



**CONSTITUTION
OF
ASSOCIATION OF AUSTRALIAN
FOOTBALL CLUBS (“AAFC”)**

(as amended on 27 October 2018)

Australian Company Number (ACN) 617 929 469
A company limited by guarantee

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1 Name of the company

The name of the company is
Association of Australian Football Clubs Ltd (“AAFC”).

2 Type of company

AAFC is a not-for-profit public company limited by guarantee.

3 Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4 The guarantee

Each member must contribute an amount not more than \$200 (the guarantee) to the property of AAFC if AAFC is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of AAFC incurred before the member stopped being a member, or
- (b) costs of winding up.

5 Definitions

In this constitution, words and phrases have the meaning set out in clauses 48 and 49.

6 Objects

AAFC’s objects are:

- a) To preserve, foster and advance the traditions and ideals of its members;
- b) To be a member of Football Federation Australia (“FFA”) in accordance with the Constitution and By Laws of the FFA and its subsidiary Member Federations;
- c) To subscribe to or become a member or affiliate with any other Club association or organisation whether incorporated or not whose objects are similar and compatible to those of AAFC;
- d) To represent the interest of any or all of its Members, as required from time to time by any or all of its Members;
- e) To collaborate with FFA and other bodies in the promotion and development of Football; and
- f) Act in the best interests of AAFC, its members and Football.

7 Powers

Subject to clause 8, AAFC has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

- (c) the powers of an individual, and
- (d) all the powers of a company limited by guarantee under the Corporations Act.

8 Not-for-profit

AAFC is a not-for-profit company and may only distribute income or assets directly or indirectly to its members as provided by clause 12.2 and, provided it is for the purpose of furthering its objects, to pay a member for goods or services it provides to AAFC or to reimburse a member any expenses the member has properly incurred for and on behalf of AAFC.

9 Amending the constitution

The members may amend this constitution by special resolution.

10 Membership and register of members

10.1 The members of AAFC shall consist of all National Premier Leagues (“NPL”) Clubs from any State or Federation, from time to time, which apply for and are admitted to membership by the Directors.

10.2 Any Club which ceases to participate in the NPL of any State or Federation shall cease to be a member and shall be entitled to apply for admission or readmission as a member upon being reinstated as a NPL Club.

10.3 AAFC must establish and maintain a Register of members. The Register of members must be kept by the Secretary and must contain:

- (a) for each current member:
 - i. its registered name and any trading name;
 - ii. its registered address and any principal place of operation;
 - iii. any alternative address nominated by the member for the service of notices including electronically;
 - iv. the date the member was entered on to the register;
 - v. Its current league status; and
 - vi. the Federation with which it is licensed to participate (affiliated); and
 - vii. the NPL competition and the division, if any, in which it participates.

- (b) for each Club which has ceased being a member:
 - i. its registered name and any trading name;
 - ii. its registered address and any principal case of operation;
 - iii. any alternative address nominated by the member for the service of notices;
 - iv. date membership commenced and ceased;
 - v. The Federation with which it is licensed to participate; and
 - vi. the NPL competition and the division, if any, in which it participated.

- 10.4 AAFC must provide current members access to the register of members upon request and upon provision of reasonable notice.

11 Admission of Members

- 11.1 Any NPL Club may apply to become a member of AAFC by:
- (a) Completing and submitting to AAFC an application form, as is current and prepared by AAFC from time to time; and
 - (b) Paying any fee or making any payment required by AAFC to accompany the application form to form part of the company’s assets.
- 11.2 Any NPL Club which is admitted as a member agrees to be bound by this Constitution and to abide by the Resolutions made by its Directors in accordance with its Constitution.
- 11.3 The Directors must consider an application for membership within a reasonable time after it is received.
- 11.4 If the Directors approve an application, the secretary must as soon as possible:
- (a) enter the new member on the register of members, and
 - (b) write to the applicant to tell it that its application was approved, and the date that its membership commenced.
- 11.5 The Board of Directors may refuse an application for membership in their absolute discretion provided it is exercised reasonably.
- 11.6 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell it that its application has been rejected, but does not have to give reasons.
- 11.7 All members admitted to membership prior to this Constitution being adopted will continue as members and subsequently be subject to its provisions and be bound as provided by Clause 11.2.

