

**COVID-19 Update**

The Club is closely monitoring the rapidly changing coronavirus (COVID-19) pandemic and relevant restrictions. The health of the Club's members, staff and other stakeholders is of paramount importance to the Club.

Based on the information available at the date of this Notice, the Club considers it will be in a position to hold a physical meeting with appropriate measures in place to comply with restrictions regarding gatherings. However, the Club recognises there is a possibility that between providing the Notice of Meeting attached, the COVID-19 environment may require either a hybrid or fully virtual (legislation at the time permitting) Meeting if restrictions are introduced that prevents or severely restricts a physical meeting. The Club will strictly comply with applicable limitations on gatherings in force at the time of the Meeting.

If it becomes necessary or appropriate to make alternative arrangements for the Meeting to those set out in this Notice, the Club will notify members accordingly via the Company's website and email for those Members who have requested to receive electronic communications. The Club encourages Members check the website periodically for updates in the lead up to the Meeting.

In the meantime, given the potential for travel restrictions and restrictions on gatherings to be imposed without notice, the Club strongly encourages Members to submit a proxy form prior to the Meeting in accordance with the instructions set out in the proxy form and the Notice.

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

Notice is hereby given that the General Meeting of the Carlton Football Club Limited ACN 005 449 909 (**Club**) will be held at Moonee Valley Racecourse, 1 McPherson Street, Moonee Ponds 3039, on Tuesday, 17 August 2021 at 6:30pm.

**1. 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."*

**Other business**

There is no other proposed business for this meeting.

By order of the board:

*T Crookes*  
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Thomas Crookes

**Company Secretary**

19 July 2021

**Voting entitlements**

In accordance with the Club's Constitution and the *Corporations Act 2001* (Cth), a member's entitlement to attend and vote at the meeting will be taken to be the entitlement of that person shown in the Register of Members as at 7.00pm Monday 16 August 2021.

**How to Vote**

In accordance with the Club's Constitution, only members with voting rights are eligible to cast a vote at the General Meeting.

**Proxies**

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/CFC2021GM](http://www.investorvote.com.au/CFC2021GM). 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 16 August 2021 by Computershare via the link provided above, email at [votingservices@computershare.com.au](mailto:votingservices@computershare.com.au) or by post at PO Box 2062, Melbourne, Victoria 8060. Any proxies received after this time will not be valid.

# Carlton Football Club Limited

## ACN 005 449 909

### Explanatory notes

These explanatory notes have been prepared to provide members with sufficient information to assess the merits of the resolution contained in the accompanying notice of general meeting of the Club to be held at 1 McPherson Street, Moonee Ponds 3039, on Tuesday, 17 August 2021 at 6:30pm.

## 1. Special business – Approval of replacement Constitution

The Carlton Football Club Board recently 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;
- Minimum terms for Directors appointed as President; 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.

Members may also request from the Club Membership Department a full mark-up version to the existing Club Constitution where desired.

### **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**

To align the Constitution with the Corporations Act, the Replacement Constitution provides that only members holding at least 5% of the votes that may be cast a general meeting may call a meeting. However, the Replacement Constitution also 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. The Board expects the combination of these changes to enhance the ability of members to convene extraordinary general meetings.

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**

A new provision has been created to extend the minimum timeframe of a presidency period, such that a person who is made President of the Club will be entitled to hold the Presidency for a minimum of four years. The President will still however be subject to the usual director rotation provisions. Such a provision is important in a landscape whereby the pool for potential Presidency candidates is small and when appointed a President requires sufficient time to ensure both stability and effectiveness in leadership.

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.

To help increase the pool of potential Director candidates, the Replacement Constitution provides the Independent Nominations Committee with discretion to allow a Director candidate to be appointed by the Board to fill a casual vacancy or as an additional Director if they have not been a voting member for at least 2 consecutive years.

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.

## **Annexure A – Replacement Constitution**

Click here to access the Replacement Constitution: <https://www.carltonfc.com.au/club/about>