



ANNEXURE A

This annexure A of 25 pages referred to in form 205: notification of resolution.

Signature:

Date:

22/3/18



AUSTRALIAN FOOTBALL LEAGUE
(ACN 004 155 211)

CONSTITUTION

**CORPORATIONS ACT 2001
A COMPANY LIMITED BY GUARANTEE**

**AUSTRALIAN FOOTBALL LEAGUE
(AFL)**

1 In this Constitution:

"**Act**" means the *Corporations Act 2001* (Cth) and includes any regulations and instruments made under the Act and any consolidations, amendments, re-enactments or replacements of the Act or any of them;

"**AFL**" means Australian Football League (ACN 004 155 211);

"**AFL Competition**" means the national football competition conducted by AFL and commonly known as the 'Australian Football League' or 'AFL';

"**AFL Match**" means a football match or matches conducted between Clubs as part of the AFL Competition or between AFLW Clubs as part of the AFLW Competition;

"**AFLW Competition**" means the national football competition conducted by AFL and commonly known as 'AFL Women's' or 'AFLW';

"**AFLW Club**" means any of the legal entities granted a licence by AFL to field a team in the AFLW Competition;

"**Appointee**" means a representative of a Club admitted to membership of AFL;

"**Business Day**" means a day which is not a Saturday, Sunday or public holiday in Melbourne, Victoria;

"**Chairperson of the Commission**" means the person appointed as such pursuant to clause 73;

"**Club**" means any of the legal entities granted a licence by AFL to field a team in the AFL Competition being:

- (a) Adelaide Football Club Ltd (ACN 008 101 568);
- (b) Brisbane Bears-Fitzroy Football Club Ltd (ACN 054 263 473);
- (c) Carlton Football Club Ltd (ACN 005 449 909);
- (d) Collingwood Football Club Ltd (ACN 006 211 196);
- (e) Essendon Football Club. (ACN 004 286 373);
- (f) Footscray Football Club Ltd (ACN 005 226 595);
- (g) Fremantle Football Club Ltd (ACN 066 055 249);
- (h) Geelong Football Club Ltd (ACN 005 150 818);
- (i) GCFC Ltd (ACN 144 555 822);

- (j) Western Sydney Football Club Ltd (ACN 130 190 242) trading as Greater Western Sydney Football Club;
- (k) Hawthorn Football Club Ltd (ACN 005 068 851);
- (l) Melbourne Football Club Ltd (ACN 005 686 902);
- (m) North Melbourne Football Club Ltd (ACN 006 468 962);
- (n) Port Adelaide Football Club Ltd (ACN 068 839 547);
- (o) Richmond Football Club Ltd (ACN 005 563 011);
- (p) Sydney Swans Ltd (ACN 063 349 708);
- (q) St Kilda Saints Football Club Ltd (ACN 005 174 836); and
- (r) Indian Pacific Ltd (ACN 009 178 894) trading as West Coast Eagles,

and any such additional or other clubs as may from time to time be granted the status of a Club and the consequent right to representation on AFL;

"Commission" means the board of Commissioners of AFL and insofar as Commissioners are deemed to be directors of AFL the Commission shall be deemed to be the board of directors of AFL for the purposes of the Act and Licence Agreements;

"Commissioner" means any person holding office or appointed executive commissioner or non-executive commissioner under this Constitution and any such person shall be and be deemed to be a director of AFL for the purposes of the Act or otherwise;

"Constitution" means this constitution as amended from time to time and a reference to a clause is a reference to a clause of this constitution;

"Finals Match" means an AFL Match played during the Finals Series;

"Finals Series" means, in each year, each AFL Match in the series of AFL Matches between:

- (a) in the AFL Competition, such number of the most successful Clubs; or
- (b) in the AFLW Competition, such number of the most successful AFLW Clubs,

at the completion of the Premiership Season as determined by AFL from time to time, including the grand final;

"football" means the sport of Australian Football and includes any present or future derivative or successor to Australian Football;

"football clubs" includes Clubs and AFLW Clubs;

"Home and Away Match" means an AFL Match played during the Premiership Season;

"League" means the football competitions conducted by AFL including the AFL Competition and AFLW Competition;

"**Licence**" means a licence granted by AFL to a Club to field a team in the AFL Competition under a Licence Agreement;

"**Licence Agreement**" means a licence agreement under which a Club is granted a licence to field a team in the AFL Competition, and includes a sub-licence agreement;

"**Life Member**" means any person admitted to membership of AFL pursuant to clause;

"**Member**" means a person entered into the Register of Members as a member of AFL and includes all Appointees and Life Members;

"**Premiership Season**" means, in each year, the series of Home and Away Matches between:

- (a) in the AFL Competition, Clubs; or
- (b) in the AFLW Competition, AFLW Clubs;

"**Pre-Season Competition**" means, in each year, any series of AFL Matches played in the period preceding the Premiership Season;

"**Pre-Season Match**" means an AFL Match played during the Pre-Season Competition;

"**Register of Members**" means the register in which the names of those persons who are members of AFL are entered;

"**Secretary**" means any person appointed to perform the duties of a secretary of AFL;

2 In this Constitution, unless the context otherwise requires:

- (a) expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography and other modes of representing or reproducing words in a visible form;
- (b) words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Act.
- (c) headings are inserted for convenience only and do not affect the interpretation of this Constitution;
- (d) the singular includes the plural and vice versa and a gender includes all others;
- (e) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (f) the meaning of general words is not limited by specific examples introduced by 'includes', 'including', 'for example', 'such as' or similar expressions;
- (g) a reference to a person includes an individual, a partnership, a corporation or other corporate body, a joint venture, a firm, a trust, an association (whether incorporated or not) and a government agency or authority; and
- (h) a period of time dating from a given day or the day of a given act or event is to be calculated exclusive of that day.