12 Ceasing to be a member

- 12.1 A Member immediately ceases to be a member if it:
- (a) is wound up or otherwise dissolved or deregistered (for an incorporated member);
 - (b) resigns by notice in writing to the secretary;
 - (c) is expelled in accordance with the provisions of this Constitution; or
 - (d) ceases to participate in a NPL competition in any State or Federation.
- 12.2 Upon ceasing to be a member, a member shall not be entitled to any refund or repayment of any financial contribution it has made to AAFC but AAFC may, at its discretion, make any refund or repayment it considers reasonable.

13 Annual general meeting

- 13.1 A general meeting, called the annual general meeting, must be held:
- (a) within 6 months after registration of the company; and
 - (b) after the first annual general meeting, at least once in every calendar year and to the extent possible, in March or April and not later than 15 months after the previous one.
- 13.2 At least 21 days before the holding of the annual general meeting, AAFC must give notice to each member and Director of the date, time and place at which the meeting will be held and the business to be conducted at the meeting which shall include but not be limited to:-
- (a) Consideration and approval of the minutes of the previous annual general meeting;
 - (b) Receiving and considering the audited financial statements for the immediately preceding year;
 - (c) Any auditor's report;
 - (d) The election of any Directors whose term shall have expired;
 - (e) The appointment of auditors and the determination of their remuneration;
 - (f) Any other business of which due notice shall have been given.
- 13.3 Prior to the commencement of the annual general meeting AAFC shall make available to the members the audited financial statements and the Annual Report.

14 Extraordinary General Meeting

- 14.1 Within 21 days of the Chairman receiving a requisition in writing signed by not less than 33% of the members entitled to vote specifying their names and addresses and providing a clear statement of the business they want AAFC to consider, the Secretary shall give notice of an extraordinary general meeting of the members of AAFC to be held within 21 days of the date of such notice. The notice shall be delivered to each member at its nominated email address specifying the date, time, and place of the meeting and the business to be considered in the same form as in the requisition or in an abbreviated or amended form should the Chairman consider that to be appropriate.
- 14.2 The Board may call an extraordinary general meeting of the members of AAFC whenever it considers matters require a decision of the members. Notice of such an extraordinary general meeting shall be given in the same manner as when the meeting was required by a requisition of members.
- 14.3 In the event the Secretary or the Board do not call the extraordinary general meeting within 21 days of being requested by the due number of members pursuant to clause 15.1, a general meeting may be called by any of the members who requested the extraordinary general meeting.

- 14.4 To call and hold a meeting under clause 15.3, the members calling the meeting pursuant to this clause must:
- (a) Give notice to all members of not less than 21 days;
 - (b) Provide notice of the business to be conducted at the general meeting;
 - (c) Provide notice of any special resolution to be proposed and considered including the precise wording of the proposed resolution;
 - (d) Comply with the provisions of the Corporations Act.

15 Quorum at general meetings

- 15.1 For a general meeting to be held, at least 50% of total members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting.
- 15.2 No business may be conducted at a general meeting if a quorum is not present.
- 15.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 15.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

16 Auditor's right to attend meetings

- 16.1 The auditor (if any) is entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 16.2 The company must give the auditor (if any) any communications relating to the general meeting that a member of the company is entitled to receive.

17 Representatives of members

- 17.1 A member may appoint as a representative one individual to represent it at meetings and to sign documents on its behalf.
- 17.2 The appointment of a representative by a member must:
- (a) be in writing
 - (b) include the name of the representative
 - (c) be signed on behalf of the member, and
 - (d) be given to AAFC or, for representation at a meeting, be given to the chairman before the meeting starts.
- 17.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- 17.4 The appointment may be ongoing.

18 Using technology to hold meetings

- 18.1 AAFC may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard, provided such technology is reasonably accessible to all members.
- 18.2 Anyone using this technology is taken to be present in person at the meeting.

