
RULES

OF

**THE AUSTRALIAN FOOTBALL LEAGUE
PLAYERS' ASSOCIATION**

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RULES OF THE AUSTRALIAN FOOTBALL LEAGUE PLAYERS' ASSOCIATION

1 NAME

The name of the incorporated association is The Australian Football League Players' Association (in these Rules called "the Association").

2 DEFINITIONS

2.1 In these Rules, unless the contrary intention appears -

"**Act**" means the Associations Incorporation Act 1981;

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

"**Annual General Meeting**" means a General Meeting held in accordance with Rule 10;

"**Auditor**" means any person appointed by the Committee to perform the duties of an auditor of the Association;

"**CEO**" means the Chief Executive Officer of the Association from time to time;

"**Club**" means a football club holding a licence from the AFL to play football in the Australian Football League;

"**Club Lists**" means the lists of players registered by a Club with the AFL;

"**Club Player Delegate**" means a player with a Club, elected or nominated in accordance with Rule 39;

"**Collective Bargaining Agreement**" means any agreement between the Association and the AFL which sets minimum terms and conditions of employment to be applied by the AFL to all Players employed by a Club;

"**Corporations Law**" has the meaning given to that term in the Corporations Act 2001 (Cth) as amended from time to time and in the event that the Corporations Law is substituted or re-enacted in whole or in part by legislation of the State of Victoria or the Commonwealth of Australia, then the term "Corporations Law" will mean such substituted or re-enacted legislation.

"**Committee**" means the Committee of the Association;

"**Financial Year**" means the period of 12 months ending on 31 October in each year;

"**General Meeting**" means a general meeting of Members convened in accordance with Rule 13;

"**Instantaneous Communication Device**" includes telephone, television or any other audio and visual device which permits instantaneous communication;

"**Life Member**" means a person appointed as a Life member pursuant to these Rules;

"**Member**" means a member of the Association;

"**Ordinary Member of the Committee**" means a member of the Committee who is not an officer of the Association under Rule 24;

"**Past Player**" means a person who has played Australian Rules Football in any league as the Committee may from time to time determine;

"**Player**" means a person registered to play football with a Club;

"**Regulations**" means regulations under the Act;

"**Resolution**" means a resolution other than a Special Resolution;

"**Relevant Documents**" has the same meaning as in the Act.

"**Scholarship Player**" means a person who is included on the Scholarship List of a Club;

"**Special Resolution**" means a resolution:

- (i) of which notice has been given in accordance with Rule 13; and
- (ii) that has been passed by at least 75% of the votes cast in person by Members participating in a General Meeting conducted at one or more venues in accordance with Rule 10.5.

3 ALTERATION OF THE RULES

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4 MEMBERSHIP

4.1 All Members of the Association at the date of the adoption of these Rules remain, subject to these Rules, Members of the Association.

4.2 The Association shall consist of the following categories of Members:

- (a) Playing members;
- (b) Scholarship Player members;
- (c) Past Player members;
- (d) Life members; and
- (e) Any additional category of membership as the Committee may from time to time create under Rule 5.

Playing Member

- 4.3 A Player will be entitled to be entered on the register of Members as a Playing member as soon as he becomes registered with a Club, completes a membership application form, and signs an authority for the Association to deduct the membership subscription fee from payments owing to the Player from a Club or otherwise makes arrangements for payments of the membership subscription fee and lodges such document/s with the CEO.
- 4.4 To remain a Member, a Playing member must pay the annual subscription fee.

Scholarship Player member

- 4.5 A Scholarship Player will be entitled to be entered on the register of Members as a Scholarship Player member as soon as he becomes registered with a Club, lodges a completed membership application form with the CEO and makes payment to the Association of the annual subscription fee as the Committee may from time to time determine for this category of membership.
- 4.6 To remain a Member, a Scholarship Player member must pay the annual subscription fee as determined by the Committee from time to time.
- 4.7 A Scholarship Player member shall not be entitled to vote at a General meeting or any other meeting convened by the Association, nor entitled to requisition the convening of a Special General meeting and will only be entitled to such benefits and privileges of Membership as the Committee may determine from time to time.

