

THE CONSTITUTION AND RULES of AFL NEW ZEALAND Inc.

1. NAME

The Society shall be called "AFL New Zealand Incorporated" (referred to in these Rules as "AFL New Zealand").

2. OBJECTS

2.1. Fostering of the Sport

The object of this Society shall be to promote, foster and develop the sport of Australian Football in New Zealand and to provide Australian Football opportunities for all within New Zealand and as described in the Society's annual and strategic plans of the AFL New Zealand.

2.2. Binding Rules and Bylaws

AFL New Zealand shall observe the laws of New Zealand and shall affiliate with and shall be bound by the Rules and Bylaws from time to time adopted by the Australian Football League subject only to the AFL New Zealand being entitled to vary the rules of Australian Football to suit local conditions or otherwise as it considers to be in the best interests of the sport in New Zealand.

3. POWERS OF AFL NEW ZEALAND

AFL New Zealand shall have power to do all such acts deeds matters and things as may be necessary or conducive to the furtherance of the objects set forth in Rule 2 and in particular and without limiting the generality of the foregoing AFL New Zealand shall have the following powers:

3.1. Acquisition of Property, Rights etc

To purchase take on lease hire or otherwise acquire any real or personal property or any related rights and privileges and to hold improve manage develop let or lease sell or otherwise dispose of any such property rights and privileges.

3.2. Management of Playing Arena's

To construct maintain or alter any playing or training arena's on any property in respect of which AFL New Zealand enjoys a license to occupy or any other occupation right.

3.3. Management of Buildings

To construct build alter improve enlarge pull down remove or replace any buildings or other improvements which may be in upon and about any of the real or leasehold property of AFL New Zealand or any property in respect of which AFL New Zealand enjoys a license to occupy or any other occupation right.

3.4. Powers to Borrow

To borrow money in such manner as AFL New Zealand may think fit and to secure the repayment thereof by the issue of debentures or by mortgage or charge upon the whole or any part of the property or assets of AFL New Zealand (whether present or future) and to purchase redeem or pay off any such securities.

3.5. Raising Funds

To raise money by subscriptions and to grant rights and privileges to sponsors promoters or fund raisers.

3.6. Loans and Guarantees

To lend and advance money or to give guarantees or become surety for the payment of moneys or the performance of contracts or obligations of any member of AFL New Zealand referred to in Rule 4.1(a) [*All Affiliated Clubs*] or 4.1(d) [*Affiliated Bodies*].

3.7. Powers to Invest

To invest and deal with the moneys of AFL New Zealand not immediately required in such manner as may from time to time be determined and in particular to invest the same on mortgage or purchase of real leasehold or personal property or securities or by depositing the same with any bank at interest and to vary such investments from time to time.

3.8. Powers to Contract

To act in the exercise of all or any of the powers conferred upon AFL New Zealand jointly with any person partnership corporation company trust or society and to become jointly or jointly and severally liable with any such person partnership corporation company trust or society (whether incorporated or otherwise) on any such contract or obligation.

3.9. General

To do all such things as are incidental or conducive to the attainment of the above objects.

4. MEMBERSHIP

4.1. Members of AFL New Zealand

The members of AFL New Zealand shall comprise:

- a) Australian Football Clubs within New Zealand, which are Eligible Clubs, as, defined in Rule 11.1 (also called "Club").
- b) Each member of the Board of Directors as defined in Rule 6.
- c) Such Life Members as AFL New Zealand in General Meeting shall elect under Rule 5.
- d) Other Affiliated Bodies as defined in Rule 12.1, including the body of AFL New Zealand umpires as one member.

4.1.1. Members of AFL New Zealand

Shall either be "Full" members which hold voting rights or "Associated" members, which hold no voting rights. Those members defined in Rule 4.1(b) will be Full members and those members defined in Rule 4.1(a) and (d) will be either Full or Associated members and those Members defined in Rule 4.1 (c) shall be Associated Members.

4.1.2. The Board of Directors will set from time to time at its discretion such reasonable criteria ("membership criteria") to determine:

- a) The criteria for eligibility for membership of those persons or entities described in Rules 4.1(a) and (d); and
- b) Whether those eligible are entitled to Full or Associated membership.

The Board of Directors may review the membership criteria when it sees fit.