19 Chairman for general meetings

The Chairman of AAFC shall be Chairman at the general meeting but in the event there is no Chairman or the Chairman is not in attendance within 30 minutes of the appointed time of such meeting or declines to take the chair, the members present who are entitled to vote at the general meeting shall select one of their number to be Chairman.

20 Adjournment of meetings

The Chairman may with the consent of the majority of members present adjourn any meeting but no business shall be conducted at the adjourned meeting except the business that is unfinished at the meeting that was adjourned when any new business of which notice has been given in accordance with this Constitution.

21 Voting

- 21.1 All members may vote personally or by proxy at any general meeting including an annual general meeting and an extraordinary general meeting.
- 21.2 Voting must be conducted and decided by:
- (a) a show of hands;
 - (b) a vote in writing; or
 - (c) another method chosen by the Chairman that is fair and reasonable in the circumstances;
 - (d) for any general resolution a vote shall be decided by a majority of votes and for any special resolution by at least 75% of the votes.
- 21.3 Before a vote is taken, the Chairman must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 21.4 On a show of hands, the Chairman’s decision is conclusive evidence of the result of the vote.
- 21.5 The Chairman and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- 21.6 No single member may hold more than 6 individual proxy votes.
- 21.7 In the case of an equality of votes the Chairman at any meeting shall have a casting vote in addition to his or her deliberate vote.
- 21.8 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by at least 50% of the members present including by proxy or representative.
- 21.9 A vote in writing must be taken when and how the Chairman directs.

22 Appointment of proxy

- 22.1 A member may appoint a proxy to attend and vote at a general meeting on their behalf.
- 22.2 A proxy must be a member.
- 22.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting;
 - (b) vote (but only to the extent allowed by the appointment); and
 - (c) join in to demand a vote in writing under clause 21.9.
- 22.4 A form for the appointment of a proxy must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address;
 - (b) AAFC's name;
 - (c) the proxy's name or the name of the office held by the proxy; and
 - (d) the meeting(s) at which the appointment may be used.
- 22.5 A proxy appointment may be ongoing.
- 22.6 Proxy forms must be received by AAFC at its registered address or by email at least 48 hours before a meeting.
- 22.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 22.8 A proxy appointment may specify the way the proxy must vote on a particular resolution.

23 Voting by proxy

- 23.1 A proxy is entitled to vote on a show of hands
- 23.2 When a vote in writing is held, a proxy:
- (a) Votes in the way the proxy appointment specifies;
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

24 Number of directors and initial appointment of Directors under this Constitution

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

- 24.2 Members from each State or Federation shall be entitled to nominate or elect one director to the Board from time to time so that at no time shall more than one Director be elected or nominated by one State or Federation. In the event a further federation representing a Territory or other region within Australia introduces a NPL league with NPL clubs, each such Federation shall be entitled to elect a director so that the maximum number of directors shall be equivalent to the number of Federations conducting a NPL.
- 24.3 The Board shall be duly constituted if it is comprised of at least six directors from time to time.
- 24.4 Upon adoption of this Constitution by the members, the existing directors shall resign and shall be replaced by the persons, being one from each state or federation, of which notice shall have been given to AAFC by each State or Federation not less than 7 days prior to the inaugural general meeting.