Past Player member

- 4.8 A Past Player who applies to the Association in the form prescribed by the Committee and whose application for membership as a Past Player member is approved by the Committee, shall, upon payment to the Association of a membership fee, as determined by the Committee from time to time, or upon authorising the Association to deduct such membership fee from any retirement account benefit he may become entitled to, be entitled to be entered on the Register of Members as a Past Player member.
- 4.9 The Committee may in its absolute discretion approve or reject an application for membership as a Past Player member.
- 4.10 The Committee may, from time to time, in its absolute discretion, determine different levels of membership fees for Past Players.
- 4.11 Subject to Rules 7 and 8, a Past Player member shall be entitled to remain on the Register of Members as a Past Player member.
- 4.12 A Past Player member shall not be entitled to vote at a General Meeting or any other meeting convened by the Association, nor entitled to requisition the convening of a Special General Meeting and will only be entitled to such benefits and privileges of Membership as the Committee may determine from time to time.

Life Member

4.13 A Member or any other person may be appointed as a Life member of the Association where:

- (a) special services have been rendered to the Association; or
- (b) any other special circumstances exist;

which in the opinion of the Committee warrant the appointment of the Member or other person to be a Life member of the Association.

4.14 A Life Member shall not be entitled to vote at a General Meeting or at any other Meeting convened by the Association, nor entitled to requisition the convening of a Special General Meeting and will be entitled to such benefits and privileges of Membership as the Committee may determine from time to time.

Rights and Obligations of Membership

4.15 Where an applicant for membership becomes entitled pursuant to these Rules to have the applicants name entered on the Register of Members, that Member is bound by these Rules and, subject to any restrictions or limitations imposed under these Rules, is entitled to exercise the rights of membership.

4.16 A right, privilege or obligation of a person by reason of membership of the Association:

- (a) is not capable of being transferred or transmitted to another person;
- (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

4.17 The subscription fee applicable shall be as determined by the Committee from time to time.

5 ADDITIONAL CATEGORIES OF MEMBERSHIP

The Committee may from time to time determine to create new categories of membership in addition to those specified in Rule 4 and may determine the manner of application, rights privileges, restrictions and obligations applicable to any additional category of membership.

6 REGISTER OF MEMBERS

6.1 The CEO must keep and maintain a register of Members containing -

- (a) the name, postal, email and facsimile address of each Member;
- (b) the date on which each Member's name was entered in the register; and
- (c) the category of membership the Member belongs to.

6.2 The register is available for inspection free of charge by any Member upon request.

6.3 A Member may make a copy of entries in the register.

7 CEASING MEMBERSHIP

7.1 A Member of the Association who has paid all moneys due and payable by a Member to the Association may resign from the Association by giving one month's notice in writing to the CEO of his or her intention to resign.

7.2 After the expiry of the period referred to in sub-rule (1) -

- (a) the Member ceases to be a Member; and
- (b) the CEO must record in the register of Members the date on which the Member ceased to be a Member.

7.3 A Playing or Scholarship Member ceases to be a Member:

- (a) on the day he is delisted or on 31st October in the year he is delisted if he has paid the annual subscription fee for that financial year;
- (b) subject to Rule 7.6, when he revokes the authority to deduct referred to in Rule 4.3 or otherwise declines to pay the annual subscription fee; or
- (c) when he resigns in accordance with Rule 7.1.

7.4 A Member to whom sub-rule 7.3 (a) or (b) applies shall be liable to the Association for all monies due and payable by a Member of the relevant category to the Association.

7.5 If a Member ceases to be a member under Rule 7.3(a), but he becomes registered with a Club on or before the finalisation of the Club's Lists for the next season of the AFL Competition and makes payment of the annual subscription fee for that next season, the period between the date he ceased to be a Member and the date he was subsequently included on a Club List shall be deemed not to have broken the continuity of his membership.

7.6 A Member to whom sub-rule 7.3(b) applies, shall cease to be a Member on the date 14 days after notice in writing has been given to that Member demanding payment of monies due to the Association except where the payment of the monies due has been made within the 14 day period.

7.7 Notwithstanding the provisions of sub-rule 7.3, a Playing member who applies for membership as a Past Player and whose application is accepted by the Committee for membership as a Past Player shall a Member.

