

Carlton Football Club Limited
ACN 005 449 909
Notice of Annual General Meeting

Notice is hereby given that the 157th Annual General Meeting of the Carlton Football Club Limited ACN 005 449 909 (**Club**) will be held online at <https://meetnow.global/MAGXTSK> on Tuesday, 22nd February 2022 at 6:30pm (AEDT).

Ordinary business

1. Financial statements and reports

To receive and consider the financial report, the directors' report and the auditors' report for the financial year ended 31 October 2021.

2. Election of directors

To declare the results of the election of **three (3) Directors** of the Company in accordance with the Club's constitution. The candidates are:

- a. Bedri Sainovski, who offers himself for election;
- b. Greg Williams, who offers himself for re-election in accordance with 9.5(a)(i) of the Club's constitution;
- c. Luke Sayers, who offers himself for re-election in accordance with 9.2(c) of the Club's constitution
- d. Patty Kinnersly, who offers herself for re-election in accordance with 9.2(c) of the Club's constitution;

3. Approval of replacement constitution

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

"For the purposes of section 136(2) of the Corporations Act 2001 (Cth) and all other purposes, approval is given for the Club to repeal its existing Constitution and adopt a new Constitution in its place in the form set out in Annexure A."

4. Life members

To announce the players who have achieved the Playing Life Membership Criteria and are deemed to be Life members of the Club.

Other business

To deal with any other business that may be brought forward in accordance with the Club's constitution and the *Corporations Act 2001* (Cth).

By order of the board:



Thomas Crookes
Company Secretary
24 January 2022

Further information

Voting entitlement

In accordance with the Club's constitution and the *Corporations Act 2001* (Cth), a member's entitlement to attend and vote for the purposes of the Director Election prior to the meeting will be taken to be the entitlement of that person shown in the Register of Members as at 9:00am (AEDT) on Friday 1 October 2021. It is noted that new ordinary members that have joined since 1 October 2021 and that were not previously a member for the 2021 will not have the ability to vote in the Director Election.

In accordance with the Club's constitution and the *Corporations Act 2001* (Cth), a member's entitlement to attend and vote for the purposes of the replacement constitution at the meeting will be taken to be the entitlement of that person shown in the Register of Members as at 5:00pm (AEDT) on Friday 18 February 2022. It is noted that 2021 season ordinary members that have not become ordinary members for the 2022 season by 5:00pm (AEDT) on Friday 18 February 2022 will not have the ability to vote on the replacement constitution.

Director Election – How to vote

Computershare Investor Services Pty Limited (**Computershare**) has been appointed to conduct the voting process as an independent body. You are able to vote *online* or *by post*, Members are encouraged to vote online to assist the club with its cost saving and environmental initiatives.

Online

If you wish to vote online, please go to www.investorvote.com.au/CFC2022DE and follow the instructions. *Each Voting Member may only vote once, the first vote received from you will be counted.* In order to log on, you will require:

- **your member number;** and
- **your postcode** as it appears on the Club's Register of Members (overseas members will need to use their country code rather than postcode when logging in).

Post

If you are unable to vote online, please contact Membership Department on 03 9387 1400 who will arrange for you to be sent a postal ballot. You are encouraged to utilise your voting rights as a member. **Each Voting Member may only vote once.** All ballots must be **received** prior to **5.00pm (AEDT) on Friday 18 February 2022** to be valid.

Proxies

In relation to the consideration of the replacement constitution, each ordinary member has a right to appoint a proxy who must be an ordinary member of the Club. Proxy forms are available at www.investorvote.com.au/CFC2022AGM. If you require a hard copy Proxy form, please contact the Club Membership Department.

All proxies must be received no later than 6.30pm Monday 21 February 2022 by Computershare via the link provided above, email at votingservices@computershare.com.au or by post at PO Box 2062, Melbourne, Victoria 8060. Any proxies received after this time will not be valid.

Annual Report

To access the Club's Annual Report please go to the Club's website at www.carltonfc.com.au. Please contact the Club if you require a hard copy.

1. Financial statements and reports

Section 317 of the *Corporations Act 2001 (Cth)* (**Corporations Act**) requires the financial report, the directors' report and the auditor's report for the last financial year to be laid before the Club's annual general meeting. Members will have a reasonable opportunity at the meeting to ask questions and comment on these reports and on the Club's business and operations. There is no requirement for members to vote or approve the reports.

2. Election of directors

In accordance with clause 9.2 of the Constitution, every year one-third of the Club's directors (or the number nearest to one-third) must retire from office as of the Friday immediately before the date set for the annual general meeting, but will be eligible for re-election. The directors to retire in each year will be the directors who have been the longest in office.

As Luke Sayers and Patty Kinnersly are the longest serving directors, they are required to retire by rotation.

Greg Williams was appointed to the Board to fill a casual vacancy in accordance with clause 9.5(a)(ii) of the Constitution and is therefore also required to nominate for election

Greg Williams, Luke Sayers and Patty Kinnersly have nominated for election. The Club has received one additional nomination from: Bedri Sainovski. Accordingly, there is the requirement for a ballot.

The results of the ballot will be announced at the annual general meeting.

3. Approval of replacement constitution

The Carlton Football Club Board undertook a targeted review into aspects of the Club Constitution, following a commitment made to members at the Club's AGM in February 2021. The purpose of this review was to implement changes to progress the growth and values of the Club as a fully inclusive community.