4.1.3. Before members described in Rules 4.1(a) or (d) are admitted as members of AFL New Zealand, the Board of Directors at its discretion will determine whether:

- (a) Those bodies are eligible for membership under Rule 4.1(a) or (d); and
- (b) Those members are to be Full or Associated members.

The Board of Directors will determine these matters in accordance with the membership criteria.

4.1.4. The Chief Executive Officer shall forward a copy of the then current membership criteria as part of the Annual Reports to the Members as required in Rule 10.1.5.

4.1.5. Any Club or Affiliated Body will be eligible for membership only when the Board of Directors has determined:

(a) That it complies with the membership criteria; and

(b) Whether it is a Full or Associated member."

4.2. Membership Process

The persons defined in Rules 4.1(b) and (c) shall by virtue of their election or appointment become members of AFL New Zealand and shall remain members until retirement or until their terms of office or appointment cease.

4.3. Restrictive Conditions of Membership

Membership of AFL New Zealand shall not confer on **any member thereof any** privilege or any estate proprietary right interest or share in the funds and property of AFL New Zealand nor shall any member be personally liable for any of the liabilities of AFL New Zealand.

4.4. Resignation of Membership

Any member by giving to the Chief Executive Officer of AFL New Zealand notice in writing may resign the office or appointment by virtue of which such membership derives. Every such resignation shall take effect as from the date of the meeting of the Board of Directors at which such resignation is accepted and thereupon such member shall cease to be a member of AFL New Zealand.

5. LIFE MEMBERSHIP

5.1. Criteria for Life Membership

At any Annual General Meeting of AFL New Zealand a Life Member or Life Members of AFL New Zealand may be elected by reason of outstanding service rendered to AFL New Zealand.

5.2. Nomination Procedure

Each nominee for Life Membership shall be proposed and seconded by two (2) members and/or affiliated Bodies. Such nomination shall be in the hands of the Chief Executive Officer at least 28 days before the Annual General Meeting.

5.3. Role of the Board of Directors

The Board of Directors shall, after receiving notice of a nomination from the Chief Executive Officer, be required to make a recommendation to the Annual General Meeting of a person for life membership after a majority vote of not less than 75 percent of Board Members present approving such membership.

5.4. Notification to Members

In the event of the Board of Directors approving such nomination as provided for above 14 days notice of the nomination for Life Membership shall be sent by the Chief Executive Officer to the Members of AFL New Zealand and all Affiliated Bodies.

5.5. Privileges

Upon election a Life Member shall be entitled to:

(a) Receive a suitable badge.

(b) Complimentary admission to all matches and arena's under the jurisdiction of AFL New Zealand.

(c) Attend all General Meetings of AFL New Zealand.

(d) Such other privileges (if any) granted by AFL New Zealand from time to time.

6. BOARD OF DIRECTORS - CONSTITUTION

6.1. Composition of Board of Directors

The Board of Directors shall comprise 7 members as follows:

(a) Three nominated members of AFL New Zealand elected in accordance with rule 7 of this Constitution; and

(b) Four members of AFL New Zealand appointed in accordance with rule 8 of this Constitution.

6.2. Remuneration of Board Members

The Board Members may be paid for their time, and responsibility in such sum or sums as the Annual General Meeting shall in each year decide for the ensuing year.

6.3. Election of Chairperson of Board of Directors

Every second year at the first meeting of the Board of Directors after the Annual General Meeting the Board of Directors shall elect a Chairperson and a Deputy Chairperson. The Chairperson shall be the Chairperson of AFL New Zealand entitled to speak and act as such.

6.4. Conduct of Meetings

(a) At all meetings of the Board of Directors each Director shall have 1 vote.

(b) The voting at all meetings of the Board of Directors shall be taken on a show of hands unless a motion to take a ballot shall be carried.

(c) No debate shall be permitted on a motion to take a ballot.

6.5. Chairperson's Voting Rights

The Chairperson of the Board of Directors shall have a casting vote as well as a deliberative vote.

6.6. Calling of Meetings

A meeting of the Board of Directors may be summoned by the Chief Executive Officer at any time and must be summoned by him on receipt of a written requisition signed by 2 members of the Board of Directors specifying the object of the meeting. Such meeting shall be held within 5 days of the receipt of such requisition.

6.7. Quorum for Meeting

At any meeting of the Board of Directors, 4 Directors shall form a quorum.