8 DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 8.1 Subject to these Rules, if the Committee is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Committee may by resolution -
- (a) reprimand that Member;
 - (b) fine that Member an amount not exceeding \$500;
 - (c) suspend that Member from membership of the Association for a specified period; or
 - (d) expel that Member from the Association.
- 8.2 A resolution of the Committee under sub-rule (1) does not take effect unless -
- (a) at a meeting held in accordance with sub-rule (3), the Committee confirms the resolution; and
 - (b) if the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 8.3 A meeting of the Committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with sub-rule (4).
- 8.4 For the purposes of giving notice in accordance with sub-rule (3), the CEO must, as soon as practicable, cause to be given to the Member a written notice -
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the Member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the Member that he or she may do one or both of the following -
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (e) informing the Member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting,

give the CEO a notice to the effect that he or she wishes to appeal to the Association in a general meeting against the resolution.

- 8.5 At a meeting of the Committee to confirm or revoke a resolution passed under sub-rule (1), the Committee must -
- (a) give the Member, an opportunity to be heard;
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- 8.6 If at the meeting of the Committee, the Committee confirms the resolution passed under sub-rule (1), the Member may, not later than 48 hours after that meeting, give the CEO a notice to the effect that he or she wishes to appeal to the Association in General Meeting against the resolution.
- 8.7 If the CEO receives a notice under sub-rule (6), he or she must notify the Committee and the Committee must convene a General Meeting to be held within 21 days after the date on which the CEO received the notice.
- 8.8 At a General Meeting convened under sub-rule (7) -
- (a) no business other than the question of the appeal may be conducted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member, must be given an opportunity to be heard; and
 - (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8.9 A resolution is confirmed if, at the General Meeting, a majority of the Members present vote in favour of the resolution. In any other case, the resolution is revoked.
- 8.10 At a meeting referred to in either rule 8.5 or 8.8 a Member is not entitled to legal representation.

9 DISPUTES AND MEDIATION

- 9.1 The grievance procedure set out in this rule applies to disputes under these Rules between -
- (a) a Member and another Member; or
 - (b) a Member and the Association.

- 9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 9.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 9.4 The mediator must be -
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement -
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
 - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 9.5 A Member of the Association can be a mediator.
- 9.6 The mediator cannot be a Member who is a party to the dispute.
- 9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.8 The mediator, in conducting the mediation, must -
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9.9 The mediator must not determine the dispute.
- 9.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

10 ANNUAL GENERAL MEETINGS

- 10.1 The Committee may determine the date, time and place of the Annual General Meeting of the Association but an Annual General Meeting must be held at least once each calendar year and within 5 months after the end of the Financial Year.
- 10.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

- 10.3 The ordinary business of the Annual General Meeting shall be -
- (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect officers of the Association and the Ordinary Members of the Committee as required by these Rules; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act, namely - :
 - (i) the income and expenditure of the Association during its last financial year;
 - (ii) the assets and liabilities of the Association at the end of its last financial year;
 - (iii) the mortgages, charges and securities of any description affecting any of the property of the Association at the end of its last financial year;
 - (iv) in respect of each trust of which the Association was trustee during a period, being the whole or any part of the last financial year of the Association:-
 - (A) the income and expenditure of the trust during that period;
 - (B) the assets and liabilities of the trust during that period; and
 - (C) the mortgages, charges and securities of any description affecting any of the property of the trust at the end of that period; and
 - (v) any trust, held on behalf of the Association by a person or body other than the Association, in which funds or assets of the Association are placed.
- 10.4 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
- 10.5 A General Meeting may be held at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate in the meeting.

11 SPECIAL GENERAL MEETINGS

- 11.1 In addition to the Annual General Meeting, any other General Meetings may be held in the same year.
- 11.2 All General Meetings other than the Annual General Meeting are Special General Meetings.
- 11.3 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 11.4 The Committee must, on the request in writing of Members representing not less than 5 per cent of the total number of Members entitled to vote, convene a Special General Meeting of the Association.
- 11.5 The request for a Special General Meeting must -
- (a) state the objects of the meeting;
 - (b) be signed by the Members requesting the meeting; and
 - (c) be sent to the office of the Association.
- 11.6 If the Committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the office of the Association, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 11.7 If a Special General Meeting is convened by Members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the persons incurring the expenses.

12 SPECIAL BUSINESS

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.

