

# **Constitution**

## **AFL Barwon Football Commission Limited**

**A.C.N. 160 417 845**

Amendments

AGM 26<sup>th</sup> November 2014  
AGM 27<sup>th</sup> November 2013

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## 1. Name and Status

(a) The name of the Commission Company is AFL Barwon Football Commission Limited.

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(b) The Commission Company is a public company limited by guarantee.

## 2. Definition and Interpretation

### 2.1 Definitions

In this Constitution, unless the contrary intention appears:

**Act** means the Corporations Act 2001 (Cth), the Regulations and all amendments from time to time;

**AFL Victoria** means Australian Football League (Victoria) Limited, ACN 147 664 579;

**Auditor** means the auditor appointed by the Commission Company to audit the Commission's Company's accounts;

**Board** means the Board of Directors of the Commission Company referred to in Clause 19;

**By-Laws** means the By-Laws of the Commission Company;

**Chief Executive Officer or CEO** means the Chief Executive Officer of the Company appointed in accordance with Clause 24

**Club Member** means those organisations as may be granted Club Member status from time to time;

**Commission Company** means AFL Barwon Football Commission Limited;

*Amended SGM 30/01/2013*

**Commissioner Directors** means a member of the Board of the Companymeans member of the Board;

**Delegate** means the persons elected or appointed from time to time by AFL Victoria, a Club Member, a League Member or an Umpire Member to act for and on behalf of AFL Victoria, that Club Member, that League Member or that Umpire Member and represent AFL Victoria, the Club Member, the League Member or the Umpire Member at General Meetings or otherwise;

**Financial Year** means the year ending on 31 October;

**General Meeting** means the annual general meeting or any special general meeting of the Commission Company;

**League Member** means a league who has entered into a membership agreement with the Commission and granted League Member status from time to time;

**Member** means a member of the Commission Company as set out in Clause 5;

**Netball Victoria** means Victorian Netball Association, ABN 83 704 752 745

**Official** means any person acting on behalf of a Club Member, League Member or Umpire Member in relation to any match approved or controlled by the **Commission Company** or any elected office bearer of a Club Member, League member or Umpire Member;

**Regional General Manager** means the **Regional General Manager of the Commission appointed in accordance with Clause 24**;

**Purposes** means the Purposes of the **Commission Company** as set out in Clause 3;

**Region** means the area within which the **Company** conducts football and netball programs and competitions; **Region** means the area within which the Commission conducts Australian football programs and competitions, as set out in the affiliation agreement between the Commission and AFL Victoria;

**Registered Player** means a person registered with AFL Victoria **and/or Netball Victoria** to play in the competitions conducted by or under the control of the **Commission Company**;

**Regulations** means regulations under the Act;

**Service Agreement** means a written agreement between a football and netball league and the Company under which the Company agrees to provide specified services to that league:-

**Umpire Member** means an umpiring body who has entered into a membership agreement with the **Commission Company** and as may be granted Umpire Member status from time to time;

**Voting Member** means Club Members, League Members and Umpire Members.

## 2.2 Interpretation

Words and expressions contained in this Constitution will be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 (Vic) and the Act as in force from time to time.

## 3. **Commission Company Purposes**

### 3.1 General Purposes

The general purposes of the **Commission Company** are to encourage, promote, manage, arrange and develop the playing of Australian football **and netball** by and between its Members and their Registered Players, in particular, the **Commission Company** shall use its best endeavours to achieve the key development objectives of AFL Victoria **and Netball Victoria**, which at the date of this Constitution are:

(a) **Competitions and** Participation – to develop and support appropriate **competitions and** pathways for all segments from **AFL Auskick/NetSetGo** to open age football **and netball** that maximise participation;

- (b) Community – to support leagues, ~~their and their~~ clubs ~~and schools~~ to provide quality management and environments to motivate volunteers, umpires, coaches, ~~teachers~~ and sports trainers for all levels of Australian ~~Football and netball~~;
- (c) Engagement – to develop community engagement initiatives that add social value and support program accessibility, equality and inclusive environments, particularly in the indigenous and multi-cultural communities;
- (d) ~~Fan Development to build relationships with the community to develop fans for all levels of the game, including AFL clubs;~~
- (e) ~~Talent & Second Tier to establish best practice talent pathway and enhance the TAC Cup and VFL competitions to identify, attract and develop the best athletes as well as provide a career path for talented umpires and coaches;~~
- (d) Facilities – to advocate for and collaborate on facility development for the network of community football ~~and netball~~ leagues ~~and~~, ~~their clubs~~ and ~~schools~~; and
- (e) People & Culture – to attract, develop and retain quality people and develop a high performance culture ~~in line with the values of AFL Victoria~~.

