

# Collingwood Football Club Limited (ACN 006 211 196)



## Board Election Rules (“Election By-Laws”)

### 1 Purpose

- 1.1 These Election By-Laws have been adopted by the Board of the Club to ensure that the process for the election of Board members is transparent and fair.
- 1.2 These Election By-Laws replace clauses 212 to 263 of the Collingwood Football Club By-Laws.
- 1.3 These Election By-Laws come into effect from 6<sup>th</sup> October 2021.

### 2 Articles of Association

- 2.1 These Election By-Laws are made by the Board of the Club under Article 33(k) of the Club's Memorandum and Articles of Association (**Articles of Association**).
- 2.2 In the event of a conflict or inconsistency between the Articles of Association and these Election By-Laws, the Articles of Association will prevail.
- 2.3 Except as provided for in these Election By-Laws, all defined terms have the same meaning that they have in the Articles of Association.

### 3 Returning Officer

- 3.1 Prior to an election, the Board will appoint a Returning Officer to be responsible for all matters connected with the conduct of the election.
- 3.2 The Returning Officer must not be a member, officer, employee, consultant or existing advisor of the Club.
- 3.3 For the avoidance of any doubt the Board may appoint a company as the Returning Officer.

### 4 Nominations and Election

- 4.1 For the purposes of Article 48 of the Articles of Association:
  - (a) nominations of persons for election as Board members must be in the form determined by the Returning Officer and be signed by at least two members entitled to vote at the election (excluding the nominee) and the nominee;
  - (b) nominations must be provided to the Club by the date determined by the Returning Officer, which must be no later than 14 days prior to the date of the annual general meeting or other date of the election (or the date the election commences); and
  - (c) any retiring member of the Board who has provided the Chief Executive Officer or Returning Officer with a signed declaration that he or she seeks re-election in accordance with Article 24(c) of the Articles of Association will be deemed to have been nominated.
- 4.2 To be eligible for election, a member must:
  - (a) be a current Ordinary Member over the age of 18 years and not a current or former bankrupt or subject to mental incapacity;

- (b) subject to Article 25(b) of the Articles of Association, have been an Ordinary Member for at least 24 months immediately prior to his or her nomination;
  - (c) not have been convicted on indictment of an offence that involves dishonesty and is punishable by imprisonment for at least 3 months;
  - (d) not have been subject to any member disciplinary action by the Club;
  - (e) provide, together with their nomination, a signed consent to act as a Director;
  - (f) prior to and for the duration of the nomination procedure, and during the election process, be deemed “a fit and proper person” at the discretion of the Returning Officer and/or President; and
  - (g) agree to be bound by these Election By-Laws and by any decision of the Returning Officer.
- 4.3 The Returning Officer will, acting reasonably, determine whether a candidate is deemed a “fit and proper person” and take into account such matters as the Company Secretary and Returning Officer deem relevant from time to time, including but not limited to:
- (a) the candidate’s compliance with all the Articles of Association and all Club By-Laws;
  - (b) if the candidate has made or continues to make derogatory, embarrassing or insulting remarks of or about any other Board members or candidates or executives or employees of the Club, including players or coaching staff; and
  - (c) the candidate’s compliance with the Board Skills and Qualities Guidelines, available to candidates upon request, adopted by the Board from time to time.

## **5 Candidate’s Nomination Material**

5.1 Each candidate’s nomination must be accompanied with:

- (a) one statement to members of no more than 200 words setting out the background, qualifications and experience of the candidate;
- (b) an extended application from the candidate to the Club, providing further details of the candidate’s relevant background and experience and how the candidate believes they will make a valuable contribution to the Club;
- (c) two references; and
- (d) a photo of the candidate,

in the form and format required by the Returning Officer.

5.2 A candidate’s statement (and any other statement or publication made by or on behalf of a candidate or prospective candidate in connection with an election) must not, in the opinion of the Returning Officer:

- (a) reflect adversely on the standing of the Club;
- (b) contain any statement that is untrue, misleading or scandalous or disparaging of the Club or any person;
- (c) contain a statement that is likely to mislead or deceive members in relation to the casting of their vote;
- (d) contain the name of any other person, without that person’s written consent;
- (e) make any criticism of another candidate or Board Member;

- (f) directly or indirectly seek or claim endorsement of election from the Club or from any current or former player or employee of the Club;
- (g) use any item of the Club's intellectual property (including the Club's logo and branding) or information that is known to be confidential; or
- (h) breach AFL Rules, AFL Regulations or AFL Policies (including salary cap restrictions) as available on the AFL's website.

## **6 Campaign conduct and materials**

- 6.1 All candidates and prospective candidates must conduct themselves in an ethical manner and must not engage in unreasonable behaviour, or behaviour that compromises the integrity of the election process or the standing of the Club.
- 6.2 Candidates and prospective candidates are prohibited from engaging in the following conduct:
  - (a) directly or indirectly harassing, threatening, or intimidating any Club staff or other person involved in the conduct of the election process;
  - (b) directly or indirectly offering bribes, incentives or inducements to any member to vote for a particular candidate;
  - (c) directly or indirectly bullying, harassing or threatening any member; and
  - (d) directly or indirectly hiring, inducing or encouraging any third party or member to distribute any information or material that circumvents the requirements that apply to candidates.
- 6.3 Candidates and members who intend to nominate as candidates may only distribute or communicate election information to members or otherwise at times and in forms determined by the Returning Officer and Company Secretary. Any such materials must be reviewed and approved by the Returning Officer and Company Secretary before dissemination and must comply with the requirement of section 6.2 of these Election By-Laws.