7. ELECTED BOARD MEMBERS

7.1. Nomination of Candidates

Not less than 28 days prior to the Annual General Meeting any Club or Affiliated Body seeking to nominate a Director to fill a position provided for in Rule 8.1 (a) [Elected Directors] shall forward such nomination to the Chief Executive Officer in writing in the form prescribed by the Board of Directors under the signature of the Secretary or other proper officer of the nominator pursuant to a resolution of the governing body of such nominator together with a supporting curriculum vitae.

7.2. Notification to Members

Not less than 14 days prior to the Annual General Meeting the Chief Executive Officer shall circulate to members of AFL New Zealand a list of nominees for positions under Rule 6.1(a) [Elected Directors] together with a summary of their curricula vitae.

7.3. Term of Office of Elected Directors

Elected Directors shall hold office as Directors until they retire from office in accordance with Rule 7.6 [Order of Retirement].

7.4. Vacancy

Any vacancy in the Board of Directors occurring between successive Annual General Meetings of AFL New Zealand may be filled by the Board of Directors. The highest polling unsuccessful candidate at the immediate past Annual General Meeting shall be invited to fill any vacancy, before the same is offered to any other person. Any Director so appointed shall retire at the next Annual General Meeting of AFL New Zealand following appointment but shall be eligible for re-election, and shall be deemed to have been in office since the last election of the Director whom he is appointed to replace.

7.5. Vacating Office

The office of Director shall be vacated if the person holding that office:

- (a) Dies; or
- (b) Resigns by notice in writing to the Chief Executive Officer or
- (c) Brings disrepute to the office or to the sport of Australian Football; or
- (d) Is removed from office by a resolution of the Board of Directors passed by a majority of not less than three fourths of the members of the Board of Directors, excluding the member under consideration. All members shall be present at a meeting of the Board of Directors convened for that purpose.

7.6. Order of Retirement

At every Annual General Meeting of AFL New Zealand, 1 elected Director shall retire from office. The retiring Director shall hold office until the dissolution of the meeting at which his successor is elected. The Director to retire at each Annual General Meeting of AFL New Zealand pursuant to this clause shall be selected as follows:

- (i) First, any Director who wishes to retire and does not offer to stand for re-election.
- (ii) Second, the Director who has been longest in office since their last election having regard to the provisions of Rule 7.4 [Vacancy]. For a person who was last elected as a Director on the same day as that to retire shall be determined by lot. A retiring Director shall be eligible for re-election.

7.7. Replacement of Retiring Directors

At every Annual General Meeting of AFL New Zealand Directors shall be elected to replace Directors retiring pursuant to Rule 7.6 [Order of Retirement] and to replace any casual vacancy in the Board of Directors not filled by the Board of Directors pursuant to Rule 7.4 [Vacancy].

8. APPOINTED BOARD MEMBERS

8.1. Appointments Process

- (a) Not later than 1 month before the balance date of AFL New Zealand, the Chief Executive Officer shall finalise the candidates for appointment for the ensuing year.
- (b) No person shall be considered for appointment to the Appointments process unless such person shall first have signified in writing to the Chief Executive Officer his consent to so act.
- (c) The Appointments Process shall have the responsibility for appointing for the ensuing year the persons needed to fill any vacancies occurring in the appointed membership of the Board under Rule 6.1(b).

(d) The Appointments Process shall be:

(i) National advertising for "Directors For the Board of AFL New Zealand Inc.", carried out by the Chief Executive Officer. (ii) Collation of potential appointees by the Chief Executive Officer. (iii) Forwarding of the entire list of candidates, with accompanying curriculum vitae, to the Chief Executive Officer of the Australian Football League. (iv) Appointment of candidates by the Australian Football League Commission

(e) The Appointments Process shall mandate the Chief Executive Officer to advertise for applications from suitable candidates interested in being appointed as Board Members. The Appointments Process shall also mandate the Chief Executive Officer to collate names and other relevant information on potential candidates, and obtain information on its behalf.

(f) The Australian Football League Commission shall regulate its own procedure and before appointing any new Board Member may conduct such enquiries and interviews concerning potential Board Members as it sees fit. The new Board Members shall be selected and appointed not later than one month after the balance date of AFL New Zealand in each year with the new Board Members assuming office from the first date of the next ensuing financial year of AFL New Zealand.