NATURE OF THE COMPANY

- 3 AFL is a public company limited by guarantee.
- 4 The objects for which AFL is established include:
- (a) to conduct the Leagues;
 - (b) to promote and encourage football both within Australia and elsewhere;
 - (c) to promote and encourage football matches both within Australia and elsewhere;
 - (d) to do any other thing ancillary to, and not inconsistent with, this clause 4.
- 5 The income and property of AFL must be used and applied solely for the purpose of carrying out, furthering and promoting the objects set out in clause 4, and AFL may do such things to further the objectives stated in clause 4 as deemed necessary or desirable by AFL from time to time, including but not limited to all or any of the following things:
- (a) determine the terms and conditions upon which persons may play for football clubs;
 - (b) determine the terms and conditions upon which football matches may be played by football clubs;
 - (c) frame and administer laws relating to football and to take such action as may be necessary to achieve uniformity in such laws;
 - (d) raise money by subscription percentage or otherwise from football clubs or the players thereof;
 - (e) render financial assistance or otherwise assist football clubs;
 - (f) recognise the services of or assist financially or otherwise present or past members of football clubs or players of football clubs;
 - (g) hear and determine upon and settle all questions or disputes on any matter relating to football;
 - (h) hear and determine upon any allegation, complaint or charges which may be made or laid against any football club or member, official or player of a football club or of another league, association or body involving a breach of the Constitution, the rules and regulations of AFL, the laws relating to football or any other rules or regulations relating to the control and management of football matches and competitions whether or not promulgated by AFL;
 - (i) impose fines or sanctions, by way of suspension, expulsion or otherwise for any breach of the Constitution, the rules and regulations of AFL, the laws relating to football or any other rules or regulations relating to the control and management of football matches and competitions whether or not promulgated by AFL, on any football club or member, official, umpire or player of a League or member, official or player of a football club or of another league in respect thereof, which shall be final, conclusive and binding and there shall be no appeal from such decision to any Court of Law or otherwise;

- (j) grant, suspend or terminate the right of a football club to representation on AFL or to relocate or merge any football clubs;
- (k) control the activities of players, coaches and umpires of the Leagues in any activity associated with football and in particular activities connected with television and radio broadcasting, other forms of communications, advertising, social media, the writing of articles for newspapers, magazines, any website or other medium, and contributions to any other publications;
- (l) deal with rights in relation to the visual, audio-visual or audio broadcast, transmission, recording, reproduction or other communication of football matches and related events via television, radio, internet, mobile device or other technology or platform (whether presently known or hereafter devised) and to control the sale or licence of rights so acquired including the imposition of conditions under which such rights are used by a purchaser or licensee;
- (m) carry on the business of broadcasting, transmitting, recording, reproducing or communicating football matches and related events and for that purpose to purchase, acquire, take-over, establish, erect, work, equip, manage, control, maintain, supervise and regulate transmitting, communication and receiving stations and other equipment;
- (n) invest and deal with the money of AFL not immediately required for any of its objects in such manner as may from time to time be thought fit;
- (o) subscribe to become a member of and amalgamate with any companies, organisations, institutions, societies, leagues or associations whether incorporated or not whose objects are altogether or in part similar to those of AFL provided that AFL shall not subscribe to or support with its funds any company, association or organisation which does not prohibit the distribution of its income or property among its members to an extent at least as great as that imposed on AFL under or by virtue of Clause 7 of this Constitution;
- (p) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or any more of the companies, organisations, institutions, societies, leagues or associations with which AFL is authorised to amalgamate;
- (q) transfer all or any part of the property, assets, liabilities and engagements of AFL to any one or more of the companies, organisations, institutions, societies, leagues or associations with which AFL is authorised to amalgamate;
- (r) buy, sell and deal in all kinds of equipment and property and all kinds of goods and services required by the members of AFL, Clubs or persons frequenting the premises of AFL or premises where football matches are held;
- (s) enter into any arrangement with any government or authority supreme, municipal, local or otherwise that may seem conducive to AFL's objects or any of them and to apply for and obtain from any such government or authority any rights, privileges and concessions which AFL may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (t) appoint, employ, remove or suspend such officers, employees, agents, consultants, contractors and other persons as may be necessary or convenient for the purposes of AFL;

- (u) establish and support or aid in the establishment or support of associations, organisations and institutions, funds and trusts calculated to benefit employees or past employees of AFL or dependants or connections of any such persons or players of football clubs or umpires of the Leagues; and to grant pensions and allowances; and make payments towards insurances;
- (v) draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (w) lay out, construct, own, operate, lease, maintain and alter any grounds for football or other sports or other events necessary or convenient for the purposes of AFL;
- (x) construct, erect, lease, maintain and alter any buildings, houses or works which may be required for the purposes of AFL and to furnish and equip the same in such manner as may be necessary or convenient for such purposes;
- (y) acquire by purchase, lease, exchange or otherwise land, buildings and other property of any tenure or description located in Australia or elsewhere and any estate or interest therein and any rights over or connected with land so located and to turn the same to account as may seem expedient;
- (z) establish, maintain and conduct a club for the purpose of providing social facilities for members of AFL, Clubs and other persons interested in football;
- (aa) borrow or raise money or secure the payment of money in such manner as AFL shall think fit and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or any other security interest upon the whole or any part of AFL's property or assets (whether present or future) and also by a similar mortgage, charge, lien or other security interest to secure and guarantee the performance by AFL of any obligation or liability it may undertake and to purchase, redeem or pay off any such securities;
- (bb) remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any debentures or other securities of AFL or in or about the organisation, formation or the promotion of AFL or the conduct of its business;
- (cc) sell, improve, manage, lease, licence, mortgage, dispose of or turn to account all or any part of the real or personal property of AFL;
- (dd) take or hold mortgages, liens, charges or other security interests to secure payment of the purchase price or any unpaid balance of the purchase price of any part of AFL's property of whatsoever kind sold by AFL or any money due to AFL from purchasers and others;
- (ee) take any gift of property whether subject to any special trust or not for any one or more of the objects of AFL;
- (ff) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of AFL in the form of donations, annual subscriptions or otherwise;
- (gg) make donations for charitable, patriotic or benevolent purposes;

