

Melbourne Football Club Limited Board Election Rules ("Rules")

1. Purpose

These Rules provide:

- (a) information to ensure a fair and open election; and
- (b) for matters relating to the nomination of candidates and the conduct of ballots for the election of Directors.

2. General

- (a) These Rules are made by the Board of the Melbourne Football Club Limited (**Club**) pursuant to the powers conferred by Section 3.4(e) and Section 5.3 of the Constitution.
- (b) Should there be any inconsistency between these Rules and the Constitution, the provisions of the Constitution shall prevail.
- (c) All defined terms have the same meaning as that in the Constitution.
- (d) These Rules commence by resolution of the Board and remain in force until amended or revoked by the Directors.

3. Returning Officer

Under Section 3.4(b) of the constitution the Secretary of Melbourne Football Club Limited will act as the Returning Officer for the conduct of the election. The Returning Officer may at their discretion, consult with the Board, Election Committee, advisers and experts as required. The Returning Officer will perform the duties and may exercise powers conferred by the Constitution and these Rules and may engage an independent third party to oversee the conduct of the election, including the tallying of votes.

4. Nominations

- (a) The Returning Officer shall ensure that a notice informing members of the opportunity to nominate to become a candidate for election as a Director of the Club is published (**Call for Nominations**).
- (b) The Call for Nominations will be published in at least one major Australian newspaper and on the Club's website on a date determined by the Board.
- (c) Upon the Call for Nominations, or as otherwise determined by the Board, the Board will publish on the Club's website a statement comprising the experience, skills, values, diversity and other attributes of directors it considers are required by the Club and the Board (**Board Credentials Statement**).
- (d) Upon the Call for Nominations, the Club website shall include information and materials relating to the nomination process, including:
 - i. a timetable;
 - ii. the Board Credentials Statement;

- iii. the contact details of the Returning Officer for seeking information concerning nomination and the relevant form for making a nomination for election as a Director (**Nomination Form**); and
 - iv. these Rules and the Constitution.
- (e) A person who completes a Nomination Form is a nominee for election as a director of the Club (**Nominee**).
- (f) On receipt by the Club of a Nomination Form, a candidate assessment review (**Candidate Assessment Review**) shall be conducted in relation to the Nominee.

5. Candidate Assessment

- (a) The Candidate Assessment is comprised of two parts:
- i. A nominee eligibility review by the Company Secretary/Returning Officer of the Nominee (**Eligibility Review**); and
 - ii. A review by the Election Committee of the Nominee's suitability and alignment with the Board Credentials Statement (**Candidate Review**).

Eligibility Review

- (b) On receipt of a Nomination Form, the Returning Officer shall review the nomination to assess whether the Nominee meets minimum governance criteria for the candidate to progress to candidacy for election as a Director of the Club: Specifically, the Returning Officer shall conduct a review as to whether the nominee, to the reasonable satisfaction of the Returning Officer acting independently, meets the following:
- i. eligibility requirements under the Constitution;
 - ii. satisfactory completion of the Nomination Form;
 - iii. is a Voting Member aged eighteen (18) or over;
 - iv. would likely meet eligibility requirements to be registered under all relevant regulators (including but not limited to the AFL and the VCGLR);
 - v. does not have a conflict of interest in relation to their potential candidacy;
 - vi. is not, or has not in the past ten (10) years been bankrupt;
 - vii. is not, and has not in the past ten (10) years, been disqualified by law from acting as a director of any company;
 - viii. has not, and is not likely to, bring the Club into disrepute; and
 - ix. any other factor the Returning Officer deems to be relevant.
- (c) When a Nominee successfully meets the Eligibility Review assessment, they become a candidate for election as a Director of the Club (**Candidate**).
- (d) In relation to Candidates, the Returning Officer shall:
- i. inform the Nominee that they have been successful in the Governance Review and that they have progressed to becoming a Candidate;
 - ii. inform the Election Committee of the Candidate's candidacy; and
 - iii. ask the Candidate if they wish to submit their candidacy to a Candidate Review by the Election Committee.
- (e) If a Nominee does not meet the Eligibility Review assessment, the Returning Officer shall inform the Nominee and the nomination shall not be progressed by the Club.

Candidate Review

- (f) Should a Candidate agree to a Candidate Review, the Election Committee shall take any and all steps at its sole discretion to assess the Candidate's alignment with the Board Credentials Statement.
- (g) In performing the Candidate Review, the Election Committee may request additional information and /or meet with the Candidate, regulators and any other parties that may inform its decision.
- (h) If the Election Committee forms a view that a Candidate meets the criteria of the Candidate Review, the Election Committee will inform the Returning Officer and the Candidate, and the Returning Officer shall include in the Candidate Statement a statement to be determined by the Club to the effect that the Candidate has been assessed as qualified for candidacy at the election (**Qualification Statement**).
- (i) The Board, may at its discretion, endorse a candidate or candidates.