(g) In appointing Board Members under these provisions, the Australian Football League Commission shall use its best endeavours to appoint persons who have specific and relevant skills, qualifications and experience that is likely to add value and benefit to the activities and decisions of the Board of Directors.

(h) If the Australian Football League Commission requests advice or recommendations from the Board of Directors as to the merits of the candidates being considered or who the Board of Directors considers to be suitable candidates, then the Board of Directors will provide its advice or recommendations to the Australian Football League Commission.

8.2. Terms of Office of Appointed Directors

Appointed Directors shall hold office as Directors until they retire from office in accordance with Rule 8.5 [Order of Retirement].

8.3. Vacancy

If any vacancy arises within the Board of Directors under Rule 8.4, then the Board of Directors may appoint replacement Director to fill that vacancy who will hold office until the next Annual General Meeting.

8.4. Vacating Office

The office of Appointed Director shall be vacated if the person holding that office:

(a) Dies; or

(b) Resigns by notice in writing to the Chief Executive Officer; or

(c) Brings disrepute to the office or to the sport of Australian Football; or

(d) Is removed from office by a resolution of the Board of Directors passed by a majority of not less than two thirds of the members of the Board of Directors, excluding the member under consideration. All members shall be present at a meeting of the Board of Directors convened for that purpose.

8.5. Order of Retirement

Effective from each balance date of AFL New Zealand, one of such Appointed Directors shall retire from office. The Directors to so retire pursuant to this clause shall be selected as follows:

(i) First, any Director who wishes to retire.

(ii) Second, the Director who has been longest in office since his last appointment having regard to the provisions of Rule 8.3 [Vacancy]. For persons who were last appointed as Directors on the same

day the Director to retire shall be determined by lot. A retiring Director shall be eligible for re-appointment.

9. BOARD OF DIRECTORS - POWERS AND DUTIES

9.1. General Powers & Duties

(a) The affairs of AFL New Zealand shall be governed by the Board of Directors. The Board shall be bound by the provisions of the Incorporated Societies Act 1908 (referred to in these Rules as "the Act") and any Regulations, Bylaws, or directions made by AFL New Zealand in General Meeting, which are not inconsistent with the Act.

(b) The Board may exercise all powers of AFL New Zealand other than those powers required by the Act or those powers required by this Constitution to be exercised by AFL New Zealand in General Meeting. No Regulation made by AFL New Zealand in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that Regulation had not been made.

(c) The Board of Directors may delegate to the Chief Executive Officer such powers and authorities as may be deemed necessary and advisable and from time to time may extend limit amend or revoke such delegated powers and authorities.

(d) The Chief Executive Officer will have primary management responsibility for finance, marketing and the promotion of Australian Football and the management of all matters concerned with the playing and development of the sport of Australian Football, subject only to the overriding powers and duties of the Board of Directors for the governance of the sport of Australian Football in New Zealand.

9.2. Specific Powers and Duties

Without limiting the generality of the powers conferred by Rule 9.1 [General Powers] the Board of Directors shall have the following specific powers:

9.2.1. Stewardship of Assets

To provide stewardship of the finances and assets of AFL New Zealand and to raise or borrow moneys and incur such liabilities for the purposes of AFL New Zealand as may be deemed necessary or desirable and whether by mortgage or charge upon the whole or any part of the property or assets of AFL New Zealand and to effect repayment from time to time.

9.2.2. Formation of Committees

To appoint from its own members or otherwise such Committees or Sub-Committees as it may deem necessary from time to time to assist it in carrying out its duties and to fix and limit the powers and authorities of those Committees or Sub Committees including delegating to them such of the Board's powers as the Board sees fit.

9.2.3. External Relationships

To determine all matters of policy dealing with relationships with the Australian Football League and other international or national authorities or other bodies.

9.2.4. Promotion, Marketing and Sponsorship

To determine all matters of policy relating to the promotion, marketing and sponsorship of AFL New Zealand including the power to delegate all or any of such powers to the Chief Executive Officer or any Committee of AFL New Zealand.

9.2.5. International, National and Representative Matches

To determine all matters of policy relating to promoting, marketing, sponsorship and administration of International, National and Representative matches.

9.2.6. Appointment of AFL New Zealand Representatives

After consultation with the Chief Executive Officer to appoint persons to represent AFL New Zealand on Australian Football League and on other bodies as necessary.

