ADELAIDE FOOTBALL CLUB LIMITED

RULES FOR ELECTIONS OF ELECTED DIRECTORS

PREAMBLE

A   These Rules are made under clause 24(a) of the Adelaide Football Club's Constitution. They prescribe the process for the nomination and election of the Club's Elected Directors.

B   Words and phrases defined in the Constitution have the same meanings in these Rules unless the context requires otherwise.

WHEN ELECTIONS ARE TO BE HELD

An election must be held under these Rules immediately before an Annual General Meeting at which one or more of the Elected Directors is due to retire.

FORM OF ELECTION

The election will be conducted by computer-based on-line ballot. An independent contractor may be appointed to manage the on-line process. Before the voting begins, the Returning Officer[1] must certify to the Board that, in the opinion of the Returning Officer, the on-line process has been designed so as to provide reasonable protection against fraud.

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[1] Clause 43 of the Constitution appoints the Club's auditors to be the Returning Officer unless the Board elects to appoint someone else.

ELECTION TIMETABLE

The Board must prescribe an election timetable as follows:

(a)   A period of not less than two weeks must be allowed for calling for nominations (**Nomination Period**).

(b)   The list of nominees must be published on the Club's website not less than one week before the ballot opens.

(c)   The ballot must remain continuously open to electors for not less than 10 days (**Ballot Period**) and must close at 5pm on the second-to-last business day prior to the Annual General Meeting.

WHO CAN VOTE?

Subject to clause 14 of Constitution, the Electing Members[2] are eligible to vote.

NOMINATIONs

The Club must call for nominations during the nomination period by notice published:

(a)   in *The Advertiser* newspaper, at least one advertisement during each week of the nomination period;

(b)   on the Club's website; and

(c)   otherwise, as may be directed by the Board.

The notice must describe how nominations are to be made.

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[2] See clauses 7.1 and 22.1(b) of the Constitution, and the Adelaide Football Club Ltd Membership Classes (available via https://www.afc.com.au/club/clubdocuments).

Nominations may only be made in a form approved by the Board and made available in hard copy from the Club offices during business hours and in downloadable format on the Club's website.

Only Members who are Electing Members entitled to vote on the election and who are not disqualified by the Corporations Act or the Constitution may nominate.

Each nomination must be signed[3] by the candidate and ten nominators, each of whom must be an Electing Member and be clearly identified on the nomination form.

The nomination form must contain a declaration signed by the candidate that they agree:

(a)   to be bound by and to comply with these Rules in respect of the election process;

(b)   to the Club providing information concerning the candidate (including any information provided to the Club by or on behalf of the candidate pursuant to these Rules) to the Board, the League, their respective advisors and such other persons as the Club determines is reasonably necessary for the purpose of establishing whether or not the candidate is a fit and proper person;

(c)   to provide the Club with any information that the Board reasonably requires for the purpose of establishing whether or not the candidate is a fit and proper person for election as a Director of the Club; and

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[3] References in these Rules to signing a document include signing an electronic form of the document using electronic means in a manner permitted by section 110A of the *Corporations Act 2001* (Cth).

(d)   to the Club undertaking police or other probity checks for the purpose of establishing whether or not the candidate is a fit and proper person for election as a Director of the Club;

Nominations must be delivered via email or hard copy to the Club's offices during business hours so as to reach the CEO by the close of nominations. Nominations received after the date and time set for the close of nominations will not be valid.

CANDIDATe PROFILES

Each candidate may provide a profile of not more than 250 words in support of their nomination. The profile must include a headshot/passport-style photo in a JPEG, GIF, BMP or PNG format and a declaration in writing that their profile does not include any misleading, inaccurate or defamatory statements and must be received by the Club by the close of nominations.

A profile must not contain the name of another person without that person's written authority.

A profile of a candidate whose nomination is accepted and that conforms with the requirements of this clause will be displayed with other election material on the club's website and via the on-line voting system.

The Returning Officer may reject any nomination that, in the opinion of the Returning Officer, does not conform with or was not received in accordance with these Rules. The Decision of the Returning Officer to reject a nomination is final.

Vetting of CAndidates

At the close of nominations the Board (or a committee of the Board appointed by it for the purpose) may review the nominations and may, in its discretion, reject any nomination that the Board considers not to be in the interests of the Club.

DEATH OF A CANDIDATE

If a candidate dies after the close of nominations and before the close of polling, the candidate will be taken to have withdrawn.

UNCONTESTED ELECTIONS

If the number of valid and un-rejected nominations received is less than or equals the number of vacancies to be filled, then unless clause 23(c) of the Constitution applies, the Returning Officer must declare the nominated candidate(s) duly elected.

CONTESTED ELECTIONS

If the number of valid and un-rejected nominations received is greater than the number of vacancies to be filled or if clause 23(c) of the Constitution applies, the Returning Officer must make the necessary arrangements for an on-line election to be conducted.

The order in which the candidate names appear on the on-line system and the ballot paper will be determined by lot, drawn by the Returning Officer.

NOTIFICATION OF THE ELECTION

Notice of the election must be given by notice published on the Club's

website and by email to those Electing Members who have provided the Club with an email address. The notice must be given before the Ballot Period begins and it must contain sufficient information about the election to enable Electing Members to know who the candidates are and to decide whether or not to participate in the ballot.

Whilst the notice does not have to contain the candidates' profiles, it must inform Electing Members where they can access the profiles.

VOTING

Each Electing Member is entitled to participate in the ballot once only.

To register a vote by on-line ballot, a Member must conform with all the instructions provided on the computer-based voting system.

FORMALITY OF votes

A vote is informal if:

(a) it does not conform with the instructions provided on the computer-based voting system;

(b) there are more votes recorded than the number of vacancies; or

(c) the intention of the voter is not clear.

On any question regarding the validity or formality of a vote, the Returning Officer's decision is final and conclusive and not open to challenge.

COUNTING OF VOTES

The count of all votes lodged via the on-line system will be carried out after the conclusion of the Ballot Period.

This process may be conducted by a contractor charged by the Club with responsibility to conduct the on-line election. If so, the contractor must certify the integrity of the voting process and the result it obtains. The Returning Officer may then rely upon the certificate in deciding whether the count has been conducted with due integrity.

If the counting is not carried out by a contractor, it must be conducted by or under the oversight of the Returning Officer.

DEClarING THE RESULT

The candidate or candidates receiving the greatest number of votes will be elected according to the number to be elected.

If there is an equality of votes, the Returning Officer will determine the issue by lot.