25 Appointment and election of directors

- 25.1 The directors shall be appointed or elected as follows:
- (a) Members from each State or Federation shall be entitled to nominate a director by submitting his or her name, address and consent to act as director to the Secretary by email by 5pm not less than 7 days prior to the annual general meeting;
 - (b) In the event that no more than one nomination is received for a State or Federation, the nominee will be appointed as director at the annual general meeting;
 - (c) In the event that more than one nominee is received for the role of director for any State or Federation, an election will be held among the members belonging to the particular State or Federation;
 - (d) The election of each director representing each State or Federation, should an election is necessary, will be conducted at the annual general meeting. Only those members affiliated with each State or Federation in respect of which a director is seeking election shall be entitled to vote in relation to the election of that director.
 - (e) The Board shall appoint a Returning Officer to conduct any election of any director. The Returning Officer may be assisted by any AAFC staff or volunteers in the conduct of the election. The Returning Officer shall personally signify his or her willingness to accept such nomination. The Returning Officer shall not be eligible as a candidate for the board at the election nor shall the Returning Officer vote at the election.
 - (f) The Returning Officer shall be provided by the Secretary with a full and correct list of names, addresses and state or Federation affiliation of all current members of AAFC in accordance with the members Register before the commencement of the election.
 - (g) The Returning Officer may engage the services of the Australian Electoral Commission or Computershare (or equivalent private provider) to assist in the conduct of the election.
 - (h) Voting shall be by personal attendance, including by proxy or representative and by secret ballot.

- (i) Voting shall be on the basis of first past the post so that the candidate who secures the most votes shall be successful notwithstanding that he or she may not have secured at least half the votes.
- 25.2 In the event of a vacancy, or casual vacancy, the remaining directors may appoint a person to fill that role provided that person is from the State or Federation in respect of which the vacancy arises.
- 25.3 If the number of directors is reduced to fewer than six or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to at least six or to a number required for a quorum.
- 25.4 The Initial Directors shall be appointed upon this Constitution being adopted by Special Resolution by the members.

25.5 Appointed Directors

- (a) The Directors may propose the appointment of a person 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:
 - i. they have not been involved in activities which could materially interfere with their ability to act in the best interests of AAFC; and
 - ii. they are free from any interest or relationship which could materially interfere with their ability to act in the best interests of AAFC.
- (c) 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.
- (d) An Appointed Director may not serve as an Appointed Director for a consecutive number of terms together exceeding 8 years.
- (e) 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.
- (f) Subject to compliance with clause 24.1(c) there may be up to four Appointed Directors on the Board.

26 Term

- 26.1 Each director shall be elected for a term of 2 years and the Initial Directors shall be appointed for a term of 2 years.
- 26.2 In the event a director is appointed to fill a vacancy, that appointment shall be for the balance of the term remaining in respect of the director in relation to whom the vacancy arose.
- 26.3 A director shall be eligible for re-election for a period of no more than 2 terms so a director shall not be entitled to serve more than 3 terms save as provided in clause and for the avoidance of doubt the Initial Directors shall be entitled to serve up to 3 terms and to seek election for a further term after the expiry of their initial term.

- 26.4 A director whose term has expired shall retire at the next annual general meeting and subject to not having served three terms, such director shall be entitled to nominate for election at the annual general meeting. For the avoidance of doubt, if the first term of the director comprises a partial term, having been appointed to fill a vacancy, such director shall be entitled to serve three full terms in addition to the partial term of his or her initial appointment.
- 26.5 Other than for a director whose term commences upon being appointed to the Board to fill a vacancy, a director’s term commences at the end of the annual general meeting at which he or she is elected and ends after the expiry of two years or at the end of the annual general meeting at which he or she retires, whichever is the later.
- 26.6 The duly appointed directors shall appoint from among themselves, a Chairman, a Vice-Chairman, a Secretary and a Treasurer as office holders under those titles and each such office holder shall be responsible for the usual responsibilities attending to such office.
- 26.7 A director shall cease being a director if he or she:
- (a) Gives written notice of resignation to AAFC;
 - (b) Becomes deceased;
 - (c) Becomes otherwise physically or mentally incapable;
 - (d) Becomes bankrupt;
 - (e) Becomes ineligible to be a director of a company pursuant to the provisions of the Corporations Act and/or as otherwise determined by the Australian Securities and Investment Commission (“ASIC”) or its equivalent from time to time.

27 Powers of directors

- 27.1 The directors are responsible for managing and directing the activities of AAFC to achieve the objects set out in clause 6.
- 27.2 The directors may use all the powers of a company except for powers that, under the Corporations Act or this constitution, may only be used by members.
- 27.3 All acts done by the Board or by a committee constituted by the Board or by a director acting in his or her capacity as a director, notwithstanding that it shall be discovered there was some defect in the appointment of any director or that they or any of them were disqualified, shall be as valid as any such person had been duly appointed and was qualified to be a director.