9.2.7. Employment of Chief Executive Officer

After advertising the position, to employ the services of a Chief Executive Officer on such terms as the Board of Directors shall negotiate with him/her/them. The Chief Executive Officer shall carry out such duties and shall have such delegated powers and responsibilities as from time to time may be prescribed by the Board of Directors.

9.2.8. [blank]

9.2.9. Extent of Powers

To make decisions on any matters concerning Australian Football which are not or which in the opinion of the Board of Directors are not provided for by this Constitution and Rules or by any Bylaws of AFL New Zealand or the Rules of Australian Football.

9.2.10. Regulations and Bylaws

To make alter or revoke Regulations and Bylaws affecting any matters concerning or in relation to the administration and control of the sport of Australian Football within its own boundaries.

9.2.11. Resolution of Disputes

To hold enquiries into all matters questions and disputes and such enquiries shall be conducted in such manner as the Board of Directors may deem proper and may be held:

- (i) At its absolute discretion and on its own motion.
- (ii) At the written request of any Club or Affiliated Body or any member thereof.

9.2.12. Standing Orders

To make standing orders for the conduct of its affairs provided however such standing orders are not inconsistent with this Constitution and Rules.

9.3. Appeals

The decision of the Board of Directors on all matters questions and disputes whatsoever shall be final.

10. ANNUAL GENERAL MEETING

10.1.1. [blank]

10.1.2. Annual General Meeting - Nature and Purpose

The Annual General Meeting of AFL New Zealand shall be held not later than the 31st day of March annually on a date determined by the Board of Directors for the purpose of:

- (a) Receiving the Chairman's Report and audited Statement's of Financial Performance and Position for the past year.
- (b) Receiving the report of the Chief Executive Officer.
- (c) Receiving the announcement of the Appointed Directors.
- (d) Electing Directors under Rule 7.
- (e) Electing such other honorary positions as from time to time shall be necessary.
- (f) Appointing the Auditor. The Auditor shall not hold any other office in AFL New Zealand.
- (g) Setting the remuneration of the Directors for the ensuing year.
- (h) Considering Notices of Motion provided that if the carrying of a proposed Motion would in the opinion of the Board of Directors materially affect any of the above-mentioned business, then such Motion shall be dealt with prior to such business.

(i) Transacting General Business.

10.1.3. Notification of AGM

Not less than 56 days notice of the date of an Annual General Meeting shall be given by the Chief Executive Officer of AFL New Zealand by sending notice to the Members of AFL New Zealand New Zealand in accordance with Rule 10.2.3.

10.1.4. Business of Meeting

No business other than that stated shall be transacted unless notice thereof shall have been given in writing to the Chief Executive Officer of AFL New Zealand, at least 28 days prior to the meeting.

10.1.5. Notification of Business

A copy of the Order Paper, and the Annual Accounts and Annual Reports referred to in Rules 10.1.2 (a) and (b) shall be forwarded in the same manner hereinbefore provided for notice of the meeting at least 14 days before the date of the meeting.

10.2. SPECIAL GENERAL MEETING

10.2.1. Requisition Procedure

A Special General Meeting may be convened by the Chief Executive Officer of the AFL New Zealand, or by the Board of Directors itself, at any time and shall be so convened and held within 28 days after receipt of a requisition signed by not less than 25 per cent of all Clubs and Affiliated Bodies or a requisition authorised by the Board of Directors in each case stating the business for which the meeting is called.

10.2.2. Notification Procedure

Fourteen days notice must be given by the Chief Executive Officer of AFL New Zealand of such meeting and the Order Paper for such meeting shall be sent to the Members of AFL New Zealand in the same manner as provided for in Rule 10.1.3 [Notification of AGM] stating the business for which the meeting is called. No business other than that stated in the notice shall be transacted at such meeting.

10.2.3. Requirement to Notify Members

(a) Every notice required to be given to the members or any of them shall be deemed to have been duly delivered if emailed or posted in a pre-paid letter addressed to:

- (i) Each member at that members last known place of residence or business or business or the email provided in 10.2.3 (a).
- (ii) Each member's delegate notified under Rule 10.2.3(b) at that delegate's last known place of residence or business or their email provided in 10.2.3(b).

