

FIFTH ELECTION RULES

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

Endorsed and current as at December 2022

1. Purpose

These Rules provide:

- (a) information to ensure a fair and open election;
- (b) for matters relating to the nomination of candidates and the conduct of ballots for the election of Directors;
- (c) for matters to ensure that election material and communication is directed to Melbourne Football Club (MFC) Members in a transparent and egalitarian manner and in accordance with these Rules; and
- (d) protection for the MFC's brand and reputation.

2. General

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

3. Election Committee

- (a) Pursuant to rule 10 of the Constitution, before each election the Board shall establish an Election Committee (**Election Committee**) comprising some or all of those Directors who will not be Nominees or Candidates in the election.
- (b) The responsibilities of the Election Committee include:
 - i. recommending the appointment of members of the Candidate Assessment Committee to the Board;
 - ii. advising the Returning Officer as requested in relation to the conduct of the election;
 - iii. recommending any necessary or desirable changes to these Rules to the Board; and
 - iv. any other matters referred by the Board.
- (c) For the avoidance of doubt, the Returning Officer is not subject to direction by the Election Committee.

4. Returning Officer

Under rule 3.4(b) of the Constitution, the Secretary 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 assist with the conduct of the election, including the counting of votes.

5. Call for 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**). Nominations will be open for at least one week.
- (b) The Call for Nominations shall 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 shall publish on the Club's website a statement describing the experience, skills, values, diversity and other attributes of Directors it considers are required by the Club and the Board (**Credentials Statement**).
- (d) Upon the Call for Nominations, the Club's website shall include information and materials relating to the nomination process, which may include:
 - i. the Credentials Statement;
 - ii. the Nomination Form;
 - iii. the email address of the Returning Officer;
 - iv. these Rules;
 - v. the Constitution; and
 - vi. Election timetable (if required).

6. Nomination Form

- (a) Pursuant to rule 3.4(e) and rule 5.3 of the Constitution the Board shall prescribe the Nomination Form (**Nomination Form**).
- (b) The Nomination Form shall include a statement that by lodging the Nomination Form the Voting Member nominating (**Nominee**) agrees to be bound by the Constitution and these Rules.
- (c) A Voting Member may only nominate by completing the Nomination Form and lodging it by email with the Returning Officer no later than the time specified for the close of nominations in the Call for Nominations.

7. Nominee Assessment

- (a) On receipt of a Nomination Form, the Returning Officer shall review the nomination to assess whether the Nominee meets minimum criteria for the Nominee to proceed to candidacy for election. 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 criteria (**Criteria**):
 - i. eligibility requirements under the Constitution;

- ii. satisfactory completion of the Nomination Form;
 - iii. is a Voting Member;
 - iv. would likely meet eligibility requirements to be registered by all relevant regulators;
 - v. does not have a current or potential future conflict of interest in relation to their potential candidacy or as a director in relation to dealings with the Club;
 - 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.
- (b) If in the opinion of the Returning Officer (which opinion is not open to challenge) a Nominee does not meet the Criteria, the Returning Officer shall inform the Nominee and the nomination shall not proceed.
- (c) If in the opinion of the Returning Officer a Nominee meets the Criteria, they become a candidate (**Candidate**).

8. Contested Elections

If the Returning Officer determines that the number of Candidates exceeds the number of Board vacancies and in circumstances described in the Constitution, an election shall be held and rules 9 to 13 below will be applied.

9. Candidate Assessment Committee

- (a) In relation to Candidates, the Returning Officer shall:
- i. inform Nominees that they meet the Criteria and have become a Candidate;
 - ii. ask Candidate if they wish to submit their candidacy to a Candidate Review under rule 10;
 - iii. in the event that:
 - a) the number of Candidates exceed the number of vacancies; and
 - b) there is at least one Candidate that informs the Returning Officer that they wish to submit their candidacy to a Candidate Review;

inform the Board that a Candidate Assessment Committee needs to be formed; and
 - iv. once the Candidate Assessment Committee has been formed, inform that committee of Candidates' candidacies.
- (b) A Candidate Assessment Committee shall be responsible for conducting Candidate Reviews.
- (c) A Candidate Assessment Committee will comprise:
- a. appropriately experienced and skilled independent person/s (as determined by the Board on recommendation from the Election Committee); and
 - b. Two members of the Election Committee.

10. Candidate Review

- (a) In conducting candidate reviews, the Candidate Assessment Committee shall take any and all steps at its sole discretion to assess the Candidate's alignment with the Credentials Statement.

- (b) In performing the Candidate Review, the Candidate Assessment Committee may request additional information and/or meet with the Candidate, regulators, members and any other parties that may inform its decision.
- (c) If the Candidate Assessment Committee forms a view that a Candidate meets the criteria of the Credentials Statement, it will inform the Returning Officer and the Candidate and the Returning Officer shall include in the Candidate Statement a statement to the effect that the Candidate has been assessed as being aligned with the Credentials Statement and therefore qualified for candidacy at the election.
- (d) The Board may, at its discretion, endorse a Candidate or Candidates.

11. Withdrawal of a nomination

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

12. Candidate Statements

- (a) Each Candidate is entitled to an equal space on the Club's website or whatever platform is used to conduct an election to promote their candidacy.
- (b) Candidate promotional materials can include:
 - i. A Candidate statement of no more than 500 words; and
 - ii. A photo of the Candidate of a size and image quality as determined by the Returning Officer.

(Candidate Statement)

- (c) Candidate Statements shall be provided by email to the Returning Officer by the time set by the Returning Officer in the election timetable and the Returning Officer shall publish the Candidate subject to rule 12(d).
- (d) 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 decline to publish the Candidate Statement.
- (e) In the event that the Returning Officer declines to publish a Candidate Statement, the Returning Officer shall inform the Candidate of this decision, including the reasons for it. The Candidate may re-submit an amended Candidate Statement.

13. Contested election rules

- (a) This rule applies from the time the Call for Nominations is first published until the declaration of the election by the Returning Officer.
- (b) Election material, Candidate Statements and any other written or oral statement by or on behalf of a Nominee or a Candidate must not:
 - i. disparage or otherwise 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, Voting 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.
- (c) Except as provided for under these Rules, Candidates are not permitted to engage in electioneering.
- (d) 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 these Rules; 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.
- (e) For the avoidance of doubt, electioneering does not include conduct that otherwise complies with these Rules and involves:
- i. material published on the Club's website or election platform; or
 - ii. 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 these Rules.
- (f) A Candidate may not request (or procure, permit or authorise another person to request) a copy of the Club's register of members or use a register previously obtained to personally campaign or permit or authorise other persons to campaign on behalf of the Candidate for the office of Director.

14. Order of candidates on Ballot Papers

The Returning Officer shall conduct a draw by lots to determine the order of Candidates on the ballot paper.

15. Scrutineers

- (a) Any Candidate who wishes to nominate a scrutineer must do so to the Returning Officer before 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.

16. Sanctions

- (a) 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. disqualify the Candidate from the election; or
 - v. take any other step to remedy the issue as determined by the Returning Officer.
- (b) Decisions of the Returning Officer under this rule are not open to challenge.