- (hh) render assistance financially or otherwise to any other companies, organisations, institutions, societies, leagues or associations promoting the interests of any form of sport;
- (ii) acquire, establish, print and publish newspapers, periodicals, books and leaflets or other literary work or other publications that AFL may think desirable for the furtherance or promotion of its objects;
- (jj) control the use of the program of matches of the Leagues published by AFL and to take such action as may be necessary from time to time to protect the rights of AFL in respect of the program of matches;
- (kk) delegate all or any of its powers to any committee or committees consisting of one or more persons or to any board or tribunal appointed by AFL;
- (ll) apply to the courts of the States and Territories of Australia or any government agency for any registrations, licences, consents, authorisations, certificates, permits or rights necessary or desirable for the carrying out or promotion of any of AFL's objects from time to time and to hold, maintain and renew or remove any such registrations, licences, consents, authorisations, certificates, permits or rights;
- (mm) grant leases or licenses in respect of liquor and other rights and any other activities at properties under the control of AFL;
- (nn) promote, manage, encourage, foster and develop any sport or sporting activity;
- (oo) purchase, take on, lease or otherwise acquire, sell, dispose of, grant leases or licenses in respect of and deal in real and personal property of all kinds and in particular lands, buildings, other property, business concerns and undertakings, mortgages, charges, security interests, annuities, patents, trade marks, designs, licenses, shares, stocks, debentures, debenture stock, securities, concessions, options, produce policies, book debts and claims and any interest in real or personal property and any claims against such property or against any person or company and to carry on any business concern or undertaking so acquired and also to buy, sell, manipulate and deal both wholesale and retail in commodities, articles and things of all kinds;
- (pp) enter into partnership, joint venture or trust or any other arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concessions or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly benefit AFL or Leagues;
- (qq) lend money to guarantee the contracts of or otherwise assist any such person or company and to otherwise acquire shares and securities of any such company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same;
- (rr) acquire and hold shares, membership interests, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company or other entity constituted or carrying on business in Australia or elsewhere or in any dependency or possession thereof or in any foreign country and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public of authority supreme, municipal, local or otherwise whether in Australia or elsewhere;

- (ss) acquire any such shares, membership interests, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof;
- (tt) guarantee (either alone or jointly with any other company or person) or (either alone or jointly as aforesaid) to become liable for the payment of money or for the performance of any obligations by any company body or person whatsoever or whomsoever; and for the purpose of securing the payment of any moneys or the performance of any obligations for which AFL or one of more Clubs has become or may become liable under or by virtue of any guarantee or other contract pursuant to this paragraph to mortgage, charge or create a security interest over the whole or any part of the assets of AFL present and future;
- (uu) act as agents, brokers, concessionaires, negotiators or intermediaries for or in relation to any business or trade or any contracts, orders, tenders, concessions or privileges in connection therewith; and
- (vv) do all such acts and things as are incidental or subsidiary to all or any of the above objects.

6 Subject to clause 9, the liability of the Members is limited.

7 The income and property of AFL shall be applied solely towards the carrying out, furtherance or promotion of the objects of AFL as set out in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profits to Members.

8 Notwithstanding clause 7 and subject to the provisions of the Act, nothing in this Constitution shall prevent the payment in good faith of remuneration to any officers or employees of AFL or to any Member in return for any services actually rendered to AFL or of allowances and travelling expenses to a member of AFL and/or a player with or a manager of any football team which is part of a League.

9 Each Member undertakes to contribute a maximum of \$0.10 to AFL for payment of:

- (a) the debts and liabilities of AFL;
- (b) the costs, charges and expenses of any winding up; and
- (c) the adjustment of the rights of Members among themselves,

in the event that AFL is wound up:

- (d) while the Member is a Member; or
- (e) within one year after the Member ceases to be a Member.

10 If any Member pays or receives any dividend, bonus or other profit in contravention of clause 7, the liability of every Member who has concurred in or authorised such payment shall be unlimited, and the liability of every Member who has received such dividend, bonus or profit as aforesaid shall likewise be unlimited.

- 11 True account shall be kept of the sums of money received and expended by AFL and the matters in respect of which such receipt and expenditure takes place and of the property, credit and liabilities of AFL and subject to all reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the rules and regulations of AFL as determined by clause 84.
- 12 Subject to clause 13, this Constitution is subject to the Act and where there is any inconsistency between a clause of this Constitution and the Act, the Act prevails to the extent of the inconsistency.
- 13 To the maximum extent permitted by the Act, the provisions of the Act that apply as replaceable rules (and any similar rules or regulations which apply or applied in any legislation replaced or superseded by the Act) do not apply to AFL.