### **3.2 Strategic Purposes**

The strategic purposes of the CommissionCompany include, without limitation, the following:

- (a) building the capacity of the Region to contribute to the significant growth and sustainability ~~of the code~~ of Australian football ~~and netball~~;
- (b) reducing and consolidating localised governance structures;
- (c) enhancing competition structures to:
  - (i) meet the growth demands within the Region; and
  - (ii) promote competition equalisation
- (a) ~~(iii) increase talent pathway effectiveness;~~
- (d) considering geographic and economic factors that restrict and/or burden Club ~~M~~members;
- (e) consolidating the administration and management activities of League Members;
- (f) ~~accepting responsibility for participation growth within the Region; and~~
- (f) driving facility development and infrastructure planning with local governments.

### **4. CommissionCompany Power**

Solely for the purpose of furthering the above Purposes, the CommissionCompany shall have power to:

- (a) provide and maintain premises from which the activities of the Company will be conducted;
- (b) ~~(b) affiliate any club, league, umpiring body or netball body the Commission may deem appropriate to affiliate within the Region; admit and manage Club Members, League Members and Umpire Members, and enter into Service Agreements with leagues, in accordance with this Constitution;~~

- (c) establish and maintain uniform rules under which all League Members, and where applicable Club Members and Umpire Members, participate in matches under the control of the CommissionCompany;
- (d) determine complaints between League Members, and where applicable Club Members and Umpire Members;
- (e) where applicable, control and discipline any Member, Registered pPlayer and Official participating in a competition organised or sanctioned by the CommissionCompany in relation to conduct occurring before, during or after the playing of a match;
- (f) undertake and execute any trusts and to hold upon trust real and personal property;
- (g) purchase, take on lease or exchange, hire and otherwise acquire any land, buildings or personal property of any nature whatsoever;
- (h) enter into arrangements with a Federal, State or Local Government body;
- (i) select, employ, remove or suspend such employees as is appropriate;
- (j) expend any monies necessary to construct, improve, maintain, and develop any buildings, grounds or conveniences;
- (k) enter into any commercial arrangements for the supply of goods and services to the CommissionCompany, Members and other persons;
- (l) borrow or raise money, either alone or jointly with any other person or persons whether upon fluctuating advance account or overdraft facility or on secured debentures, mortgages or charges;
- (m) purchase, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques or other negotiable or transferable instruments of whatsoever kind and whether alone or jointly and severally with any other person or persons, corporation or corporations or firm or firms;
- (n) sell, improve, manage, develop, exchange, lease, licence, dispose of, turn to account or otherwise deal with all or any of the property or proprietary rights of the CommissionCompany;
- (o) take any gift of property, whether subject to any special trusts or not for any one or more of the purposes of the CommissionCompany;
- (p) obtain all licenses, permits, clearances and authorities required from time to time;
- (q) establish and maintain any insurance arrangements in relation to all property of the CommissionCompany, players and employees within the control of the Company;
- (r) make charitable donations from time to time;
- (s) pursue any other objects which are considered to directly or indirectly advance the interests of the CommissionCompany, the Members and/or the game of Australian fFootball and nNetball; and
- (t) do other lawful things as are incidental or conducive to the attainment of the Purposes.

## 5. **Membership**

### 5.1 **Categories of Members**

The Members of the CommissionCompany shall consist of:

- (a) Club Members, which subject to this Constitution, will be represented by their Delegate(s) will have the right to attend, debate and vote at General Meetings for and on behalf of the Club Members;
- (b) League Members, which subject to this Constitution, will be represented by their Delegate(s) will have the right to attend, debate and vote at General Meetings for and on behalf of the League Members;
- (c) Umpire Members, which subject to this Constitution, will be represented by their Delegate(s) will have the right to attend, debate and vote at General Meetings for and on behalf of the Umpire Members;
- (d) ~~Commissioner~~Directors, who subject to this Constitution, will have the right to attend, debate but not vote at General Meetings;
- (e) Life Members, who subject to this Constitution, will have the right to attend, debate but not vote at General Meetings; and
- (f) ~~AFL Victoria who subject to this Constitution, will have the right to attend, debate but not vote at General Meetings; and~~
- (g) such new categories of Members as may be created in accordance with Clause 5.2.

## 5.2 Creation of New Categories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable, ~~subject to AFL Victoria approval~~, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members.

# 6. Members

## 6.1 Club Members

- (a) Each Club Member, in order to maintain its entitlement to membership, must make due and punctual payment of all membership fees payable under this Constitution (if applicable) or enter into and comply with a financial arrangement as approved by the Board from time to time.
- (b) Any other club seeking to participate in the competitions conducted by or under the control of the ~~Commission~~Company may do so provided the club satisfies the Board of the following, namely that:
  - (i) it has filled any requirements of any League Member (if applicable);
  - (ii) it is incorporated pursuant to the Associations Incorporation Reform Act 201 or it is a company incorporated pursuant to the Act;

*Amended SGM 30/01/2013*

~~(iii) its application will comply with and satisfy any AFL Victoria requirements;~~

- ~~(iii) its facilities and financial circumstances are of a standard acceptable to the Board;~~
- ~~(iv) its name and uniform are acceptable to the Board or will be altered to a uniform acceptable to the Board;~~
- ~~(v) it is willing to pay a security bond, if any, as determined by the Board upon being accepted into the ~~Commission~~Company;~~

- (vi) it is willing to pay an acceptance fee as determined by the Board;
- (vii) it makes a written application to the ~~Commission~~Company for Membership as a Club Member by 15 September in any given year, unless otherwise agreed by the Board; and
- (viii) it can demonstrate that it has access to and approval to use a facility suitable for the use of Australian football and netball during the period 1 April to 30 September each year.