(b) Each member must notify AFL New Zealand no later than 31 October of each year of:

- (i) The member's address, postal or email, to which such notices are to be given to.
- (ii) The member's delegate's address, postal or email, to which such notices are to be given to (if there is such a delegate)."

10.3. GENERAL MEETINGS

10.3.1. The Role of the Chairperson

The Chairperson shall take the Chair at all Annual General Meetings and Special General Meetings of AFL New Zealand. In the absence of the Chairperson, the Chair shall be taken by the Deputy Chairperson. In the event of the absence of the Chairperson or Deputy Chairperson of AFL New Zealand the Meeting shall elect another Member of AFL New Zealand to take the Chair.

10.3.2. Representation at General Meetings

At all General Meetings of AFL New Zealand whether Annual or Special the Members as well as the Auditor, Affiliated Bodies, persons holding Honorary positions or representing Honorary appointees and the Delegates to AFL New Zealand shall be entitled to be represented and to attend and speak.

10.3.3. Conduct of General Meetings

At all General Meetings whether Annual or Special, the following provisions shall apply:

10.3.4. Representation & Voting Rights of Members

At all General Meetings, the only parties entitled to vote shall be the following:

- (i) The Chairperson of the Association who shall have a casting vote as well as a deliberative vote.
- (ii) Each member of each Full member.

10.3.5. Conduct of Meetings

(i) The voting on all matters (except those provided for in Rule 5 [*Life Members*] and Rule 10.3.5 (ii) [*Elections at Annual General Meeting*] which shall be by ballot) shall be taken by a show of hands, subject to the provisions of 10.3.5 (viii), unless a motion to take a ballot shall be proposed and carried or unless the Chairperson decides upon a ballot.

(ii) In respect of any ballot to elect Officers of AFL New Zealand the successful candidate shall be that candidate who receives the most valid votes. In the event of a tie, there shall be a second ballot. If there shall still then be a tie, the successful candidate shall be decided by the toss of a coin.

(iii) No debate shall be permitted on a motion to take a ballot.

(iv) In any ballot for election every vote cast shall be for not more than the full number to be elected otherwise the vote shall be informal.

(v) Every question shall be decided by a majority of formal votes cast unless otherwise provided herein.

(vi) In the case of an equality of votes the Chairperson of the meeting shall have a deliberative vote as well as a casting vote.

(vii) In the event of any one person being entitled to vote by more than one qualification such person shall vote only on behalf of one body and shall at the commencement of the meeting specify the body on behalf of which such vote is cast.

(viii) A General Meeting may be convened by telephone link or teleconference. A vote shall be cast by word of mouth but the provisions of Conduct of Meetings shall otherwise apply.

10.3.6. Quorum for Meeting

A quorum at all General Meetings whether Annual or Special shall consist of not less than 50 per cent of the voting entitlement of the Members referred to in Rule 4.1(a) and (d). [*Clubs, Affiliated Bodies*]

10.4 Proxy Votes and Authorisations

- a) A Full member may exercise the right to vote either by:
 - i) Being present in person (whether as an individual member or as a representative for a Club or Affiliated Body); or
 - ii) By proxy.

b) A representative of a Club or Affiliated Body is entitled to attend and be heard at a meeting of members under Rule 10.4(a)(i) if duly authorised by the Club or Affiliated Body under the following clause (c) and is either a member or official of the Club or Affiliated Body.

- c) A representative is duly authorised by the Club or Affiliated Body for the purposes of the previous clause (b), when notice of the representative's appointment in writing signed by an Official/Board Member of the Club or Affiliated Body (other than the representative) is produced to the Chief Executive Officer not less than 48 hours before the start of the meeting. The notice must also state whether the representative's appointment is for a particular meeting or a specified term not exceeding 12 months.
- d) A proxy for a member is entitled to attend and be heard at a meeting of members as if the proxy were the member.
- (e) A proxy must be appointed by notice in writing signed by the member and the notice must state whether the appointment is for a particular meeting or a specified term not exceeding 12 months.
- f) No proxy is effective in relation to a meeting unless the notice of appointment is produced to the Chief Executive Officer not less than 48 hours before the start of the meeting.
- g) A proxy must be in one of the following forms

AFL New Zealand Incorporated (or any replacement name)

