits are widely considered an important and appropriate aspect of good governance and provide a mechanism to balance the benefits of director experience and continuity with the benefits of renewal and fresh thinking. The Club believes the proposed tenure limits would provide Directors with a sufficient period of time to contribute meaningfully to the Club while also allowing opportunities for new Directors to be appointed.

The proposed tenure limits would apply to existing and future Club directors alike. Of the existing directors, other than Craig Drummond (who is standing down at the end of the year), no Director has served a term greater than the proposed tenure limit and therefore no Director would need to step down and all would be eligible to nominate for the next Club election in 2025.

(e) What are the practical implications of the changes relating to the use of technology?

The Club's Constitution provides that at the discretion of the Board, voting members may vote electronically on any matter they are entitled to vote on under the Constitution. Consistent with this change, the proposed amendment will formalise the ability to use technology for general meetings of members of the Club, namely, the Annual General Meeting and Special General Meetings. This change is consistent with best practice. In addition, the amendment is consistent with Section 249S of the *Corporations Act* which provides that companies may use technology to conduct meetings. We note that this does not replace in person meetings, it just gives the Club the ability to provide an alternative to in person meetings if necessary.

6. What opportunities did members have to provide feedback on the proposed amendments?

Members have been offered the opportunity to provide the Club with feedback on the proposed amendments to the Constitution at a member forum held in August 2024 and via a member survey in October 2024. We have greatly appreciated the feedback received, including over 2,300 survey responses, and it has helped shape the final proposed amendments.

7. What is the process for voting on the proposed amendments to the Constitution?

Members who are currently entitled to vote at a general meeting of the Club will have the opportunity to vote on the proposed amendments as a collective proposal at the upcoming Club Annual General Meeting on Wednesday 18 December 2024. Each voting member will receive one (1) vote.

Those who cannot attend the AGM in person may nominate a proxy. Proxy appointments must be received by the Club by no later than 48 hours before the AGM (being not later than 7pm (AEDT) on Monday, 16 December 2024).

Support from 75% or more of voting members either present in person or by proxy at the Annual General Meeting is required for the proposed amendments to be approved. For the avoidance of doubt, only votes submitted at the AGM (in person or by proxy) are able to be counted.

8. What happens after the vote?

Should the proposed amendments pass, they will take effect from the conclusion of the Annual General Meeting on Wednesday, 18 December 2024 and an updated version of the Constitution will be made available on the Club website. If the proposed amendments do not pass, the Constitution will remain in its current form.