MEMBERSHIP

- 14 The Appointees who are Members at the time of the adoption of this Constitution shall hold office until their successors have been appointed under this Constitution.
- 15 The membership of AFL shall consist of the Appointees and the Life Members who become members of AFL in the manner set out in this Constitution. Only the Members who are Appointees shall have a right to vote and, subject to clause 31 and the Act, to be entitled to notice of and to attend meetings as provided in this Constitution.
- 16 Each Club will be entitled to nominate one eligible person for membership of AFL as an Appointee.
- 17 To be eligible for membership of AFL as an Appointee a person shall have completed and delivered to the Commission an application for membership as set out in Schedule 1 or such other form as approved by the Commission from time to time ("**application for membership**")
- 18 Without limiting clauses 19 and 22, when a Club proposes to terminate membership of its nominated Appointee and nominate a new Appointee, the Club shall give notice in writing to the Commission of the name of the person nominated by it as its Appointee and deliver to the Commission a duly completed application for membership.
- 19 In the event of the termination of appointment, death or retirement of an Appointee the Club whose Appointee they were or are shall forthwith give notice in writing to the Commission of the nomination of its Appointee to succeed the Appointee who has so had their appointment terminated, died or retired and deliver to the Commission a duly completed application for membership in respect of that person's successor.
- 20 The Commission may require an applicant or their nominating Club to give the Commission such further information as the Commission desires before accepting the admission of an applicant as an Appointee.
- 21 An applicant for membership is taken to be admitted as an Appointee upon the Commission receiving the application and the name of the applicant being entered into the Register of Members.
- 22 A Club may terminate the membership of its Appointee by giving notice in writing of such termination to the Commission.

- 23 An Appointee shall not act as or be deemed to be a trustee or agent for the Club that they represent but shall act independently for the encouragement and promotion of football in accordance with the objects of AFL set out in this Constitution.
- 24 The Commission may grant an entity the status of a Club and the right to representation on AFL and may:
- (a) relocate the playing, administration or social base of a Club; or
 - (b) recognise, implement and adopt the merger of two or more Clubs,
- with the consent of the Club or Clubs involved.
- 25 (a) Subject to ratification pursuant to clause 27(b) before termination of a Club's right to nominate one eligible person for membership of AFL as an Appointee is effective, the Commission may suspend or terminate the right of a Club to representation on AFL for a breach of the provisions of its Licence Agreement which give rise to the right of AFL to appoint an administrator (in the case of suspension) or to terminate such Licence Agreement.
- (b) Where a Club ceases for any reason (including by reason of surrender) to hold a Licence, then the membership of the Club's Appointee and the right of the Club to representation on AFL, shall thereupon terminate.
- 26 The Commission shall give notice of any decision under clause 24 or clause 25 within seven (7) days of making such decisions to all Appointees.
- 27 Any decision of the Commission:
- (a) to grant an entity the status of a Club and the right of representation on AFL or to relocate or recognise, implement and adopt the merger of any Clubs under clause 24 may be reversed at a general meeting of AFL requisitioned by any three Appointees not more than fourteen days after notice of the decision has been circulated to all of the Appointees on a vote of the Appointees provided that the number of Appointees voting in favour of reversing that decision achieves two-thirds of all Appointees, being Members on the date of such meeting; and
 - (b) to suspend or terminate the right of a Club to representation on AFL under clause 25(a) must be ratified at a general meeting of AFL on a vote by a simple majority of all Appointees, being Members on the date of such meeting.

LIFE MEMBERS

- 28 The Appointees may nominate a person for admission to membership of AFL as a Life Member, the qualification for each of whom shall be that the person has rendered special services to AFL, a League or to football.
- 29 A person shall not be deemed to have been elected as a Life Member unless they:
- (a) meet the conditions in clause 28;
 - (b) have completed an application for membership and delivered it to the Commission; and
 - (c) are elected as a Life Member by a three-fourths majority of the Commission and the Commission may require an applicant to give the Commission such further

information as the Commission desires before considering the admission of an applicant as a Life Member.

- 30 An applicant for membership is taken to be admitted as a Life Member upon the Commission electing the applicant as a Life Member and the name of the applicant being entered into the Register of Members.
- 31 Life Members:
- (a) shall be sent a notice of the annual general meeting of AFL;
 - (b) shall be entitled to attend the annual general meeting of AFL;
 - (c) save as aforesaid, shall not be entitled to receive notice of meetings of AFL nor to attend such meetings; and
 - (d) shall not be entitled to vote at any meetings of AFL.
- 32 If a Life Member who is admitted as a Life Member after 1 January 2018:
- (a) engages in conduct which the Commission considers does, or which is likely to, bring AFL, the Life Member, any Club or football into disrepute;
 - (b) is charged with an indictable offence;
 - (c) is found guilty of an indictable offence; or
 - (d) is otherwise engaged in conduct which the Commission considers is prejudicial to the interests of AFL,
- the Commission may, if resolved by a three-fourths majority of the Commission, do any of the following:
- (e) suspend the Life Member's membership of AFL for a nominated period of time; or
 - (f) revoke and cancel the Life Member's membership of AFL.
- 33 A Life Member who has their membership of AFL revoked or cancelled under clause 32(f) may be admitted to membership of AFL as a Life Member if they are subsequently elected as a Life Member in accordance with clause 29(c).