## **7 Sanctions**

- 7.1 If a candidate or member (or person acting for or on behalf of the candidate or member) breaches or fails to comply with any of these Election By-Laws and/or the Articles of Association, the Company Secretary and Returning Officer are each empowered to:
  - (a) refuse to post or approve any materials or statements prepared by the candidate or member, or correct or amend such materials or statements, including by making a public statement or otherwise;
  - (b) require a candidate or member to correct, retract or remove non-compliant materials or statements;
  - (c) caution the candidate or member;
  - (d) reprimand the candidate or member;
  - (e) suspend the candidate's or member's membership for a certain period;
  - (f) withdraw the candidate's nomination (or declare that the member is ineligible to be nominated as candidate);
  - (g) exclude any vote counted towards the candidate if the ballot has already been distributed; or
  - (h) implement such other sanction as the Company Secretary and Returning Officer, acting reasonably, determine.

## **8 Withdrawal of Nomination**

8.1 A candidate who has been nominated in an election is permitted to withdraw their nomination, in writing to the Returning Officer.

8.2 Any votes cast prior to a nominee withdrawing their nomination will not be permitted to be re-cast.

## **9 Uncontested election**

9.1 If at the close of nominations no nominations have been received, the unfilled positions will be filled in accordance with Article 27 of the Articles of Association.

9.2 In the instance that there are as many nominations as positions vacant, those candidates are to be elected by resolution passed at the annual general meeting.

## **10 Contested election**

10.1 If the number of valid nominations received is greater than the number of vacancies to be filled:

(a) a ballot will be held in accordance with Article 49 of the Articles of Association;

(b) the Board will determine:

(i) the date on which polling opens; and

(ii) the date on which polling closes;

(c) the Returning Officer will make the necessary arrangements for an election by electronic and postal ballot; and

(d) ballot papers will be made available by mail at the request of an eligible voting member or where the Club does not have means to provide ballot papers electronically to an eligible voting member, or will otherwise be made available electronically.

10.2 All ballot papers will be issued by the authority of the Returning Officer and no-one else.

10.3 The Returning Officer shall be responsible for the design, content and colour of ballot papers and all other forms and notices printed in connection with the election.

10.4 The Returning Officer will as soon as practical, conduct a draw to determine the order of candidates on the ballot paper.

## **11 Voting**

11.1 Eligible voting members comprise Ordinary Members and Life Members of the Club.

11.2 An Ordinary Member must have paid such membership subscriptions as were due and payable before the general meeting (if voting is to occur at a meeting) or as at the date polling opens (if voting is to occur by ballot), and for the purpose of Article 10(b) of the Articles of Association, must:

(a) be at least 18 years of age;

(b) be entitled to access all 11 of the Club's home games or hold a membership that is designated as a Legends membership by the Club during the Home and Away Season as scheduled by the Australian Football League (excluding practice, pre-season and finals games) (**Home & Away Season**); and

(c) at the date of the general meeting or the date polling opens:

(i) hold a membership in any one of the following categories:

(A) Club 5;

(B) Legends;

(C) All other season ticket membership packages (access to all games) purchased with a Social Club add-on; and

(ii) validly hold that membership for the current Home & Away Season, or if the general meeting or date of polling opening is outside of the Home & Away Season, for the Home & Away Season preceding or following that date.

11.3 Ballot papers returned by post must be received by the Returning Officer no later than close of business on the day the polling closes, otherwise the vote will be marked as invalid and not count towards the election.

11.4 Eligible voting members are only entitled to vote once, and only the first ballot paper received by each voting member will be accepted.

11.5 The Returning Officer and people engaged by the Returning Officer will be responsible for counting votes.

11.6 Ballot papers returned electronically or by post which are irregular, purport to vote for a greater or lesser number of candidates than are required to fill the positions vacant, or which are marked in a way that the member's intention cannot be ascertained, will be invalid and not count towards the election.

## **12 Scrutineers**

Any candidate who wishes to nominate a scrutineer must notify the Returning Officer at least seven days prior to the close of polling. A candidate may not act as a scrutineer.

## **13 Matters not expressly covered**

The Returning Officer may resolve, or refer to the President, any question that arises before or during an election which is not expressly covered by the Articles of Association or these By-Laws. Any decision by the Returning Officer or the President (as the case may be), which must not be inconsistent with the Articles of Association or these By-Laws, will be final and binding.

## **14 Publication of information**

The Company Secretary must ensure that the following is published on the Club's website from at least 60 days prior to the date of an annual general meeting and until the closure of any related election ballot:

(a) the annual general meeting date;

(b) the date polling will open and the date polling will close;

(c) the closing date for nominations; and

(d) copies of:

(i) nomination instructions; and

(ii) these Election By-Laws.