13 NOTICE OF GENERAL MEETINGS

- 13.1 The CEO, at least 14 days, or if a Special Resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Member a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

- 13.2 Notice may be sent -
- (a) by prepaid post to the address appearing in the register of Members; or
 - (b) by facsimile, email or other electronic or like transmission to the address or number appearing in the register of Members.
- 13.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 13.4 A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the CEO of that business, who must include that business in the notice calling the next General Meeting.

14 QUORUM AT GENERAL MEETINGS

- 14.1 No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 14.2 Five Members personally present at any one or more of the venues referred to in Rule 10.5 (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.
- 14.3 If, within a reasonable time (as determined by the Chairman in his sole and absolute discretion) after the appointed time for the commencement of a General Meeting, a quorum is not present -
- (i) in the case of a meeting convened upon the request of Members - the meeting must be dissolved; and
 - (ii) in any other case - the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 14.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members participating in the meeting conducted at any one or more venues in accordance with Rule 10.5 (being not less than 3) shall be a quorum.

15 CHAIRPERSON AT GENERAL MEETINGS

- 15.1 The CEO, or in the CEO's absence, the President, shall preside as Chairperson at each General Meeting of the Association.
- 15.2 If the CEO and the President are absent from a General Meeting, or are unable to preside, the Members present must select one of the Committee to preside as

Chairperson. If no member of the Committee present is willing to take the chair, the Members may choose one of their number to chair the meeting.

16 ADJOURNMENT OF MEETINGS

- 16.1 The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- 16.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 16.3 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given in accordance with rule 13.
- 16.4 Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17 VOTING AT GENERAL MEETINGS

- 17.1 Upon any question arising at a General Meeting of the Association, a Member has one vote only subject to any rights or restrictions conferred on any category of membership under these Rules.
- 17.2 All votes must be given personally. Proxy votes will not be accepted.
- 17.3 In the case of a tied vote on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

18 POLL AT GENERAL MEETINGS

- 18.1 If at a meeting a poll on any question is demanded by not less than 3 Members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 18.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

19 MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

If a question arising at a General Meeting of the Association is determined on a show of hands -

- (a) a declaration by the Chairperson that a resolution has been -
 - (i) carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or

(iv) lost; and

(b) an entry to that effect in the minute book of the Association -

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20 COMMITTEE

20.1 The affairs of the Association shall be managed by the Committee.

20.2 The Committee -

- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members;
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be desirable for the proper management of the business and affairs of the Association and for that purpose the Committee may from time to time make or determine any regulations, rules or restrictions and any by-laws in respect of the good conduct of the affairs of the Association and its Members provided that such regulations, rules, restrictions or by-laws are not inconsistent with the Statement of Purposes or these Rules;
- (d) establish procedures to enable Members to have access to advice on such issues and topics as the Committee may from time to time determine;
- (e) disburse the Association's funds as it deems necessary for the fulfilment of the Statement of Purposes of the Association;
- (f) from time to time set and determine the annual subscription fee for the Association; and
- (g) may delegate any of their powers to a sub-committee or committees consisting of any persons that it deems necessary.

21 COMPOSITION OF COMMITTEE

21.1 Subject to these Rules, the Committee shall consist of the CEO and 10 other Members (of whom at least 6 must be Players and one must be a Past Player), elected by the Members.

22 ELECTION OF COMMITTEE MEMBERS

22.1 For the purposes of electing Committee Members, nominations of candidates for election as Ordinary Members of the Committee must be -

- (a) made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the CEO not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 22.2 A candidate may only be nominated as an Ordinary Member of the Committee prior to the Annual General Meeting.
- 22.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- 22.4 If the number of nominations received is equal to the number of vacancies to be filled, the people nominated shall be deemed to be elected.
- 22.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 22.6 The ballot for the election of members of the Committee must be conducted at the Annual General Meeting in such manner as the Committee may direct.