MEMBERSHIP

- 34 A Member shall remain a Member of AFL from the time of admittance to membership until the Member ceases to be a Member of AFL.
- 35 The Commissioners must cause AFL to keep a Register of Members in accordance with the Act.
- 36 The Secretary shall remove a Member's name from the Register of Members and a Member shall cease to be a Member of AFL if the Member:
- (a) dies;
 - (b) resigns as a Member by notice in writing to AFL;

- (c) is an Appointee and is replaced as an Appointee of a Club pursuant to clause 18 (in which case such membership shall cease immediately, unless the Club indicates otherwise);
- (d) is an Appointee and ceases to be a Member by virtue of the termination of membership in accordance with clause 22;
- (e) is an Appointee and the right to representation on AFL of the Club who nominated the Appointee is:
 - (i) suspended or terminated in accordance with clause 25(a) and ratified in accordance with clause 26(b); or
 - (ii) terminated in accordance with clause 25(b); or
- (f) is a Life Member and has their membership of AFL revoked and cancelled in accordance with clause 32.

37 If a Member gives notice in writing to the Secretary that they resign as a member of AFL that Member shall continue to be liable for all arrears due and unpaid at the date of their resignation and for all other moneys due by the Member to AFL and in addition for any sum not exceeding \$0.10 for which the Member is liable as a member of AFL under clause 9.

GENERAL MEETINGS

- 38 An annual general meeting of AFL shall be held on such date as the Commission may determine and otherwise in accordance with the provisions of the Act. The Commission shall give not less than twenty one days' notice to Commissioners, Members and Clubs of such meeting or any other general meeting of AFL.
- 39 All general meetings, other than annual general meetings, shall be called general meetings.
- 40 The Commission may whenever it thinks fit, convene a general meeting. In addition, any five Appointees may whenever they think fit requisition a general meeting. A general meeting shall be convened as soon as practicable on such requisition or in default may be convened by such requisitions as provided by the Act.
- 41 A notice of a general meeting shall, subject to clause 31, be sent to all Members specifying the place, the day and the hour of meeting and in case of special business the general nature of that business to be transacted at the meeting.
- 42 For the purposes of clause 40 all business shall be special that is transacted at a general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Commission, the election of Commissioners in the place of those retiring, and the appointment of auditors, if necessary.
- 43 Subject to this Constitution, the Chairperson of the Commission shall have power to conduct general meetings (including annual general meetings) in such manner as they may determine including, without limitation, determining who may attend meetings, who may address meetings, the order of speakers, length of speeches, acceptance of motions and amendments, rulings on points of order and interpretation of this Constitution.

PROCEEDINGS AT GENERAL MEETINGS

- 44 No business shall be transacted at any general meeting (including any annual general meeting) unless a quorum of Appointees is present at the time when the meeting proceeds to business. Save as otherwise provided in this Constitution, 12 Appointees present shall be a quorum. For the purpose of this clause "Appointee" includes a person attending as a proxy or duly appointed attorney under power. All Commissioners shall be entitled to attend any general meeting (including any annual general meeting) of AFL.
- 45 AFL may hold a general meeting at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- 46 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting:
- (a) if convened upon the requisition of Appointees, shall be dissolved; and
 - (b) in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Commission may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Appointees who are present (being not less than five) shall be a quorum.
- 47 The Chairperson of the Commission shall preside as chairperson at every general meeting (including any annual general meeting) of AFL, or if there is no Chairperson of the Commission, or if the Chairperson of the Commission is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Appointees shall elect any Commissioner or if none is present one of their number to be the chairperson of the meeting.
- 48 The chairperson of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as mentioned above, it shall not be necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
- 49 At a general meeting (including any annual general meeting), all resolutions submitted to the meeting will be decided by a simple majority of votes except where a greater majority is required by this Constitution or the Act.
- 50 At any general meeting (including any annual general meeting) of AFL a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded either before the vote is put to the meeting or at any time thereafter up to or within five minutes after the declaration of the result of a show of hands, which poll may be demanded:
- (a) by the chairperson of the meeting; or
 - (b) by at least three Appointees present, in person or by proxy or by attorney.
- 51 Unless a poll is so demanded a declaration by the chairperson of a meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the confirmed minutes of the proceedings of AFL shall be conclusive evidence of the fact without proof of the

number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

- 52 If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson of the meeting directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairperson of a meeting or on a question of adjournment shall be taken immediately.
- 53 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.
- 54 An Appointee who is entitled to attend and cast a vote at a general meeting may appoint a proxy or attorney.
- 55 An Appointee may vote in person or by proxy or by attorney and on a show of hands every person present who is an Appointee or a representative of an Appointee shall have one vote and on a poll every Appointee present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- 56 The instrument appointing a proxy shall be in writing under the hand of the appointor or of their attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. An Appointee shall be entitled to instruct their proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as they think fit.
- 57 The instrument appointing a proxy may be in the form set out in Schedule 2 or in a common or usual form.
- 58 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed shall be deposited at the registered office of AFL, not less than twenty four (24) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall be invalid.
- 59 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the death, unsoundness of mind of the grantor or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by AFL at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE COMMISSION (INCLUDING OFFICE-BEARERS)

- 60 Subject to clause 75, the number of Commissioners shall not be less than six, nor more than nine, comprising non-executive Commissioners and executive Commissioners (including a chief executive officer) all of whom shall be appointed as provided in this Constitution.
- 61 At each annual general meeting of AFL two non-executive Commissioners shall retire from office together with any other non-executive Commissioners who have not retired from office within the period of thirty-five calendar months prior to the said annual general meeting.