(c) All applications by clubs wishing to become a Club Member will be considered and approved or declined by the Board.

(d) Each Club Member agrees to be bound by this Constitution, By-Laws, determinations and decisions of the ~~Commission~~Company, for itself, its Officials and Registered Players.

## **6.2 League Members**

Each League Member, in order to maintain its entitlement to membership, must make due and punctual payment of all membership fees payable under this Constitution or enter into and comply with a financial arrangement as approved by the Board from time to time.

## **6.3 Umpire Members**

Each Umpire Member, in order to maintain its entitlement to membership, must make due and punctual payment of all membership fees payable under this Constitution or enter into and comply with a financial arrangement as approved by the Board from time to time.

## **6.4 Life Members**

~~(a) The Board may in each financial year appoint for Life Membership of the Commission up to 3 persons who have served a minimum of 10 years in the promotion of the Commission's objects.~~

~~(b) In the first 10 years of the Commission, the Board may in each financial year appoint for Life Membership of the Commission up to 3 persons who have served a minimum of 10 years in the promotion its Members, using criteria determined by the Board.~~

The Board may, in each financial year, appoint Life Members of the Company in accordance with the criteria and procedures set out in the By-Laws or such other policy or document as determined by the Board from time to time.

(c)

*Deleted SGM 30/01/2013*

## **6.5 Service Agreements with Service Agreement Leagues**

~~(a) The Company, from time to time, may enter into Service Agreements with football and netball leagues that are not Member Leagues of the Company.~~

~~(b) A Service Agreement League:~~

- ~~(i) is not a member of the Company for the purposes of this Constitution;~~
- ~~(ii) does not hold voting rights, governance rights, or membership entitlements under this Constitution unless expressly stated otherwise;~~

- (iii) is entitled only to those services, benefits and obligations expressly set out in the relevant Service Agreement.
- (c) A Service Agreement League must comply with the terms of its Service Agreement, including the payment of any fees, charges or contributions specified in that agreement.
- (d) The existence of a Service Agreement does not:
  - (i) confer membership status on a Service Agreement League; or
  - (ii) create any obligation on the Company beyond the terms of the Service Agreement.
- (e) All Service Agreements must be approved by the Company and be consistent with the Company's strategic, governance and financial responsibilities.
- (f) Nothing in this Constitution prevents the Company from providing services to leagues that are not Member Leagues, provided that:
  - (i) such arrangements are governed solely by a Service Agreement; and
  - (ii) the rights, responsibilities and governance of Member Leagues are not diminished or altered by the existence of any Service Agreement.

## 7. Delegates

Each Voting Member shall appoint a Delegate for such term as is deemed appropriate by the Voting Member.

## 8. Register of Members

- (a) The Regional General Manager CEO shall keep and maintain a register of Members in which shall be entered the name and address of each Member of the Commission Company, and each Member's Delegate. The register shall be available for inspection by all Members upon request to the Regional General Manager CEO.
- (b) Each Club Member, League Member and Umpire Member shall within 14 days of a change of its executive committee or Delegate taking place notify the CEO of any such change.

## 9. Membership Fee

- (a) The annual membership fee payable by Club Members (if applicable), League Members and Umpire Members to the Commission Company shall be determined by the Board from time to time, and be payable in instalments notified by the Board.
- (b) Any Club Member, League Member or Umpire Member that has not paid all monies due and payable by that Member to the Commission Company shall, subject to the Board's discretion, have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion.

## 10. Discipline, Suspension and Expulsion of Members

Where the Board is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Purposes or interests of the CommissionCompany, AFL Victoria, Netball Victoria and/or Australian football or netball; or
- (c) brought themselves, the CommissionCompany, AFL Victoria, Netball Victoria or Australian Football or netball into disrepute;

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the CommissionCompany set out in the By-Laws.

Clause 10 applies to any Service Agreement League as if it were a Member.

Powers under this clause 10 in relation to a Service Agreement League are in addition to, and do not limit, any rights, powers or remedies the Company has under the relevant Service Agreement, any Policy, or at law.

## 11. General Meetings

### 11.1 Annual General Meeting

An Annual General Meeting of the CommissionCompany shall be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.