23 COMMITTEE MEMBERS RETIREMENT BY ROTATION AND FILLING OF VACATED OFFICES

- 23.1 At every Annual General Meeting one-third of the Committee (except the CEO) or, if their number is not a whole multiple of three (3), then the number nearest to, but not exceeding one-third, shall retire from office provided that no Committee member (except the CEO) may retain office for more than three (3) years or until the third Annual General Meeting following his appointment, whichever is the longer, without submitting himself to re-election. A retiring Committee member shall act as a Committee member throughout the meeting at which he retires. An election of Committee members shall take place each year.
- 23.2 In every year the Committee member to retire is the one-third or other nearest number who have been longest in office since their last election. As between two (2) or more who have been in office an equal length of time the Committee member to retire shall in default of agreement between them be determined by lot. A retiring Committee member is eligible for re-election.
- 23.3 The Association at any Annual General Meeting at which any member of the Committee retires may fill the vacated office by re-electing the Committee member or electing some other person to fill the vacancy.
- 23.4 If at any such Annual General Meeting the vacated office is not filled the retiring Committee member is, if willing and not disqualified, deemed to have been re-elected unless the Committee decides to reduce the number of Committee members in office or a Resolution for the re-election of that Committee member is put and lost.

- 23.5 Any member of the Committee may retire from office upon giving notice in writing to the Association of his intention to do so and such resignation takes effect upon the expiration of the notice or its earlier acceptance.
- 23.6 No Auditor or partner or employee or employer of an Auditor shall be capable of being appointed a member of the Committee.

24 OFFICE HOLDERS

- 24.1 The officers of the Association shall be -
- (a) a Chief Executive Officer;
 - (b) a President; and
 - (c) a Vice President.
- 24.2 The Committee members shall elect the officers (other than the CEO) from among their members.
- 24.3 In the event of a casual vacancy in any office referred to in sub-rule (1), the Committee may appoint one of its members to the vacant office.

25 VACANCIES

- 25.1 The office of an officer of the Association, or of an Ordinary Member of the Committee, becomes vacant if the officer or member -
- (a) ceases to be a Member of the Association;
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law;
 - (c) resigns from office by notice in writing given to the CEO;
 - (d) becomes of unsound mind; or
 - (e) refuses to act.
- 25.2 If the office of an officer or Ordinary Member of the Committee becomes vacant the Committee may subject to Rule 21.1 appoint a Member to temporarily fill the vacated position until the position is filled in accordance with Rule 23.

26 MEETINGS OF THE COMMITTEE

- 26.1 The Committee may from time to time regulate the conduct of its meetings as it sees fit.
- 26.2 Special meetings of the Committee may be convened by the CEO or by any 4 members of the Committee.

27 NOTICE OF COMMITTEE MEETINGS

- 27.1 Notice of each Committee meeting must be given to each member of the Committee at least two (2) days before the date of the meeting.
- 27.2 Notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

28 QUORUM FOR COMMITTEE MEETINGS

- 28.1 Any 5 members (of whom at least 3 must be Players, or include the CEO) of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.
- 28.2 No business may be conducted unless a quorum is present.
- 28.3 If within half an hour of the time appointed for the meeting a quorum is not present -
- (i) in the case of a special meeting - the meeting lapses; or
 - (ii) in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 28.4 The Committee may act notwithstanding any vacancy on the Committee.

29 PRESIDING AT COMMITTEE MEETINGS

At meetings of the Committee -

- (a) the CEO or, in the CEO's absence, the President presides as chairman; or
- (b) if the CEO and the President are absent, or are unable to preside, the members present must choose one of their number to preside as chairman.

30 MEETINGS OF THE COMMITTEE BY INSTANTANEOUS COMMUNICATION DEVICE

- 30.1 For the purposes of these Rules, the contemporaneous linking together by Instantaneous Communication Device of a number of consenting Committee members not less than the quorum, whether or not any one or more of the Committee members is out of Australia is deemed to constitute a meeting of the Committee and all the provisions of these Rules as to the meetings of the Committee shall apply to such meetings held by Instantaneous Communication Device so long as the following conditions are met:
- (a) all the Committee members for the time being entitled to receive notice of the meeting of Committee members are entitled to notice of a meeting by Instantaneous Communication Device for the purposes of such

meeting. Notice of any such meeting may be given on the Instantaneous Communication Device or in any other manner permitted by the Regulations;

- (b) at the commencement of the meeting each of the Committee members taking part in the meeting by Instantaneous Communication Device are able to hear each of the other Committee members taking part; and
- (c) at the commencement of the meeting each Committee member shall acknowledge his presence for the purpose of a meeting of the Committee members of the Company to all the other Committee members taking part.

30.2 A Committee member shall not leave the meeting by disconnecting his Instantaneous Communication Device unless he has previously obtained the expressed consent of the chairman of the meeting. A Committee member is conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by Instantaneous Communication Device unless he has previously obtained the expressed consent of the CEO of the meeting to leave the meeting.