- 62 A retiring non-executive Commissioner is eligible for re-election.
- 63 The non-executive Commissioners to retire at an annual general meeting are those who have been longest in office since their election, but, as between persons who become non-executive Commissioners on the same day, those to retire shall, unless they otherwise agree themselves, be determined by lot.
- 64 The Appointees may, at the annual general meeting at which any non-executive Commissioners retire, by resolution fill the vacated offices by electing eligible persons to those offices.
- 65 At an annual general meeting, a retiring non-executive Commissioner shall be eligible to, and may, offer himself or herself for re-election.
- 66 Where there are no nominations to fill the vacancies caused by the non-executive Commissioners retiring at the annual general meeting, a retiring non-executive Commissioner offering himself or herself for re-election, not being disqualified under the Act from holding office as a director, shall be deemed to have been re-elected unless at that meeting:
- (a) it is expressly resolved not to fill the vacated office; or
 - (b) a resolution for the re-election of that Commissioner is put and lost.
- 67 The procedure for election of non-executive Commissioners shall be as follows:
- (a) Where the number of candidates (including retiring non-executive Commissioners offering themselves for re-election) is equal to or less than the number of vacated offices to be filled, the candidates shall be deemed to have been elected or re-elected, as the case may be, unless at that meeting:
 - (i) it is expressly resolved not to fill one or more vacated offices so that the number of candidates exceeds the number of vacated offices to be filled; or
 - (ii) a resolution for the election or re-election of a candidate is put and lost.
 - (b) Where the number of candidates exceeds the number of vacated offices to be filled, then a ballot shall be conducted at the annual general meeting amongst the Appointees present at such meeting in accordance with the provisions of this clause 67 and otherwise as the Chairperson of the Commission from time to time determines.
 - (c) The ballot shall be conducted as a secret ballot and votes shall be counted as provided in this clause 67.
 - (d) Ballot papers shall set out the name of each candidate with a square box opposite each name.
 - (e) The method of voting shall be by placing a mark in the box opposite the names of those candidates for whom the Appointee wishes to vote.
 - (f) Every ballot paper which shows more votes than the exact number of vacancies to be filled shall be invalid and shall be disregarded in the counting of votes.
 - (g) An Appointee may abstain from voting for one or more of the candidates by voting for less candidates than the number of vacancies to be filled.

- (h) Subject to clause 67(i), the candidates who have received the highest number of votes shall be elected to the extent of the vacancies to be filled.
 - (i) A candidate shall not be deemed to have been elected under clause 67(h) unless they receive a majority of votes from Appointees present at the meeting.
 - (j) If, by reason of two or more candidates receiving an equal number of votes, the filling of a vacancy cannot be determined, then those candidates with an equal number of votes will be subject to a further election for the remaining vacancy or vacancies. Such further election will be subject to the provisions of this clause 67, including clause 67(i), provided that in the event of two or more candidates again receiving an equal number of votes by reason of which the filling of the remaining vacancy or vacancies cannot be determined, then the Chairperson of the Commission shall by lot elect one or more of the candidates for the remaining vacancy or vacancies by such method as the Chairperson of the Commission shall, in their discretion, determine.
 - (k) Subject to compliance with the provisions contained in this clause 67, the Chairperson of the Commission shall determine conclusively all other questions concerning the procedure for election of candidates.
- 68 The procedures for election of non-executive Commissioners set out in this Constitution shall apply irrespective of the reason for retirement of the non-executive Commissioners.
- 69 A person, other than a retiring non-executive Commissioner offering himself or herself for re-election, shall only be eligible for election as a non-executive Commissioner if that person has been nominated in accordance with clause 70.
- 70 Nominations must be delivered to the Commission at least 28 days prior to the annual general meeting of AFL and shall be signed by three persons being either Appointees or Commissioners and shall be accompanied by the written consent of the candidate to become a Commissioner.
- 71 Notice of each and every candidate, including retiring non-executive Commissioners offering themselves for re-election, shall be given to all Appointees at least 21 days prior to the annual general meeting.
- 72 The Commission may from time to time appoint one person to the office of chief executive officer, for such periods and on such terms as they think fit, and, subject to the terms of any agreement entered into in a particular case, may revoke such appointment.
- 73 The Commissioners shall appoint one of their number, other than an executive Commissioner, as Chairperson of the Commission.
- 74 The chief executive officer shall be an executive Commissioner as of right while retaining their position as chief executive officer and shall not be subject to retirement by rotation.
- 75 AFL may by ordinary resolution passed at an annual general meeting increase or reduce the number of Commissioners provided for in clause **Error! Reference source not found.**
- 76 The Commission may at any time subject to clause 72, after consultation with the Clubs, appoint any person to be a non-executive Commissioner either to fill a casual vacancy or as an addition to its number. Any non-executive Commissioner so appointed shall hold office only until the next annual general meeting at which they shall retire. A non-executive Commissioner so appointed who retires at the annual general meeting may be elected non-executive Commissioner at the same annual general meeting and, in the case of a

non-executive Commissioner appointed to fill a casual vacancy and elected at the annual general meeting, shall hold office only until the annual general meeting at which the non-executive Commissioner they replaced would have retired. If there are two casual vacancies in a year, the Chairperson of the Commission will nominate the balance of the term available to each newly appointed non-executive Commissioner.

