



29 October 2018

Hawthorn Football Club
ABN 26 005 068 851

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Dear Voting Member,

As per the Corporations Act 2001 (Cth) and the Constitution of the Hawthorn Football Club Limited ("Club") the Club is able to distribute its Annual Reports through electronic means.

Taking this into account the Club has elected to provide the 2018 Annual Report on our Official Club website. From Tuesday 20 November 2018 the Annual Report will be located on hawthornfc.com.au/club/reports-and-policies.

All voting members still have the option of receiving a physical copy of the 2018 Annual Report by requesting a copy;

- (a) by telephoning the Club on 03 9535 3008; or
- (b) by visiting the Club's registered office at Stadium Circuit, Mulgrave, Victoria 3170 during normal business hours.

Additionally, copies of the 2018 Annual Report will be available for inspection at the Annual General Meeting ("AGM").

Please note applications for a physical copy of the Annual Report must be received by the close of business Wednesday 14 November 2018 to be received 21 days before the AGM, which will be held at the Hawthorn Arts Centre on Tuesday, 11 December 2018.

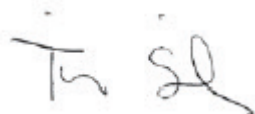
Regards,

Tim Silvers
Company Secretary



HAWTHORN FOOTBALL CLUB LIMITED
(ACN 005 068 851)
116th ANNUAL GENERAL MEETING

Notice is hereby given that the 116th Annual General Meeting of the Hawthorn Football Club Limited ("Club") will be held at the Hawthorn Arts Centre, 360 Burwood Rd, Hawthorn 3122 on Tuesday 11 December 2018. The meeting will commence at 6:30pm.



Tim Silvers
Company Secretary
29 October 2018

BUSINESS
Special Business

Item 1 ***Resolution for modification of the Constitution***

To consider and, if sought fit, pass the following resolution as a special resolution:

"That the Constitution of the Club be amended as follows:

(a) by removing the words "not exceeding 2 in number" in the third line of Rule 3.4(c) of the Constitution;

(b) by adding the following words to the beginning of Rule 4.2 of the Constitution:

"Subject to Rule 4.3,"

(c) by introducing new Rule 4.3 to the Constitution, which is to follow Rule 4.2, and is to say as follows:

"In the event of wind-up of the Club, any items, including acquired articles, documents, photographs, memorabilia and records, that have been catalogued as forming part of the Club's museum collection or which are awaiting cataloguing (Museum Items) are to be dealt with as follows:

(a) any Museum Item that is on loan to the Club shall be returned to the lender; and

(b) all other Museum Items, to the extent possible, are to be distributed in manner consistent with a code of ethics adopted or recognised by Museums Australia Incorporated (Victorian Branch) or a comparable body, including ensuring that the Museum Items remain together to the extent possible."

Ordinary Business

Item 2 ***To receive and consider the 2018 Annual Financial, Directors' and Auditor's Reports***

Item 3 ***Election of Directors***

(i) In accordance with Rule 6.1(d) of the Constitution of the Club Mr Radek Sali and Mr Tim Shearer each hold their current positions as directors of the Club until the day of the Annual General Meeting. Each, being eligible in accordance with Rule 6.3(b)(1), offers themselves for election as a director of the Club.

(ii) In accordance with Rule 6.2(b) of the Constitution of the Club Professor Andrew Kaye holds his current position as director of the Club until the day of the Annual General Meeting. Professor Andrew Kaye, being eligible in accordance with Rule 6.3(b)(1), offers himself for re-election as a director of the Club. In accordance with Rule 6.2(c), the tenure of Professor Andrew Kaye as a director of the Club will end in December 2020.

(iii) Rule 6.3(e) of the Constitution of the Club provides that if the number of eligible candidates for election to the office of director does not exceed the number of vacancies then those persons nominated will be deemed to have been duly elected without the need for an election to occur. Accordingly, given there have been no other nominations for the three director vacancies there will be no election and:

a. Mr Radek Sali will be declared duly elected as a director of the Club for a term of 3 years commencing on the date of the Annual General Meeting;

b. Mr Tim Shearer will be declared duly elected as a director of the Club for a term of 3 years commencing on the date of the Annual General Meeting; and

c. Professor Andrew Kaye will be declared duly re-elected as director of the Club for a term of 2 years commencing on the date of the Annual General Meeting.