30.3 A minute of the proceedings of a meeting by Instantaneous Communication Device is sufficient evidence of those proceedings and of the observance of all necessary formalities if certified as a correct minute by the CEO and by another Committee member.

31 WRITTEN RESOLUTION OF COMMITTEE

31.1 A resolution in writing signed by a majority of the Committee members shall be as valid and effective as if it had been passed at a meeting of the Committee duly convened and held so long as the proposed resolution is sent to all Committee members, and no Committee member gives written notice to the CEO within 48 hours of receiving the Resolution that he requires a Committee meeting to be held to consider the resolution.

31.2 Any such resolution may consist of several documents in like form each signed by one or more of the Committee members. Any resolution shall be effective from the date the last of the relevant Committee members has signed the resolution.

31.3 Every resolution so signed shall be as soon as practicable entered into the books provided for the purpose of recording, inter alia, resolutions of Committee members.

31.4 A telex, telegram, facsimile or such similar means of communication addressed to or received by the Association and purporting to be signed by a Committee member is for the purpose of this Rule deemed to be in writing signed by such Committee member.

32 VOTING AT COMMITTEE MEETINGS

- 32.1 Questions arising at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee, shall be by simple majority and determined on a show of hands.
- 32.2 Each member present at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

33 REMOVAL OF COMMITTEE MEMBER

- 33.1 The Association in General Meeting may, by Resolution, remove any member of the Committee (including subject to Rule 37, the CEO) before the expiration of the member's term of office and appoint another Member in his or her place. The person so appointed holds office only during such time as the member of the Committee in whose place he is appointed would have held office.
- 33.2 A Committee member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the CEO or the President (not exceeding a reasonable length) and may request that the representations be provided to the Members.
- 33.3 The CEO or the President may give a copy of the representations to each Member or, if they are not so given, the Committee member may require that they be read out at the meeting.

34 DIRECTORS AND OFFICERS INDEMNITY

- (a) The Association shall indemnify the officers of the Association as defined in Rule 24, and each former officer and ordinary member of the Committee and any person approved by the Committee to the maximum extent permitted by law – for any liability incurred as an officer, ordinary member of the Committee, employee of the Association or member of a board or body to whom that person was appointed by the Association pursuant to these Rules provided that:
- (i) the liability is not owed to the Association or a related body corporate;
 - (ii) the liability is not for a pecuniary penalty or compensation order made by a court under the Associations Incorporation Act or the Corporations Law; and
 - (iii) the liability does not arise out of conduct involving lack of good faith.
- (b) The indemnity shall extend to indemnifying each of the persons, referred to in sub rule (a) above, to the maximum extent permitted by law for legal costs and expenses incurred in successfully defending civil or

criminal proceedings relating to the person's position or former position, as the case may be, with the Association.

- (c) The Association shall use its best endeavours to obtain appropriate insurance (including run off insurance for a period of seven years) in respect of any claims which might be made against the persons referred to in sub clause (a) above relating to the person's position with the Association.

35 MINUTES OF MEETINGS

The CEO must keep minutes or cause minutes to be kept, of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings.

36 COLLECTIVE BARGAINING AGREEMENT

- 36.1 Each Member acknowledges that the Committee may, on behalf of the Member enter into negotiations with the AFL to agree on a Collective Bargaining Agreement and each Member agrees to be bound by the terms of the Collective Bargaining Agreement.
- 36.2 Notwithstanding anything to the contrary, the CEO shall, subject to any written direction by the Association and/or the Committee, be empowered to:
 - (a) pursue by a negotiation and/or arbitration any claims relating directly or indirectly to the terms and conditions of employment of members as footballers, made by the Association against the AFL (or any successor, person or body) and/or Clubs forming part of that body;
 - (b) submit any claims made by the Association against the AFL and/or AFL Clubs to any appropriate tribunal and to prepare and have prepared any necessary documents;
 - (c) represent the Association and its Members before any appropriate tribunal in relation to any matter or claim brought by or on behalf of, or against the Association and/or its Members;
 - (d) engage legal assistance if deemed necessary to assist the Association and/or its Members in any manner before any such tribunal; and
 - (e) report to the Association and the Committee on the progress of any negotiation or arbitration of claims made by or on behalf of the Association and/or its Members.