- 77 AFL may by ordinary resolution remove any Commissioner before the expiration of their period of office and may by an ordinary resolution appoint another person in their stead.
- 78 The person so appointed shall be subject to retirement at the same time as if they had become a Commissioner on the day on which the Commissioner in whose place they are appointed was elected a Commissioner.
- 79 Subject to the provisions of the Act, AFL may pay Commissioners a fee (including an honorarium) for carrying out the duties and responsibilities of the office of Commissioner.
- 80 The non-executive Commissioners may be paid all out-of-pocket expenses incurred by them in carrying out their duties as non-executive Commissioners.
- 81 The non-executive Commissioners may also be paid for service rendered to AFL in a professional or technical capacity, where the provision of that service has the prior approval of the Commission and the amount payable is approved by a resolution of the Commission and is on reasonable commercial terms.
- 82 The executive Commissioners may be paid for their services as employees of AFL, where the terms of employment have been approved by a resolution of the Commission.
- 83 The office of a Commissioner shall become vacant if the Commissioner:
- (a) becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - (b) becomes prohibited from being a director of a company by reason of any order made under the Act;
 - (c) is removed by the ordinary resolution of AFL in accordance with clause 77;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns their office by notice in writing to AFL;
 - (f) for more than four (4) months is absent without permission of the Commission from meetings of the Commission held during that period;
 - (g) subject to clauses 79 and 80, holds any office of profit under AFL;
 - (h) is directly or indirectly interested in any contract or proposed contract with AFL and fails to declare the nature of their interest as required by law; or
 - (i) being an executive Commissioner ceases to be an executive employee of AFL,

provided always that nothing in this Constitution and clause 79 and 80 shall affect the operation of clause 7.

POWER AND DUTIES OF THE COMMISSION

- 84 AFL may from time to time make, vary, amend, enlarge, revoke and repeal rules, regulations and by-laws ancillary to but not inconsistent with this Constitution in respect of any matter whatsoever.
- 85 Save for the powers required to be exercised by AFL in general meeting, the Commission may exercise all of the powers of AFL in respect of any matter whatsoever, including the power to make rules, regulations and by-laws.
- 86 The Commission may from time to time add to, alter or rescind any rules, regulations and by-laws as it thinks fit.
- 87 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to AFL shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Commissioners or in such other manner as the Commission from time to time determines.
- 88 The Commission shall cause minutes to be made:

- (a) of names of Commissioners and Members present at all meetings of AFL and of the Commission; and
- (b) of all resolutions and proceedings at all meetings of AFL and of the Commission.

Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

- 89 The Commission may delegate any of its powers and or functions (not being duties imposed on the Commission as the directors of AFL by the Act or the general law) to one or more sub-committees or person or persons consisting of such Commissioners, Members or Clubs or such other persons as the Commission thinks fit. Any sub-committee or person or persons so formed or appointed shall conform to any regulation that may be imposed by the Commission. All members of such sub-committees shall have one vote at meetings of such sub-committees.
- 90 The Commission may, by power of attorney, appoint any person or persons to be the attorney or attorneys of AFL for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Commission), for such period and subject to such conditions as the Commission thinks fit.

PROCEEDINGS OF THE COMMISSION

- 91 The Commission may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Commissioner may at any time and the Secretary shall on the requisition of a Commissioner convene a meeting of the Commission.
- 92 Subject to this Constitution questions arising at any meeting of the Commission shall be decided by a majority of votes and determination by a majority of the Commission shall for all purposes be deemed a determination of the Commission. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 93 The quorum necessary for the transaction of the business of the Commission shall be:

- (a) all voting Commissioners in the case of Commission meetings convened to vote upon relocation or merger or the admission, suspension or termination of the right of a Club to representation on AFL or the expulsion of a Member; or
 - (b) in any other case at least four (4) Commissioners entitled to vote.
- 94 The continuing Commissioners may act notwithstanding any vacancy in the Commission, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Commission, the continuing Commissioner or Commissioners may act for the purpose of increasing the number of Commissioners to that number or of convening a general meeting of AFL, but for no other purpose.
- 95 The Chairperson of the Commission shall preside as chairperson at every meeting of the Commission, or if there is no Chairperson of the Commission, or if at any meeting they are not present within ten minutes after the time appointed for holding the meeting then the Commissioners may choose one of their number to be chairperson of the meeting.
- 96 The Commission may appoint one or more advisory boards consisting of such persons as the Commission thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulation that may be imposed by the Commission and the Commission shall have power to appoint any Appointee or Appointees of AFL and such other persons to such advisory boards and all members of such advisory boards shall have one vote at meetings of such advisory boards.
- 97 A sub-committee or advisory board may meet and adjourn as it thinks proper.
- 98 Questions arising at any meeting of a sub-committee or advisory board shall be determined by a majority of votes of the members of such sub-committees or advisory boards present, and in the case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 99 All acts done by any meeting of the Commission or of a sub-committee or advisory board or by any person acting as a Commissioner shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Commissioner, member of a sub-committee or advisory board or person acting as aforesaid, or that the Commissioner or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Commissioner.
- 100 A resolution in writing signed by all Commissioners in Australia for the time being entitled to vote at a meeting of the Commission, shall be as valid and effectual as if it had been passed at a meeting of the Commission duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more such Commissioners.
- 101 A meeting of the Commission may be called or held using any technology consented to by all the Commissioners and, for the purposes of clause 93, a Commissioner shall be regarded as present at the meeting if the meeting is so conducted by such technology if the Commissioner is able to hear the proceedings of the meeting and to be heard himself or herself by all others attending the meeting.

SECRETARY

- 102 The Secretary shall in accordance with the Act be appointed by the Commission for such term, upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it.

ACCOUNTS

- 103 The Commission shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of any auditors report required thereon as required by the Act provided, however, that the Commission shall cause to be made out and laid before each annual general meeting a balance-sheet and profit and loss account made up to a date not more than five (5) months before the date of the meeting.
- 104 The Commission shall from time to time determine in accordance with clause 11 at what times and places and under what conditions or regulations the accounting and other records of AFL shall be open to the inspection of Members, and a Member does not have the right to inspect any document of AFL except as provided by law or authorised by the Commission.