28 Payments to directors

- 28.1 AAFC must not pay fees or expenses to a director for acting as a director except AAFC may:
- (a) pay a director for work they do for AAFC, other than for discharging director’s duties, if the amount is approved by the Board and represents a reasonable sum for the work done; and
 - (b) reimburse a director for expenses properly incurred in connection with the affairs of AAFC.

28.2 Any payment made under clause 28.1 must be approved by the directors.

28.3 AAFC may pay premiums for insurance indemnifying directors, as provided by the Corporations Act or this constitution.

29 Execution of documents

AAFC may execute a document without using a common seal provided it is executed in accordance with the provisions of the Corporations Act.

30 Duties of directors

The directors must comply with their duties as directors under legislation not limited to the following:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of AAFC;
- (b) to act in good faith in the best interests of AAFC and to further the objects of AAFC set out in clause 6;
- (c) not to misuse their position as a director;
- (d) not to misuse information they gain in their role as a director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 31;
- (f) to ensure that the financial affairs of AAFC are managed responsibly; and
- (g) not to allow AAFC to operate while it is insolvent.

31 Conflicts of interest

31.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors:

- (a) to the other directors; or
- (b) if all of the directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.

31.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

31.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors must not, except as provided under clauses 31.4:

- (a) be present at the meeting while the matter is being discussed; or
- (b) vote on the matter.

31.4 A director may still be present and vote if:

- (a) their interest arises because they are a member of AAFC, and the other members have the same interest;
- (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of AAFC (see clause 46);
- (c) their interest relates to a payment by AAFC under clause 5 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter; or

- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - i. identifies the director, the nature and extent of the director’s interest in the matter and how it relates to the affairs of AAFC; and
 - ii. says that those directors are satisfied that the interest should not stop the director from voting or being present.

32 When the directors meet

The directors shall decide how often, where and when they meet and may use electronic means to do so.

33 Calling directors’ meetings

33.1 The Secretary shall call a directors’ meeting by giving reasonable notice to all of the other directors.

33.2 The Secretary may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

34 Chairman for directors’ meetings

The Chairman shall chair the directors’ meetings and in his or her absence, the Vice-President shall be the Chairman and in his or her absence, a Chairman shall be appointed at the commencement of the meeting by a simple majority of the directors present.

35 Quorum at directors’ meetings

35.1 Unless the directors determine otherwise, the quorum for a directors’ meeting is a majority of directors.

35.2 A quorum must be present for the whole of the directors’ meeting.

36 Passing directors’ resolutions

A directors’ resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution. In the event of an equality of votes the Chairman of the meeting shall have a casting vote.

37 Circular resolutions of directors

37.1 The directors may pass a circular resolution without a directors’ meeting being held.

37.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 37.3 or clause 37.4.

37.3 Each director may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
- (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

- 37.4 AAFC may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 37.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 37.3 or clause 37.4.

38 Committees

- 38.1 The board may appoint committees to deal with particular matters for AAFC upon such conditions and with such powers as the board determines.
- 38.2 Each such committee shall be chaired by a director unless the board determines otherwise.
- 38.3 The board may appoint as members of such committees people with particular skills and expertise that may be relevant to the duties of that committee.

39 Appointment and role of secretary

- 39.1 AAFC must have a Secretary, who must also be a director.
- 39.2 A Secretary must be appointed by the directors provided the Secretary first agrees to act in that capacity and may not be removed by the directors.
- 39.3 The role of the Secretary includes:
- (a) maintaining the Register of AAFC’s members; and
 - (b) maintaining the minutes and other records of general meetings (including notices of meetings), directors’ meetings and circular resolutions unless otherwise agreed to by the majority of directors.

