

EXPLANATORY NOTES, COMMENTARY AND RECOMMENDATIONS

The Board of the St Kilda Saints Football Club Ltd has conducted a detailed review of the Club's Constitution to ensure it reflects contemporary governance standards, aligns with practices across AFL clubs, and supports the Club's long-term stability, particularly in the context that a review of the Constitution has not occurred in 13 years. Independent law firm Arnold Bloch Leibler (ABL) advised on the review, benchmarked the Club's rules against other AFL club constitutions and against best practice governance principles, and prepared the draft amendments based on Club instructions.

The proposed changes relate predominantly to modernisations (such as the facilitation of electronic voting and meetings), clarifications and technical refinements. In addition, there is a proposed change to term limits for directors and the President (Items 4 and 5 below) which may be of particular interest to some members. The proposal is to introduce stricter term limits on directors (removing their current ability to be re-elected to serve an unlimited number of consecutive terms), while bringing the term limit of the President into line with that applicable to all other directors (removing the current six-year cap which applies only to the President). These changes would bring the Club more into line with other AFL clubs and industry practice, according to the independent review.

A more detailed explanation of the key items of proposed amendment are set out below for the information of members. The full text of the proposed amendments is also included for the consideration of interested members, in the form of a markup to the existing Constitution.

Members are being asked to consider and if thought fit approve the amendments by special resolution at the 2025 Annual General Meeting. In order to be passed, the special resolution will need the support of 75% of the votes cast.

ITEM 1 – Membership Structure and Rights

Current Status

The Constitution contains both Voting and Non-Voting Member categories, including Ordinary, Life, Junior, Honorary, Social Club and Gaming Members. A "Temporary Member" category exists but is no longer used.

Recommendation

Modernise and simplify Member categories as follows:

- Remove Temporary Member category (no longer used).
- Clarify Junior Member rights—Junior Members may attend and speak at AGMs but not vote.
- Retain and clarify all other categories without reducing any member rights.

These changes ensure the Constitution reflects current practice without altering Member rights.

ITEM 2 – Member Meetings, Voting & Technology

Current Status

The current Constitution does not reflect modern meeting practices such as audio-visual attendance or electronic voting. Postal ballots are referenced but not expressly integrated with modern systems.

Recommendation

Introduce modern rules that:

- Confirm Members can attend meetings in person or via audio-visual technology.
- Allow for electronic voting.
- Confirm a quorum of 25 Voting Members, whether attending in person, electronically, or by proxy.

These changes improve accessibility and participation without changing the substance of Member rights.

ITEM 3 – Member Discipline and Conduct

Current Status

The Constitution allows expulsion on certain grounds but does not deal expressly with behaviours such as harassment or discrimination.

Recommendation

Provide grounds for disciplinary action including:

- Breach of the Constitution or Club policies
- Discrimination, harassment or abusive behaviour
- Conduct harmful to the Club or its Members

The existing “show cause” protections for Members remain unchanged.

These updates bring the Club in line with modern AFL integrity standards.

ITEM 4 – Director Terms & Term Limits

Current Status

Directors currently may be re-elected to serve an unlimited number of consecutive terms, with the approval of their fellow directors. This is no longer considered best governance practice (in the AFL or more broadly).

Recommendation

Introduce stricter director term limits, capping the maximum permitted tenure:

- Maximum three consecutive terms (~9 years)
- Option for a fourth and final consecutive term only in exceptional circumstances (with the unanimous approval of the Board), and subject to election by Members at the Annual General Meeting.

This reform will improve Board renewal, succession planning and independence—core modern governance expectations across AFL clubs.

ITEM 5 – President & Vice-President Provisions

Current Status

The President is currently limited to a tenure of six years, and is elected separately to the Chair. This is out of line with most other AFL clubs, which allow for Presidents/Chairs to serve the same tenure as other directors.

Recommendation

Remove the shorter cap on the tenure of President and modernise and clarify leadership arrangements:

- President and Vice-President(s) to be elected by the Board from among Directors.
- The President's tenure is not to be subject to a "six-year cap", but his or her tenure will be limited in the same way as that of all other directors.

These changes align St Kilda with industry practice and strengthen stability and continuity of leadership.

ITEM 6 – Board Powers, Committees & Delegations

Current Status

The Constitution does not expressly empower the Board to make by-laws or establish committees, although these practices occur in modern clubs.

Recommendation

Strengthen governance tools by:

- Giving the Board express power to make, amend and repeal policies, rules, standards and by-laws
- Providing explicit power to create committees and delegate powers
- Clarifying protections for third parties and procedural validity

These are contemporary requirements for good governance and align with AFL club norms.

ITEM 7 – Technical, Administrative & Modernisation Amendments

Current Status

Legacy drafting, outdated terminology, and cross-referencing errors create ambiguity for Members and the Club.

Recommendation

Adopt modernised, simplified drafting to:

- Update definitions and align with the Corporations Act
- Clarify notification, meeting, and administrative provisions
- Improve readability and usability
- Remove redundant or obsolete language
- Ensure consistency across the document

These amendments improve clarity without altering rights or powers.

Note: A copy of the Constitution marked-up to show every proposed change is available to view at saints.com.au/policies or for inspection by Members at the registered office of the Company. A copy will be provided to any Member on written request to the Company Secretary.