6. Withdrawal of a Nomination

A Candidate is permitted to withdraw their nomination in writing to the Returning Officer at any time.

7. Contested Elections

If the number of Candidates exceeds the number of Board vacancies and in circumstances described in the Constitution, an election will be held and Rules 8, 9, 10 and 11 below will be applied.

8. Candidate Statements

- (a) Each candidate is entitled to:
 - i. A statement of no more than 300 words (**Word Limit**); and
 - ii. A passport size photo.
- (b) All information must be provided electronically to the Returning Officer in the Nomination Form and by no later than the close of nominations.
- (c) Information provided by a Nominee additional to information provided in the Nomination Form will not be included in the candidate's statement.
- (d) The following words shall not count towards the Word Limit:
 - i. Any Qualification Statement; and
 - ii. Name, title and academic post-nominals.
- (e) Where, in the opinion of the Returning Officer (in his or her absolute discretion), a Candidate Statement does not comply with the requirements under the Rules or is otherwise inappropriate, the Returning Officer may edit the Candidate Statement as he or she sees fit or decline to publish the Candidate Statement.

9. Contested election rules

- (a) Election material and any other written or verbal statement by or on behalf of a Nominee or a Candidate during the nomination and election period must not:

- i. disparage or other reflect adversely on the standing of the Club or its players, members, directors, officers, staff, Nominees or Candidates;
 - ii. mislead or deceive, or be likely to mislead or deceive, Members in relation to the casting of their vote;
 - iii. directly or indirectly seek, claim or refer to endorsement of their candidature from any current player or employee of the Club;
 - iv. contain the name of another person without that person's express written authority (as demonstrated to the satisfaction of the Returning Officer); or
 - v. contain any confidential information of the Club or any material that does or may infringe the intellectual property rights of any person.
- (b) Except as provided for under these Rules, Candidates are not permitted to engage in electioneering.
- (c) For the purposes of these Rules electioneering means any of the following kinds of conduct, either engaged in personally by the Candidate or by another person with the permission or authorisation of the Candidate:
 - i. campaigning for the office of director or drawing attention to the fact the Candidate is seeking to be appointed as a director by:
 - A. placing an advertisement in a newspaper, magazine or other similar publication;
 - B. placing a placard or billboard in a location that can be seen by the general public;
 - C. giving an interview that is transmitted to the general public by way of the media, including radio, television, blog or vlog;
 - D. posting to a website or to a social media platform material that can be viewed by the general public; or
 - E. sending hard copy or electronic communications to persons in circumstances that does not satisfy Rule 9(d)(ii); and
 - ii. other conduct specified by the Board from time to time as notified by the Board to all Candidates and that applies equally to all Candidates.
- (d) For the avoidance of doubt electioneering does not include conduct that involves:
 - i. a private conversation between the Candidate and a voting member (including by way of text message and/or email) that discusses the Candidature and does not contravene Rule 9(a);
 - ii. sending a communication to multiple voting members, provided that:
 - A. the proposed communication shall only be sent to voting members;
 - B. the proposed communication shall be personally addressed to and sent to each recipient;

- C. the proposed communication shall only be sent to a recipient with whom the Candidate has a personal connection other than, or beyond, solely by virtue of the recipient being a member of the Club;
- D. the proposed communication must state prominently that:

"This communication is not to be made available to persons who are not voting members of the Club.";
- E. any information in the proposed communication, other than that contained in the Candidate's Statement of that Candidate, shall be provided to the Returning Officer at least three business days before it is to be sent to any voting members and shall only be sent to any voting members if the Returning Officer has not raised any objection to the proposed additional information prior to the expiration of the three business days;
- F. only one communication is to be sent by the Candidate (or on his or her behalf) to any given voting member in relation to the election; and
- G. the communication does not contravene Rule 9(a) above.

10. Order of candidates on Ballot Papers

A draw will be conducted to determine the order of candidates on the ballot paper.

11. Scrutineers

- (a) Any candidate who wishes to nominate a scrutineer must do so to the Returning Officer within seven (7) days of the close of the ballot. A Candidate may not act as a scrutineer.
- (b) Scrutineer access and conduct requirements will be at the absolute discretion of the Returning Officer.

12. Sanctions

Should a Candidate breach or fail to comply with any of these Rules or the Constitution, the Returning Officer, acting independently and reasonably, may:

- i. caution the Candidate;
- ii. require the candidate to amend, withdraw or cause the withdrawal of any statement, including setting any deadlines for same
- iii. require the candidate to cease any action including setting deadlines for same
- iv. withdraw the Candidate from the election; or
- v. take any other step to remedy the issue as determined by the Returning Officer.