### 11.2 Special General Meetings

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

## 12. Notice of General Meeting

### 12.1 Notice of General Meetings

- (a) Notice of every General Meeting shall be given to Members at the address appearing in the register kept by the CommissionCompany. No other person (except the auditor) is entitled to receive notices of General Meetings.
- (b) Notice of any General Meeting shall be given at least 21 days prior to the General Meeting and shall specify the place and day and hour of the General Meeting.
- (c) The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least 14 days prior to the General Meeting, together with:
  - (i) any notice of motion received by the CommissionCompany under this Constitution; and
  - (ii) details of those persons (including resumes) who have nominated for consideration for election as an Elected CommissionerDirector under Clause 20.

## 12.2 Entitlement to Attend General Meeting

Unless determined otherwise by the Board, no Member shall be represented at, or take part in a General Meeting, unless all monies then due and payable to the CommissionCompany are paid.

## 13. Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Board and auditors and the election of Elected CommissionerDirectors.
- (b) All business that is transacted at a General Meeting, with the exception of those matters set out in Clause 13(a) shall be special business. "Special business" includes business of which a notice of motion has been submitted in accordance with Clause 14.
- (c) No business other than that stated on the notice shall be transacted at that meeting.

## 14. Notices of Motion

A notice of motion may be submitted in accordance with the Act. All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to the Regional General ManagerCEO not less than 28 days (excluding receiving date and meeting date) prior to the General Meeting.

## 15. Special General Meetings

### 15.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the CommissionCompany and, where, but for this clause more than 15 months would elapse between General Meetings, shall convene a Special General Meeting before the expiration of that period.

### 15.2 Requisition of Special General Meetings

(a) The Board shall on the written requisition of:

(i) AFL Victoria; or

(b) (a) (ii) Greater than 50% of Voting Members; convene a Special General Meeting.

(c) (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, be signed by the party or parties making the requisition and be sent to the CommissionCompany.

(d) (c) If the Board does not hold a Special General Meeting within sixty days after the date on which the requisition is sent to the CommissionCompany, the party or parties making the requisition may convene a Special General Meeting to be held not later than three months after that date.

(e) (d) A Special General Meeting convened under this clause shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

## 16. Proceedings at General Meetings

### 16.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the ~~Commission~~Company shall exist when greater than 50% of ~~Commissioners~~Directors and greater than 10% of Voting Members are present.

### 16.2 Chairpersonman to Preside

The ~~chairman~~Chairperson of the Board shall, subject to this Constitution, preside as chair at every General Meeting. If the ~~chairman~~Chairperson of the Board is not present, or is unwilling or unable to preside, the ~~Commissioners~~Directors shall choose one of their number to preside as ~~chairman~~Chairperson for that meeting only, subject to this Constitution.

### 16.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- (b) The chair may, with the consent of any General 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 left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in Clause 16.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### 16.4 Voting Procedure

- (a) Subject to this Constitution, at any General Meeting a motion put to the vote of the meeting shall be decided on a show of hands.
- (b) Each Voting ~~M~~member is entitled to one (1) vote.
- (c) Subject to clause 16.6, a motion is only passed when more than 50% of the votes cast by Voting Members attending that meeting (whether in person, by proxy or by attorney) are in favour of the motion.

### 16.5 Secret Ballot

- (a) A secret ballot may be requested by:
  - (i) at least five (5) Voting Members; or
  - (ii) the ~~Chairman~~Chairperson of the meeting.
- (b) The secret ballot may be requested before a vote is taken.
- (c) A request for a secret ballot may be withdrawn.

- (d) A secret ballot requested on a matter other than the election of a ChairmanChairperson of the meeting or the question of an adjournment must be taken when and in the manner the ChairmanChairperson directs.
- (e) A secret ballot on the election of a ChairmanChairperson of the meeting or the question of an adjournment must be taken immediately.
- (f) A request for a secret ballot does not prevent the meeting dealing with other business.
- (g) If a secret ballot is properly requested, the result of the secret ballot is the resolution of the meeting of that matter.

## 16.6 Special resolution

Where the Act or other law provides that a matter may only be approved by a special resolution of a meeting of Members, a special resolution will only be deemed to have been passed where:

- (a) notice has been given of that special resolution in accordance with the Act and that notice states the resolution and sets out an intention to propose the special resolution; and
- (b) at least 75% of the votes cast by Voting Members attending that meeting (whether in person, by proxy or by attorney) are in favour of the resolution.

## 16.7 Proxies, attorneys and representatives

- (a) A Voting Member may vote on a show of hands and on a secret ballot:
  - (i) through its Delegate;
  - (ii) by one proxy; or
  - (iii) by one attorney.
- (b) An appointment of a proxy or attorney must be in a form approved by the Board.
- (c) An appointment of a proxy is valid if:
  - (i) it is signed or authenticated by the Voting Member's Delegate making the appointment in accordance with the Act; and
  - (ii) it contains the following information:
    - (A) the Delegate's name and address;
    - (B) the Voting Member's name;
    - (C) the proxy's name; and
    - (D) the meetings at which the appointment may be used; and
  - (iii) otherwise complies with the Act.
- (d) The Board may decide to accept a proxy even if it contains only some of that information or is otherwise incomplete.
- (e) A later appointment of a proxy or attorney revokes an earlier one if both appointments could not be validly exercised at the meeting.
- (f) An appointment may specify the way a proxy or attorney is to vote on a particular motion. A proxy may vote only as directed. The proxy or attorney must vote and otherwise conduct themselves in accordance with the Act. Unless otherwise specified in the appointment, the proxy or attorney may:
  - (i) agree to short notice for the meeting;
  - (ii) even if the appointment directs how to vote on a particular motion:
    - (A) vote on an amendment to the particular motion, or any similar motion; or

(B) vote on a procedural motion, including a motion to elect the ChairmanChairperson, to vacate the chair or adjourn the meeting;

(iii) speak at the meeting;

(iv) vote (but only to the extent allowed by the appointment); and

(v) request or join in a request for a secret ballot.

