

MINUTES OF THE SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF THE ASSOCIATION OF AUSTRALIAN FOOTBALL CLUBS LTD (ACN 617 929 469) HELD ON SATURDAY 27TH OCTOBER 2018 AT FOOTBALL FEDERATION VICTORIA, LEVEL 3, 436 ST KILDA ROAD, MELBOURNE, VICTORIA, AUSTRALIA, AND BY TELECONFERENCE, AT 11.00AM AUSTRALIAN EASTERN DAYLIGHT TIME

Attendees:

In total, forty-three (43) Members attended the meeting:

1. Twenty-six (26) Member Clubs were in attendance through an authorised officer of their Club who attended in person or by teleconference.
2. Seventeen (17) Member Clubs were in attendance through proxies given in favour of persons attending the meeting in person.

A Register of the Member Clubs in attendance is attached as Appendix A to these Minutes.

Meeting Chairman:

In accordance with the Constitution of the AAFC, AAFC Chairman, Mr. Rabieh Krayem was appointed Chairman of the Meeting.

The Chairman declared a quorum was present for the AGM to proceed.

Minutes of previous Annual General Meeting:

It was resolved to accept the minutes as a true and correct record of the 1st Annual General Meeting of the AAFC held on 3rd July 2017.

Passed Unanimously

AAFC Chairman's Address:

The AAFC Chairman welcomed all members to the meeting.

He reflected on the great progress that had been made in such a relatively short time – 19 months - since almost 100 Clubs from all over Australia met to hold the inaugural meeting of the AAFC in Melbourne in March 2017.

The Chairman stated he as proud to state to the Members that the Board had upheld the core purpose of the AAFC i.e. to act primarily to provide a measured, consultative and professional voice on behalf of our Members Clubs so as to engage with all the football stakeholders to find solutions that will help benefit football.

Specifically, the Chairman discussed the extensive work done and progress made with respect to:

1. FFA Congress reform – the AAFC has been actively involved in the deliberations of the Congress Review Working Group (CRWG) and had addressed meetings of that group on numerous occasions.

The Chairman stated that it was a matter of great pride that the AAFC has now been accepted aspect of the football community, symbolised by the words in an Information Memorandum to FFA Board concerns on CRWG recommendations by FNSW, FFV, FFSA, FW, APFCA, PFA:

“On the matter of the AAFC, the CRWG commends the incredible work that body has undertaken, and the milestones already achieved for their members, the NPL clubs, who are so integral to the competition and player development framework of the member federations.

The CRWG met numerous times with representatives of the AAFC, inviting and welcoming their contribution to the pathway process ultimately recommended by the CRWG Report, of which they have been acknowledged as having progressed significantly, including achieving the status that would see their immediate participation in standing committees"

As a result of the CRWG report issued on 31 July 2018, the Members of the FFA met on 2 October 2018 and resolved, amongst other things, to offer Provisional Membership of the FFA to AAFC, with a pathway to full voting membership in due course. In addition, AAFC has been invited to join the FFA's Competitions Standing Committee.

2. NPL Review

Following the extensive consultations with our members clubs during the AAFC National Roadshow in February/March 2019, we finalised and published our comprehensive report "*5 Years of the NPL: A Clubs' Perspective: A Report by the AAFC on behalf of NPL Clubs*".

This report has been presented to FFA and as a result, FFA is preparing to commence a national review of the NPL.

3. National Club Identity Policy

The Chairman referred to recent controversial incidents involving the enforcement of the NCIP by FFA and Member Federations on two of our members – Charlestown City Blues and Avondale.

As a result of continued lobbying from the AAFC, FFA have commenced a review of the NCIP to be finalised in February 2019.

4. The Championship

The Chairman reminded members that 12 months before, to the day, the AAFC published our "*Preferred Model for a National Second Division*". This paper is intended as a catalyst for further discussion on the development and implementation of an NSD. After initial rejection of the concept by FFA, the Chairman was pleased to report the FFA has requested to partner with AAFC in the further development of the model.

Extensive consultation has continued over the past year and the Chairman noted that a more detailed discussion on the NSD with our members will immediately follow the conclusion of this AGM.

Financial Statements:

It was resolved to adopt the Audited Financial Statements for the period from 13th March 2017 (being date of Incorporation) to 31st December 2018.

Passed Unanimously

Re-Appointment of Auditors:

It was resolved that in accordance with clause 13.2 (v) of the Constitution, Price Waterhouse Coopers (PwC) are re-appointed Auditors of AAFC.

Passed Unanimously

Special Resolutions:

It was resolved by **SPECIAL RESOLUTION** that the existing Constitution of AAFC Ltd be amended as follows:

1. The Members of the Company waive the notice period required by section 249L of the Corporations Act 2001 and under the constitution of the Company in regard to the Special Resolutions to be considered at this meeting."

Passed Unanimously

2. That existing article 24.1 be replaced with:
"24.1 There must be not less than six Directors and not more than twelve Directors comprised as follows:
 - a) to be elected by the Members (Elected Directors);
 - b) There are more Appointed Directors than Elected Directors; and
 - c) Each gender comprises at least 40% of the Directors from no later than 30 June 2019"

Passed Unanimously

3. That a new article 25.5 be added to the Company Constitution:
"25.5 Appointed Directors
 - a) The Elected Directors and the Appointed Directors may propose the appointment of up to four other persons whom they believe have the requisite skills and knowledge to support the AAFC deliver on its objects.
 - b) Before a person can be appointed as an Appointed Director the person proposed to be appointed as a Director must deliver to AAFC a declaration confirming that, to the best of their knowledge and belief:
 - c) they have not been involved in activities which could materially interfere with their ability to act in the best interests of AAFC; and
 - d) they are free from any interest or relationship which could materially interfere with their ability to act in the best interests of AAFC.
 - e) An Appointed Director holds office for a term of two years or such shorter term as may be determined by the Directors, and subject to article 26 is eligible for re-appointment.
 - f) An Appointed Director may not serve as an Appointed Director for a consecutive number of terms together exceeding 8 years.
 - g) If an Appointed Director has served consecutive terms together totalling 8 years, they may not be appointed as a Director again for a period of two years after the end of their 8 years as an Appointed Director. "

Passed Unanimously

Close of Meeting:

The meeting Chairman thanked all Members for their attendance and closed the meeting at 12.10 PM AEDT.

SIGNED AS A TRUE AND CORRECT RECORD

CHAIRMAN

APPENDIX A – REGISTER OF MEMBERS IN ATTENDANCE

ATTENDANCE IN PERSON		ATTENDANCE BY PROXY
1	Adelaide City	Adelaide Comets
2	Altona Magic	Balcatta
3	APIA Leichhardt	Bayswater
4	Avondale	Broadmeadow Magic
5	Ballarat City	Canberra FC
6	Bentleigh Greens	Canberra Olympic
7	Gold Coast United	Charlestown City Blues
8	Goulburn Valley Suns	ECU Joondalup
9	Hamilton Olympic	Edgeworth
10	Heidelberg	Inglewood Utd
11	Hume City	Lake Macquarie
12	Melbourne Knights	Lambton Jaffas
13	Moreland Zebras	Maitland Magpies
14	Olympic FC	Sorrento
15	Pascoe Vale	Stirling Lions
16	Peninsula Power	Weston
17	Perth SC	Woden Weston
18	Port Melbourne	
19	Rydalmere Lions	
20	South Hobart	
21	South Melbourne	
22	St Albans Saints	
23	Sydney Olympic	
24	Tuggeranong	
25	West Adelaide	
26	West Torrens Birkalla	