AUDITOR

- 105 If required by the Act, a properly qualified auditor or auditors shall be appointed and that person or persons' duties regulated in accordance with the Act.

NOTICE

- 106 Any notice required by law, the Act or by or under this Constitution to be given to any Member shall be given by sending it by post or any other method authorised by the relevant law, Act or this Constitution to that person at that person's address recorded in the Register of Members. A notice sent by post is taken to be given three days after it is posted and a notice sent by other electronic means, is taken to be given on the Business Day after it is sent.
- 107 Notice of every general meeting shall be given, subject to clause 31, in any manner hereinbefore authorised to:
- (a) every Member and Club;
 - (b) every Commissioner; and
 - (c) the auditor or auditors for the time being of AFL.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

- 108 If on the winding up or dissolution of AFL there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other company, association or organisation having objects similar to the objects of AFL and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on AFL under or by virtue of clause 7, such companies, associations or organisations to be determined by the Members at or before the time of dissolution and in default thereof by the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

INDEMNITY

- 109 Subject to clause 111, AFL must indemnify any current or former Commissioner, Secretary, executive officer, Auditor or member of any advisory board of AFL, or any person who takes part in, or is concerned with, management of AFL, out of the property of AFL against:
- (a) every liability incurred by the person in that capacity (except a liability for legal costs); and
 - (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity.
- 110 Subject to clause 111, AFL may indemnify any employee of AFL at the discretion of the Commission.
- 111 Clause 109 does not apply to the extent that:
- (a) AFL is forbidden by the Act or other statute to indemnify the person against the liability or legal costs; or
 - (b) an indemnity by AFL of the person against the liability or legal costs would, if given, be made void by the Act or other statute.
- 112 Subject to this Constitution, the Act, or other statute, AFL may pay all costs, losses and expenses which a person referred to in clauses 109 and 110 might incur or become liable to pay by reason of any contract entered into or act or thing done by them as such a person or in any way in charge of their duties.
- 113 Subject to the Act or any other relevant statute, AFL may make an advance, on account of anticipated costs, losses and expenses, to a person referred to in clause 109 to assist the person in defending any proceeding brought against the person in that capacity.
- 114 If AFL makes an advance to a person under clause 113 the person must repay that advance if:
- (a) judgment is not given in the person's favour;
 - (b) the person is not acquitted; or
 - (c) a court subsequently determines that the indemnification is not permitted.

INSURANCE

- 115 Subject to clause 116, AFL may pay or agree to pay a premium for a contract insuring a person who is or has been a Commissioner, Secretary, executive officer, Auditor or any person who takes part in, or is concerned with, management of AFL, against liability incurred by the person in that capacity, including a liability for legal costs.
- 116 Clause 115 does not apply to the extent that:
- (a) AFL is forbidden by the Act or other statute to pay or agree to pay the premium or
 - (b) the contract would, if AFL paid the premium, be made void by the Act or other statute.

ORIGINAL SUBSCRIBERS

- 117 It is acknowledged that the following people were, on 13 June 1929, the several persons whose names and addresses were originally subscribed as desirous of being formed into a company in pursuance of AFL's original Memorandum of Association.

Names, Addresses and Descriptions:

William Caldwell McClelland

147 Church Street
Middle Brighton
Medical Practitioner

Francis George Reid

39 Grice Crescent
Essendon
Clerk

Likely Herman McBrien

37 Swanston Street
Melbourne
Secretary

Alexander Fraser McGowan

69 Park Street
Moonee Ponds
Clerk

Edwin Lionel Wilson

60 Market Street
Melbourne
Chartered Accountant

The witness to all the signatures was:

David H. Crone

41 Wentworth Avenue
Canterbury
Motor Salesman

SCHEDULE 1

APPLICATION FOR MEMBERSHIP

**Australian Football League
ACN 004 155 211
(AFL)**

Applicant

1. Name: *[insert name of applicant]*
2. Address: *[insert address of applicant]*
3. Membership type: Appointee
 Life Member
4. Nominating Club: *[insert Club nominating applicant if applying as Appointee]*

Membership

5. The applicant agrees to become a member of AFL and agrees to be bound by:
 - (f) the Constitution of AFL;
 - (g) the rules of AFL;
 - (h) the regulations of AFL;
 - (i) all determinations and resolutions which have been or may in the future be made or passed pursuant to any provision of the Constitution or the rules and regulations of AFL; and
 - (j) any resolutions which have been or may in the future be made or passed by the Commission.

Dated:

[insert name of applicant]

SCHEDULE 2

PROXY

**Australian Football League
ACN 004 155 211
(AFL)**

I, _____
[name of Appointee]

of _____
[address on Appointee]

being an Appointee of AFL hereby appoint

_____ *[name of proxy]*

of _____
[address of proxy]

or failing him or her _____
[name of alternative proxy]

of _____
[address of alternative proxy]

as my proxy to vote for me on my behalf at the general meeting of AFL to be held
on _____ and at any adjournment thereof.

[name of alternative proxy]

My proxy is hereby authorised to vote *in favour of/*against the following
resolutions.

[insert any relevant resolutions]

Dated:

[name of Appointee]

Note: In the event of the Appointee desiring to vote for or against any resolution
they shall instruct their proxy accordingly. Unless otherwise instructed, the proxy
may vote as they think fit.

*Delete whichever is not desirable.