(g) An appointment of a proxy is effective only if the Board receives the appointment (and any authority under which the appointment was signed or certified copy of the authority) at least 48 hours before the meeting or resumed meeting. The Board may reduce the period for receipt of a proxy in the notice of meeting to which that proxy relates. The Board receives an appointment or authority when it is received at any one of the following:

(i) the CommissionCompany's registered office; or

(ii) a place or electronic address specified for the purpose in the notice of meeting.

(iii) Subject to the Act, the requirements of clause 16.7 also apply to the appointment of an attorney. A power of attorney may be lodged for more than one meeting and may apply to all meetings held until a specified date or until the power is revoked.

## 16.8 Postal Ballot

The Board may call a postal vote in such manner as it considers necessary, including the voting of Elected CommissionersDirectors.

## 16.9 Recording of Determinations

A declaration by the chairmanChairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost an entry to that effect in the book containing the minutes of the proceedings of the CommissionCompany shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the motion.

## 16.10 Minutes

The Regional General ManagerCEO shall ensure that minutes of the resolutions and proceedings of each General Meeting are kept in books provided for that purpose, together with a record of the names of persons present at all meetings.

# 17. Voting at General Meetings

Voting Members are the only Members entitled to vote at General Meetings. No other Member shall be entitled to vote, but shall subject to this Constitution have, and be entitled to exercise, those rights set out in Clause 5.1.

# 18. Powers of the Board

Subject to the Act and this Constitution, the business of the CommissionCompany shall be managed, and the powers of the CommissionCompany shall be exercised, by the Board.

## 19. Composition of the Board

### 19.1 Composition of the Board

- (a) On and from the end of the first annual general meeting, the Board will consist of at least three (3) but no more than nine (9) Directors, ~~all being Elected Commissioners~~.
- (b) ~~The President of each Member League will automatically be appointed as a Director at the next Annual General Meeting following their election or appointment as President of the relevant Member League.~~
- (c) ~~If the appointment of a Member League Chair/President as a Director would result in the total number of Directors exceeding nine (9), then the number of non-Member League Chair Directors shall be reduced as necessary (by non-reappointment at the relevant AGM) to ensure the total number of Directors does not exceed nine (9).~~

### 19.2 Appointment of Chairperson and Deputy Chairperson

At the first meeting of the Board after the annual general meeting the Board will elect

- (a) Chairperson and
- (b) Deputy Chairperson

~~subject to approval of AFL Victoria~~

### 19.3 Chairperson

The Board shall appoint a ~~chairman~~Chairperson from amongst the ~~Commissioners Directors~~ as soon as practicable after each Annual General Meeting, ~~subject to the ratification of AFL Victoria~~. The appointee will hold the position until the conclusion of the next Annual General Meeting following their appointment. Subject to this Constitution a ~~Commissioner-Director~~ may be re-appointed as ~~chair~~Chairperson.

## 20. Election of Elected Commissioners Directors- and Term of Appointment

### 20.1 Qualifications

- (a) When selecting candidates to act as ~~Commissioners Directors~~ pursuant to this Constitution, regard should be given to:
  - (i) the overall needs of the ~~Commission Company~~ and the relevant skills and expertise needed at the board level of the ~~Commission Company~~;
  - (ii) persons nominated by Members pursuant to clause 20.2; and
  - (iii) persons who possess skills and expertise in one or more of the following areas:
    - (A) business management;
    - (B) financial management;
    - (C) law;
    - (D) marketing;
    - (E) media;
    - (F) company directorship;

(G) sports management; and  
(H) Australian football and /or netball,  
and who are not, by reason of any provision of the Act, ineligible to be or prohibited from being a ~~CommissionerBoard member~~.

(b) For the avoidance of doubt, and notwithstanding any other provision of this Constitution, clause 20.1(a) are guidelines only.

(c) A Delegate, an officer or employee of a Club Member, League Member or Umpire Member or an employee of ~~the Commission Company, other than the Regional General Manager~~, cannot also be a ~~CommissionerDirector~~.

## 20.2 Elections of Elected ~~Commissioners~~Directors

(a) The ~~Regional General Manager~~CEO or delegate shall call for nominations 42 days before the date of the Annual General Meeting. All Members shall be notified of the call for nominations.