The targeted review involved engagement of independent advice and consultation with stakeholders to identify recommended changes that include addressing the adequacy of the Constitution in reflecting the establishment of the AFL Women's competition and the Club's commitment to its Reconciliation Action Plan (**RAP**).

Pursuant to section 136 of the Corporations Act, the Club may modify or repeal its Constitution with approval by a special resolution of the Club's members. Therefore, at least 75% of the votes cast by members present and entitled to vote must be cast in favour of the resolution (either in person or by proxy).

These proposed changes are some of the most significant ever made in over 150 years of the Club's history and are summarised below:

- Adequacy of recognition of Traditional Owners of the grounds upon which the Club plays;
- Adequacy of recognition of AFLW and AFLW players;
- Adequacy of provisions for voting rights; and
- General governance improvements.

The proposed reform would acknowledge the traditional ownership and contributions of First Nations Peoples, acknowledge athletes of all genders, amend and extend member voting rights and include governance improvements.

It is not practicable to list all of the changes to the Constitution in detail in these explanatory notes. However, a summary of the proposed material changes is set out below.

If you are receiving this Notice via email, a full copy of the proposed Constitution (**Replacement Constitution**) to be passed for adoption as a special resolution has been included as Annexure A to this Notice of Meeting. If you are receiving this Notice via post, you may access the Replacement Constitution online at <https://www.carltonfc.com.au/club/about>. Alternatively, you may request from the Club Membership Department a copy of the Replacement Constitution.

1. Recognising First Nations Peoples

As part of the review process, a working group comprising of RAP advisors, and Indigenous leaders from within and outside of the Club was established to acknowledge the Traditional Owners of the lands upon which the Club plays, at home and away, and to honour the contribution of the First Nations Peoples to the formation, development, and celebration of the game.

The proposed change to the Constitution reflects the feedback from this working group and formally recognises First Nations people within the Club's objects.

2. Promotion of diversity

The Club's objects within the Replacement Constitution have been amended to be more reflective of the modern Carlton Football Club objects and to be more inclusive, including in relation to supporting social, cultural and gender diversity across the Club.

Further, the Replacement Constitution provides for gender neutrality by ensuring that the language used in the Constitution is inclusive and a reflection of society today, as well as the Club's endeavor to be a leader in gender equality. As such, all instances of 'his' and 'her' are proposed to be replaced with 'their' to encompass all genders.

3. Expansion of voting members

Under the current reading of the Constitution, only members classed as an "ordinary member" (an AFL 11-game, adult member) obtain the right to vote.

Importantly the proposed change now extends voting rights to more members, including AFLW members as well as AFL Club support members – whose membership fee is split between the AFL and the Club.

To ensure that only paid up members are eligible to vote at annual general meetings of the Club, it is proposed that the due date for payment of annual membership subscriptions be brought forward to 1 September each year and the membership term be aligned with the scheduling of the annual general meeting.

Further, to provide the Board with more flexibility, it is proposed that the category of donor membership be substituted with a broader category of honorary membership, being those persons appointed by the Board in its discretion by reason or special services rendered to the Club, their standing in the community or otherwise.

4. Meetings of members

Replacement Constitution reduces the quorum requirements for an extraordinary general meeting to 25 voting members. This is consistent with the quorum requirements for an annual general meeting.

Under the Replacement Constitution, a poll may also be demanded by at least 5 voting members which again is consistent with the threshold contained in the Corporations Act.

Further, the Replacement Constitution allows the Club to hold hybrid meetings, being general meetings conducted from a physical location in combination with participation from other physical or virtual locations via electronic facilities. The chairperson of the hybrid meeting must be satisfied that adequate facilities are available throughout the hybrid meeting to ensure that members attending by all means are able to participate in the business for which the hybrid meeting has been convened.

5. AFLW players recognised equally

The inclusion and specific recognition of the AFLW competition and our AFLW members, appropriately reflects the establishment of the women's competition and ensures our AFLW players are recognised equally to our AFL players.

Therefore, the Club's objects within the Replacement Constitution have been updated to reflect all / any competitions in which the Club fields a team rather than just the traditional sense of AFL / VFL.

6. Improvements to Board Governance

In the promotion of Board resilience and to remove the unintended consequence of significant instability as a result of the previous change to the minimum Director requirements, an amendment to the term of appointment for a Director has been reflected. This amendment changes the required number of Directors to retire by rotation each year from one third of the Board to one quarter. This change ensures that with a Board of between 6-8 members and where casual vacancies arise during a period, that an unreasonable amount of Director positions are not vacated from office at once.

In addition, to bring the Constitution in line with contemporary corporate governance principles, it is proposed that those Directors appointed to fill a casual vacancy will hold office until the annual general meeting following their appointment at which time they will be required to stand for election.

7. Minor improvements

Miscellaneous other drafting enhancements and modernisations have been proposed to improve clarity and consistency of terminology and to ensure the Club can continue to operate effectively in the current environment

4. Life members

Those players who have achieved the Player Life Membership Criteria and are deemed to be a Life member of the Club under clause 3.5(b) of the Constitution will be announced at the annual general meeting and admitted to life membership of the Club. These players will be formally presented with their life membership at a further formal Club event during 2022.