



Melbourne Football Club Ltd

ACN 005 686 902

Notice of 2022 Annual General Meeting

Melbourne Football Club Ltd (the Club) gives Notice that the Annual General Meeting of members will be held at the **Olympic Room at the Melbourne Cricket Ground at 6.30pm on 20 February 2023**. (Melbourne time).

Agenda

1. **Meeting Opening including Acknowledgement of Country**

2. **Minutes of last year's AGM**

The minutes of the previous AGM will be taken as read pursuant to the AGM resolution of 3 December 1980.

3. **President's Report**

4. **CEO's Report**

5. **Presentation of audited financial statements for the year ended 31 October 2022**

6. **Election of Directors**

Nominations for election to the Board were sought and received.

As required by rule 3.8 of the Club's Constitution ('Constitution'), Ms Kate Roffey must retire at the Annual General Meeting. Ms Roffey has nominated for re-election.

Ms Janette Kendall was appointed to the Board on 6 December 2022. As required under rule 3.3 of the Constitution, Ms Kendall automatically retires at this Annual General Meeting and is eligible for election. Ms Kendall has nominated for election.

As permitted by rule 3.8 of the Constitution, Mr David Rennick has elected to retire and seek re-election at this Annual General Meeting. Mr Rennick has nominated for re-election.

Mr Phil Reed and Ms Jo McCoy have been nominated for the Board in accordance with the Constitution.

As there are **three** Board vacancies and **five** candidates, an election of directors has been conducted in accordance with the Constitution. As required by rule 3.4(f) of the Constitution, the results of the ballot will be received at this Annual General Meeting.

7. **Question Time**

There will be an opportunity for members to ask questions about the business and commercial outcomes of the Club at the AGM.

8. **Members' Resolution**

Notice has been given to the Club by at least 100 members entitled to vote at a general meeting that they propose to move the following resolution. The resolution is a special resolution:

That for the purposes of section 136(1)(b) and 136(2) of the Corporations Act:

1. Rule 3.4(e) of the Melbourne Football Club Limited's constitution be deleted and replaced in its entirety with the following clause:

"3.4(e) Subject to rules 3.4(b), (c) and (d) but without limiting the generality of rule 5.3 the Board must:

*(i) conduct the nomination, ballot and election process in an open fair and transparent manner;
and*

(ii) provide written notice in accordance with clause 29 of the constitution to all Voting Members at least 7 days prior to the commencement of each nomination period."

By order of the Board



Mr. David Goldberg
Company Secretary and Returning Officer
Melbourne Football Club Ltd
27 January 2023

NOTES

These Notes form part of the Notice of Annual General Meeting.

Please read these notes prior to completing the online proxy form.

Right to attend and vote at the Annual General Meeting

All members, other than Temporary Members, are entitled to attend the meeting, but only Voting Members are entitled to vote. Voting Members are Ordinary Members, Life Members, MCC/MFC Members or AFL/MFC Members. Junior Members are not entitled to vote.

Appointment of proxies and attorneys

Each Voting Member may appoint an attorney or proxy to attend, speak, vote and join in a demand for a poll at the Annual General Meeting instead of the Voting Member. Each Voting Member may appoint only one (1) proxy or attorney, who need not be a member of Club.

Lodgement of proxy and attorney documents

An appointment of a proxy or an attorney is not effective for a particular meeting of Members unless:

- (a) in the case of a proxy, the proxy form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
- (b) in the case of an attorney, the power of attorney or a certified copy of it,

is received by the Club at its registered office, by email or fax at least 24 hours before the meeting.

Members' Resolution

The Members' Resolution (agenda item 8) is a special resolution. A special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution to be adopted. Only Voting Members are entitled to vote on the Members' Resolution.

Standing orders

Members are entitled a reasonable opportunity to ask questions relating to the business and commercial performance of the Club. To enable the maximum participation, each member may ask one question until all members who wish to ask questions have had the opportunity to raise questions, unless given leave by the meeting.

Responses to questions may be provided verbally or in writing during or after the meeting.

No other business will be discussed during the AGM.

The Chair is responsible for the general conduct and procedures to be adopted at the AGM and has the specific powers concerning the AGM provided for in the Constitution.

Registered office:

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