(b) Nominations for Elected ~~Commissioners~~Directors must be:

- in writing;
- on the prescribed form (if any) provided for that purpose; and
- certified by the nominee expressing her or his willingness to accept the position for which she or he is nominated.

(c) Nominations must be received by the ~~Regional General Manager~~CEO or delegate at least 28 days prior to the Annual General Meeting. Details of those persons (including resumes) who have nominated will be provided to Members in accordance with Clause 12.1.

(d) Unless a postal vote is called for in accordance with clause 16.8 of this Constitution, at the Annual General Meeting, the Voting Members will vote by show of hands, one vote per Voting Member, to elect the Elected ~~Commissioners~~Directors from those nominated to fill all Elected Commissioner vacancies on the Board.

## 20.3 Term of Appointment

(a) Elected ~~Commissioners~~Directors shall be elected in accordance with this Constitution for a term of up to three years, which shall commence at the time of their election (either from the conclusion of the Annual General Meeting at which the election occurred or at some later time if further nominations were sought) until the conclusion of the third Annual General Meeting following.

(b) For each three year interval, three ~~Commissioners~~Directors shall be elected and/or appointed in the first year, up to three ~~Commissioners~~Directors shall be elected and/or appointed in the second year and up to three ~~Commissioners~~Directors shall be elected and/or appointed in the third year.

(c) Should any adjustment to the terms of ~~Commissioners~~Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board, failing which by lot. Elections and appointments to subsequent Boards shall then proceed in accordance with the procedures in this Constitution.

(d) No person who has served as a ~~Commissioner~~Director for a period of three consecutive full terms shall be eligible for election or appointment as a

~~Commissioner Director~~ until the next annual general meeting following the date of conclusion of her or his most recent term as a ~~Commissioner Director~~, unless determined otherwise by AFL Victoria. Terms will be effective from the date this Constitution is adopted.

## **20.4 Term of Appointment – Member League President/Chair Directors**

- (a) A Director appointed by virtue of being a President of a Member League holds office on the Board for the duration of their tenure as President of that Member League, subject to clause 20.4 (b).
- (b) The maximum continuous period a Member League President may serve as a Director is [three (3)] consecutive terms or [nine (9)] years, whichever occurs first.
- (c) A Director's appointment:
  - (i) automatically commences following the conclusion of the next Annual General Meeting of the Company following their appointment as Chair of the relevant Member League
  - (ii) automatically ceases upon the earlier of:
    - (A) the conclusion of their tenure as President/Chair of the Member League; or
    - (A)(B) reaching the maximum term permitted under clause (b).

## **21. Vacancies of ~~Commissioners~~ Directors**

### **21.1 Termination of ~~Commissioner~~ Director**

#### **In**

In addition to the circumstances (if any) in which the office of a ~~Commissioner Director~~ becomes vacant by virtue of the Act, the office of a ~~Commissioner Director~~ becomes vacant if the ~~Director~~ ~~Commissioner~~:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her or his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns her or his office in writing to the ~~Commission Company~~;
- (e) is directly or indirectly interested in any contract or proposed contract with the ~~Commission Company~~ and fails to declare the nature of her or his interest;
- (f) would otherwise be prohibited from being a ~~Commissioner Director~~ of a corporation under the Act or is disqualified from office under the Act.

### **21.2 Casual Vacancies**

- (a) Any casual vacancy on the Board may be filled by the ~~Commissioners~~ ~~Directors~~.
- (b) A ~~Commissioner Director~~ appointed to fill a casual vacancy shall hold office for the remainder of the term of the ~~Commissioner Director~~ he or she is replacing.

## 21.3 Remaining ~~Commissioners~~Directors May Act

In the event of a casual vacancy or vacancies in the office of a ~~Commissioner~~Director, the remaining ~~Commissioners~~Directors may act but, if the number of remaining ~~Commissioners~~Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of ~~Commissioners~~Directors to a number sufficient to constitute such a quorum.

## 22. Meetings of the Board

### 22.1 Board to Meet

The Board shall meet as often as is deemed necessary, but at least four (4) times, in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit. The ~~Regional~~General ~~Manager~~CEO (or his/her nominee) shall on the requisition of any ~~Commissioner~~Director, convene a meeting of the Board.

### 22.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Board. All ~~Commissioners~~Directors shall have one vote on any question. The ~~chairman~~Chairperson shall also have a casting vote where voting is equal.

### 22.3 Resolutions not in Meeting

- (a) Subject to all ~~Commissioners~~Directors receiving notice of the proposed resolution, a resolution in writing, signed or assented to by electronic mail or other form of visible or other electronic communication by the majority of the ~~Commissioners~~Directors shall be as valid and effectual as if it had been passed at a meeting of ~~Commissioners~~Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the ~~Commissioners~~Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the ~~Commissioners~~Directors is not physically present at the meeting, provided that:
  - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone, virtual meeting or other form of communication;
  - (ii) notice of the meeting is given to all the ~~Commissioners~~Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that ~~Commissioners~~Directors are not required to be present in person;
  - (iii) in the event that a failure in communications prevents the condition in Clause 22.3(b)(i) from being satisfied by that number of ~~Commissioners~~Directors which constitutes a quorum, and none of such ~~Commissioners~~Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Constitution to be held, then the meeting shall be suspended until the

condition is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and

(iv) any meeting held where one or more of the Commissioners-Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Commissioner is there present and if no Commissioner is there present the meeting shall be deemed to be held at the place where the chair-Chairperson is located.