40 Minutes and records

- 40.1 The secretary shall ensure that all proper minutes, minutes books and records are kept of all meetings and members and directors and of all decisions.
- 40.2 The secretary shall also ensure that all proper financial records and accounts are kept and maintained accurately reflecting the financial position of AAFC and that all legal requirements are complied with.
- 40.3 Except as otherwise provided by the Constitution, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of AAFC.
- 40.4 The secretary shall allow members to inspect AAFC’s upon proper notice being provided to the secretary.
- 40.5 The company must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of general meetings;
 - (b) minutes of circular resolutions of members;
 - (c) a copy of a notice of each general meeting.

41 Notice to AAFC

Written notice or any communication under this constitution may be given to AAFC, the directors or the secretary by:

- (a) delivering it to AAFC's registered office; or
- (b) posting it to AAFC's registered office or to another address chosen by AAFC for notice to be provided; or
- (c) sending it to an email address or other electronic address notified by AAFC to the members as AAFC's email address or other electronic address.

42 Notice to members

42.1 Written notice or any communication under this constitution may be given to a member:

- (a) in person; or
- (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices; or
- (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any); or
- (d) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

42.2 If AAFC does not have an address for the member, AAFC is not required to give notice in person.

43 When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted;
- (c) sent by email, or other electronic method, is taken to be given on the business day it is sent, if it is sent before 5pm on a business day or the next business day if it sent after 5pm or on a non-business day.

44 Company's financial year

The company's financial year is from 1st January to 31st December, unless the directors pass a resolution to change the financial year.

45 Indemnity

45.1 AAFC indemnifies each officer AAFC out of the assets of AAFC, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of AAFC.

45.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.

45.3 In this clause, ‘to the relevant extent’ means:

- (a) to the extent that AAFC is not precluded by law (including the Corporations Act) from doing so; and
- (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

45.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of AAFC.

46 Insurance

To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, AAFC may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of AAFC against any liability incurred by the person as an officer of AAFC.

47 Directors’ access to documents

47.1 A director has a right of access to the financial records of AAFC at all reasonable times.

47.2 If the directors agree, AAFC must give a director or former director access to:

- (a) certain documents, including documents provided for or available to the directors; and
- (b) any other documents referred to in those documents.

48 Definitions

In this constitution:

“**AAFC**” means the company referred to in clause 1;

“**Board**” means the board of Directors of AAFC;

“**Corporations Act**” means the Corporations Act 2001 as amended from time to time including all regulations made under it;

“**Directors**” means the directors of AAFC appointed in accordance with this Constitution;

“**Federation**” means any governing body for football in a State, Territory or region of Australia within a State or Territory with separate football governance;

“**Initial Directors**” means those persons listed in Appendix A;

“**Member**” means a member of AAFC pursuant to clause 10 of this Constitution;

“**Register**” means the register of members kept by the Secretary pursuant to the Corporations Act;

“**Returning Officer**” means the person appointed by the board to conduct any election in accordance with this constitution;

“**Secretary**” means the secretary for the time being and includes the acting secretary (if any) of AAFC;

“Special resolution” means a resolution:

- i. of which notice has been given under clause 9; and
- ii. which has been passed by at least 75% of the votes cast by members and entitled to vote in accordance with this Constitution.

“State” means a State of Australia.

49 Interpretation

In interpretation of this Constitution, unless inconsistent with the context:

- (a) the singular shall include the plural and vice versa;
- (b) the words importing any gender shall include all genders;
- (c) words importing persons shall include all bodies and associations, corporate and unincorporated and vice versa;
- (d) any reference to a statute or law shall include all amendments, regulations or other subordinate legislation;
- (e) headings are included for convenience only and shall not affect the interpretation of the Constitution;
- (f) if a period of time is specified from a particular day or date of an event, it shall be calculated exclusive of that date.
- (g) unless otherwise defined in this Constitution, terms shall be given the same meaning as in the Corporations Act.

Appendix A

Initial Directors

Jon Thiele (ACT)

Gino Marra (NSW)

Christo Patsan (NNSW)

Rabieh Krayem (QLD)

Amin Ayoubi (SA)

Victoria Morton (TAS)

Dean Hennessey (VIC)

Gary Marocchi (WA)