37 CHIEF EXECUTIVE OFFICER

- 37.1 The President, Vice President and ordinary members of the Committee may from time to time appoint a Chief Executive Officer of the Association, and define his powers and fix his remuneration and duties and may (subject to the provisions of

the contract between the CEO and the Association) remove him from office and appoint another in his place.

- 37.2 Subject to these Rules and the terms of any contract between the CEO and the Association, the CEO shall exercise the powers and discretions, hold the responsibilities and perform the duties and tasks as conferred, delegated or specified by the Committee from time to time, and shall report to and be accountable to the Committee.
- 37.3 The CEO will fulfil the role of the Public Officer as set out in the Act unless the Committee determines otherwise. The CEO will also act in accordance with the contract between himself and the Association.
- 37.4 The CEO is not subject to retirement by rotation and he is not taken into account in determining the retirement by rotation of Committee members but he is, subject to the provisions of any contract between himself and the Association and to these Rules, subject to the same provisions as to resignation, disqualification and removal as the other members of the Committee.
- 37.5 If the CEO becomes at any time in any way incapable of acting as such the Committee may appoint any other member of the Committee to act temporarily as CEO.

38 ADVISORY BOARD

- 38.1 The Committee may establish an Advisory Board for the purpose of advising the Committee on such matters as the Committee or the CEO may refer to the Advisory Board from time to time.
- 38.2 The appointments to the Advisory Board are at the discretion of the Committee.
- 38.3 The Committee may at any time remove a person from his or her position on the Advisory Board.
- 38.4 The Committee may from time to time determine the remuneration (if any) to be paid to the Members of the Advisory Board.
- 38.5 The members of the Advisory Board are entitled to be reimbursed for reasonable expenses incurred in fulfilling their functions under these Rules.

39 CLUB PLAYER DELEGATES

- 39.1 The Members of each Club shall elect a Club Player Delegate in a manner determined by the Players at that Club.
- 39.2 Club Player Delegates are to be elected annually.
- 39.3 If the Players at a Club do not elect a Club Player Delegate, the Committee may nominate a Player to act as the Club Player Delegate for that Club until such time as the Players at the Club elect a Club Player Delegate.

- 39.4 If Players wish to raise an issue with the Committee they may do so by raising the issue with their Club Player Delegate and asking the Club Player Delegate to raise the issue with the Committee.
- 39.5 Any Club Player Delegate asked by a Player to raise an issue with the Committee should, within a reasonable time, provide to the CEO written explanation of the issue raised by the Player.

40 FUNDS

- 40.1 The Association shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by a member of the Committee.
- 40.2 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

41 SEAL

- 41.1 The common seal of the Association must be kept in the custody of the CEO.
- 41.2 The common seal must not be affixed to any instrument except when attested by the signatures of the CEO and one other member of the Committee (except that the common seal shall not be affixed to any collective bargaining agreement between the AFLPA and the AFL without the approval of the Committee).

42 NOTICE TO MEMBERS

- 42.1 Except for the requirement in Rule 13, any notice that is required to be given to a Member, by on behalf of the Association, under these Rules may be given by -
- (a) delivering the notice to the Member personally;
 - (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members;
 - (c) facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or
 - (d) electronic transmission, if the Member has requested that the notice be given to him or her in this manner.
- 42.2 Any notice given in accordance with Rule 41(b) is deemed to have been given to the Member 48 hours after the notice has been posted in accordance with Rule 41(b).

43 WINDING UP

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

44 CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 44.1 Except as otherwise provided in these Rules, the CEO must keep in his or her custody or control all books, documents and securities of the Association.
- 44.2 A Member shall, upon reasonable notice to the Association, be entitled to inspect the Register of Members, the Association's annual financial statements and the Register of Assets/Securities held by the Association.
- 44.3 A Member may make a copy of any of the documents he is entitled to inspect under Rule 44.2.

45 ACCREDITED PLAYER AGENTS

All Association Members must be represented in contract negotiations with an AFL Club by an Accredited Player Agent other than where the AFL Player represents himself or is represented by a parent or guardian.

For the purposes of this Rule, "Accredited Player Agent" shall mean a player agent who has satisfactorily completed a professional accreditation course as approved by the Committee from time to time and whose accreditation is not revoked or suspended by the Committee or any delegate of the Committee.