## 22.4 Quorum

At meetings of the Board the number of Commissioners-Directors whose presence is required to constitute a quorum is a simple majority of the CommissionersDirectors.

## 22.5 Notice of Board Meetings

Unless all Commissioners-Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven days' oral or written notice of the meeting of the Board shall be given to each Commissioner Director by the Regional General ManagerCEO (or his or her nominee). The agenda shall be forwarded to each Commissioner-Director not less than three days prior to such meeting.

## 22.6 Validity of Board Decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

## 22.7 Decisions of the Board

Any decision of the Board may be reversed at a Special General Meeting requisitioned not more than fourteen days after notice of the decision being circulated to all of the Delegates on a vote of the Delegates provided that the number of Delegates voting in favour of reversing that decision achieves two-thirds majority of all Delegates.

## 22.8 Chairpersonman of Board Meeting

The chairmanChairperson of the Board appointed under Clause 19.3 shall preside at every meeting of the Board. If the chairmanChairperson is not present, or is unwilling or unable to preside, the Directors shall choose one of their number to preside as chairman Chairperson for that meeting only.

# 23. Conflicts

## 23.1 Commissioners'Directors' Interests

A Commissioner-Director is disqualified by holding any place of profit or position of employment (other than the Regional General Manager) in the CommissionCompany, any Club Member, League Member or Umpire Member or in any company in which the Commission Director is a shareholder or otherwise interested or from contracting with the CommissionCompany either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the CommissionCompany in which any Commissioner-Director is in any way interested will be voided for such reason.

## 23.2 Conflict of Interest

A Commissioner-Director shall declare her or his interest in any:

- (a) contractual matter;
- (b) disciplinary matter;
- (c) other financial matter; or
- (d) representative interests;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent herself or himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Commissioner-Director votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Commissioner-Director to absent herself or himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

## 23.3 Disclosure of Interests

The nature of the interest of such Commissioner-Director must be declared by the Commissioner-Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Commissioner-Director becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Commissioner-Director becomes so interested.

## 23.4 General Disclosure

A general notice that a Commissioner-Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Clause 23.3 as regards such Commissioner-Director and the said transactions. After such general notice it is not necessary for such Commissioner-Director to give a special notice relating to any particular transaction with that firm or company.

## 23.5 Recording Disclosures

The Regional General Manager-CEO shall ensure that the minutes record any declaration made or any general notice given by a Commissioner-Director in accordance with Clauses 23.3 and 23.4.

# 24. Chief Executive Officer (CEO)

## 24.1 Appointment of CEO

- (a) The Board shall appoint a CEO who will have responsibility for managing the day-to-day operations of the Company in accordance with the strategic direction and policies set by the Board.
- (b) The CEO shall have delegated authority as determined by the Board and may exercise all powers necessary to manage the affairs of the Company, subject to the Board's oversight.

(c) The CEO shall attend all Board meetings unless otherwise directed and shall report directly to the Company Chairperson.

## **24.2 Broad Power to Manage**

Subject to the Act, this Constitution and the By-Laws and any directive of AFL Victoria, the CEO has power to perform all such things as appear necessary or desirable for the proper management and administration of the CommissionCompany, including, without limitation:

- (a) the implementation and management of the overall football and netball strategy established in the best interests of the CompanyRegion;
- (b) maintaining direct/open communication with the CommissionCompany, and AFL Victoria and Netball Victoria;
- (c) providing regular reports detailing performance outcomes against the agreed strategic plan of the CommissionCompany;
- (d) analysing the market to identify opportunities;
- (e) developing a regional focus on community football and netball to improve engagement, participation rates, pathway transition and competition growth;
- (f) managing regional staff to ensure performance objectives are achieved;
- (g) ensuring responsible and prudent financial practices and budgeting are maintained;
- (h) establishing a collaborative management approach for the benefit of all stakeholders;
- (i) identifying and developing marketing/communication programs;
- (j) developing and maintaining mutually beneficial relationships with key stakeholders; and
- (k) driving the production of a facility/infrastructure plan in consultation with local government.

## **25. RemunerationHonorariums**

- (a) The CommissionersDirectors, ether than the Regional General Manager (if applicable) are not entitled to an annual Honorarium as set by the Board and reviewed annually.
- (b) The CommissionersDirectors maywill be paid this Honorarium in lieu of reasonable travelling and other expenses that they properly incur in:
  - (i) attending bBoard meetings; and/or
  - (ii) attending any General Meeting; and/or
  - (iii) connection with the Commission'sCompany's business.