Item 4 ***Presentation of Life Membership***

Item 5 ***Presentation of Club awards and trophies***

EXPLANATORY MEMORANDUM

The purpose of this explanatory memorandum is to provide the members of the Club with information in relation to the proposed resolutions which are to be considered at the forthcoming Annual General Meeting of the Club.

Item 1 *Approval for the Amendments and Modification of the Club's Constitution*

The proposed resolutions in Item 1 seeks approval of certain amendments and modifications to the Club's existing Constitution.

Section 136(2) of the Corporations Act provides that a company may modify its constitution, or a provision of its constitution, by special resolution. Accordingly, the resolution will be passed if 75% of the members entitled to vote at the Annual General Meeting vote (in person or by proxy) in favour of the resolution.

A summary of the proposed amendments to the Club's Constitution is set out below:

(a) *Increase of Life Membership: Rule 3.4(c) of the Constitution*

Rule 3.4(c) of the Club's Constitution provides that each year the directors may elect a maximum of two Life Members. The Board wishes to permit more than two life members to be elected in a given year. Therefore, it is proposed that Rule 3.4(c) be amended to read as follows (with the words to be deleted shown in ~~strike-through~~):

The directors may, each year, at their discretion (in addition to Life Members elected pursuant to rule 3.4(b)) elect as Life Members such persons, ~~not exceeding 2 in number,~~ as they may consider to be entitled to life membership by reason of special services rendered to the Club.

(b) *Museum Accreditation: amendment to Rule 4.2 of the Constitution*

Rule 4.2 of the Club's Constitution provides for the distribution of the Club's assets in the event that the Club is wound up. In order to help satisfy the requirements of the Museum Accreditation Program managed by Museums Australia Incorporation (Victorian Branch), it is proposed that Rule 4.2 be modified to read as follows (with the words to be added shown in underline):

Subject to Rule 4.3, in the event of wind-up of the Club, the net assets of the organisation will not be distributed to members but will be distributed to:

- (a) a fund with objectives similar to those of the club or association (i.e. another football club or association); or*
- (b) a fund which has a philanthropic or benevolent purpose; or*
- (c) a community or charitable organisation,*

(c) *Museum Accreditation: introduction of new Rule 4.3 of the Constitution*

In order to help satisfy the requirements of the Museum Accreditation Program managed by Museums Australia Incorporation (Victorian Branch) as outlined above, it is also proposed that new Rule 4.3 be inserted and is to read as follows (with the words to be added shown in underline):

In the event of wind-up of the Club, any items, including acquired articles, documents, photographs, memorabilia and records, that have been catalogued as forming part of the Club's museum collection or which are awaiting cataloguing (Museum Items) are to be dealt with as follows:

- (a) any Museum Item that is on loan to the Club shall be returned to the lender; and*
- (b) all other Museum Items, to the extent possible, are to be distributed in manner consistent with a code of ethics adopted or recognised by Museums Australia Incorporated (Victorian Branch) or a comparable body, including ensuring that the Museum Items remain together to the extent possible.*

The amendments to Rule 4.2 and the introduction of new Rule 4.3 are both considered necessary to comply with the National Standards for Australian Museums and Galleries, on advice from the Museum Accreditation Program co-manager.

The directors of the Club unanimously recommend that the members entitled to vote at the Annual General Meeting, vote in favour of the resolutions in Item 1.

Constitution information

A copy of the proposed amended Constitution can be obtained as follows:

- (a) from the Club's website at www.hawthornfc.com.au;
- (b) by telephoning the Club on 03 9535 3008; or
- (c) by visiting the Club's registered office at Stadium Circuit, Mulgrave, Victoria 3170 during normal business hours.

Additionally, copies of the proposed amended Constitution will be available for inspection at the Annual General Meeting.

HOW TO VOTE

Members entitled to vote at the Annual General Meeting may vote in the following ways:

- (a) by attending and voting at the Annual General Meeting on the date, time and place specified in this notice; or
- (b) by completing and returning a proxy form, together with any relevant power of attorney, to the Club by 6.30pm on Sunday 9 December 2018:

Lodgement by hand: Hawthorn Football Club Limited, Stadium Circuit, Mulgrave, Victoria 3170

Lodgement by mail: Hawthorn Football Club Limited, PO Box 829, Mt Waverley, Victoria 3149

Lodgement by fax: (03) 9535 3050

Lodgement by email: hawthorn@hawthornfc.com.au

A proxy does not need to be a member of the Club.

If you would like to vote by proxy, please contact the Club to obtain a proxy form. Alternatively, you can download a proxy form from the Club's website – hawthornfc.com.au/club/reports-and-policies