## **26. Secretary**

Unless otherwise determined by the Board, the Regional General Manager CEO (or hisnominee) shall act as secretary.

## 27. Delegations

### 27.1 Board May Delegate Functions to Committees

The Board may in writing create or establish or appoint from among its own members, the Members, or otherwise, committees to carry out such duties and functions, and with such powers, as the Board determines.

### 27.2 Delegation by Instrument

The Board may in the establishing document delegate such functions as are specified in the document, other than:

- (a) this power of delegation; and
- (b) any function imposed on the Board by the Act or any other law, or this Constitution.

### 27.3 Delegated function exercised in accordance with terms

A function, the exercise of which has been delegated under this Constitution, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

### 27.4 Procedure of delegated entity

- (a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Clause 22. The quorum shall be determined by the committee, but shall be no less than the majority of the total number of committee members.
- (b) Within 14 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Regional General Manager CEO.

### 27.5 Delegation may be conditional

A delegation under this Constitution may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

### 27.6 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Constitution, and may amend, repeal or veto any decision made by such committee under this Constitution where such decision is contrary to this Constitution, the By-Laws, the Act, the Purposes or the committee's delegation.

## 28. By-Laws

### 28.1 Board to formulate By-Laws

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies for the proper advancement of the management and administration of the Commission Company, the Members and the Purposes as it thinks necessary or desirable. Such By-Laws must be

consistent with this Constitution or any rules or regulations of AFL Victoria and Netball Victoria, and may be amended or repealed by the Board.

## **28.2 By-Laws Binding**

All By-Laws made under this Constitution shall be binding on the Commission Company and Members unless repealed by the Board.

## **28.3 Notices Binding**

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members by means of notices approved by the Board and prepared and issued by the Regional General ManagerCEO-(or his-nominee). Club Members shall be obliged to draw such notices to the attention of their respective members.

# **29. Application of Income**

- (a) The income and property of the Commission Company shall be applied solely towards the promotion of the Purposes.
- (b) No portion of the income or property of the Commission Company shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses properly incurred or services properly rendered.

# **30. Records and Accounts**

## **30.1 Regional General ManagerCEO**

The Regional General ManagerCEO-shall ensure that proper records and minutes concerning all transactions, business, meetings and dealings of the Commission Company and the Board are established and maintained and shall produce these as appropriate at each Board meeting or General Meeting.

## **30.2 Records Kept in Accordance with Act**

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Regional General ManagerCEO.

## **30.3 Commission Company to Retain Records**

The Commission Company shall retain such records for seven years after the completion of the transactions or operations to which they relate.

## **30.4 Board to Submit Accounts**

The Board shall submit to the General Meeting the accounts of the Commission Company in accordance with the Act.

## 30.5 Negotiable Instruments

All cheques and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two persons appointed in writing by the Board, ~~or as directed by AFL Victoria.~~

## 31. Auditor

A properly qualified auditor or auditors shall be appointed in accordance with the Act. The auditor's duties shall be regulated in accordance with the Act.

## 32. Indemnity

- (a) In this clause, Officer means an officer of the Commission Company and includes the Secretary, the public officer of the Commission Company, CEO the Regional General Manager and the Commissioners Directors.
- (b) To the extent permitted by the Act, the Commission Company:
  - (i) must indemnify each person who is or has been an Officer against any liability incurred as and in connection with their being an Officer of the Commission Company; and
  - (ii) may at its cost obtain and maintain insurance in respect of each Officer against that liability referred to in clause 32(b)(i).
- (c) Subject to the Act, the Commission Company may enter into an agreement or deed with an Officer under which the Commission Company agrees to do all or any of the following:
  - (i) allow the Officer and the Officer's ~~is~~ advisers access to the Commission Company's books (including minute books) for any agreed period;
  - (ii) indemnify the Officer against any liability incurred by the Officer as and in connection with their being an Officer of the Commission Company; and
  - (iii) keep the Officer insured for any period in respect of any act or omission done by the Officer as and in connection with their being an officer of the Commission Company.

## 33. Notice

### 33.1 Manner of Notice

- (a) Notices may be given by the Commission Company to any Member by sending the notice by post or ~~where available~~, by electronic mail, to the Member's registered address or ~~electronic mail address~~.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected two days after posting.
- (c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

### 33.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution.

## 34. Winding Up

### 34.1 Winding Up of the ~~Commission Company~~

In the event of the winding up of the ~~Commission Company~~, the assets of the ~~Commission Company~~ must be disposed of in accordance with the provisions of the Act.

### 34.2 Liability of Members

The liability of the Members of the ~~Commission Company~~ is limited.

### 34.3 Members' Contributions

Every Member undertakes to contribute to the assets of the ~~Commission Company~~ in the event of it being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the ~~Commission Company~~ contracted before the time at which it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.

## 35. Alteration of Constitution

This Constitution shall not be altered except in accordance with the provisions of the Act ~~and as approved by AFL Victoria~~.