INSTRUMENT APPOINTING A PROXY

I/We being a member of ***AFL New Zealand Incorporated*** appoint [print name of proxy] of or failing him/her of as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Club to be held at on commencing at am/pm [or all meetings of the Club held within 12 months of the date of this proxy] and at any adjournment of any such meeting. Signed on 20 [Usual signature/s]

AFL New Zealand Incorporated (or any replacement name)

INSTRUMENT APPOINTING A PROXY

I/We being a member ***AFL New Zealand Incorporated*** appoint [print name of proxy] of or failing him/her of as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Club to be held at on commencing at **am/pm** [or all meetings of the Club held within 12 months of the date of this proxy] and at any adjournment of any such meeting. Signed on 20 [Usual signature/s]"

**This form is to be used in favour of /against the following resolution(s):*

**unless otherwise instructed the proxy will vote as he thinks fit.*

**Strike out whichever is not desired."*

11. CLUBS

11.1. Definition

"Eligible Clubs" means an incorporated body of persons associated together for the purpose of playing Australian Football and shall be bound by and have incorporated into their rules and/or constitution that every member of the Club shall abide by the AFL New Zealand Constitution and Rules and any other laws or membership criteria as reasonably determined by the Board of Directors from time to time.

11.2. Nomination and Affiliation Procedures

Any Club within AFL New Zealand boundaries as defined by AFL New Zealand willing to conform to this Constitution and Rules shall be eligible to be considered for admission as an affiliated Club and as a Member of AFL New Zealand but before being admitted such Club must be duly proposed by

one club and seconded by a second club and such proposal in the form set out hereunder must be handed to the Chief Executive Officer of AFL New Zealand. The Board of Directors shall make the final decision on any such application and in making such decision shall have regard to the standing of the nominated Club and in particular its facilities, demographics and finances.

11.3. Annual Subscription to AFL New Zealand.

The annual subscription payable by Clubs to AFL New Zealand shall be fixed at the AGM. If the annual subscription is not fixed at the AGM, then the previous year's annual subscription shall apply.

11.4. Disaffiliation of Clubs

The Board of Directors.

(a) May temporarily disaffiliate a Club if it considers this appropriate for any reason. Any such temporary disaffiliation shall continue until the next Annual General Meeting when it shall terminate or be made final, or be extended until the next Annual General Meeting, in each case, as that meeting shall decide.

(b) May suspend for such time as it in its absolute discretion thinks fit or disaffiliates a Club if in any year such Club's Annual Subscription is not paid by the 1st day of July following the Annual General Meeting of the year in question.

12. OTHER AFFILIATED BODIES

12.1. Definition

An entity is an Affiliated Body if it is determined to be one by the Board of Directors under Rule 4.1.

12.2. Rules of Affiliated Bodies

The rules of each such Affiliated Body shall provide that every team or individual within a team shall be deemed to have subscribed to and be bound by such rules of AFL New Zealand and of Australian Football as shall be applicable.

12.3. Continuation of Rules

The rules of each such Affiliated Body at present in force shall be deemed to be the approved Rules of each Body provided that any subsequent changes therein shall be submitted to and approved by the Board of Directors.

12.4. Delegation of Powers

The Board of Directors may delegate to the Affiliated bodies on such terms and conditions as they see fit such powers, as may be deemed necessary and desirable.

12.5. Annual Charge

The Annual Charge payable by the Affiliated Bodies to AFL New Zealand shall be fixed at the AGM. If the annual charge is not fixed at the AGM, then the previous year's annual charge shall apply

13. FINANCE

13.1. The Financial Year

The financial year of AFL New Zealand shall close on the 31st day of October in each year.

13.2. Requirements for Audit

A copy of the audited Balance Sheet and Statement of Income and Expenditure shall be prepared in accordance with the requirements of the Financial Reporting Act 1993 or any act in substitution therefore in so far as they are appropriate for an Incorporated Society and shall be supplied to each Member. The audited Balance Sheet and Statement of Income and Expenditure shall be submitted to the Annual General Meeting.

13.3. Appointment of Auditor

At the Annual General Meeting in each year an Auditor shall be appointed to audit the accounts of AFL New Zealand for the ensuing year. In the event that the Appointed Auditor is unable or unwilling to act the Board of Directors shall appoint another in lieu thereof.

13.4. Audit Functions

As part of AFL New Zealand audit procedure the Board of Directors may establish an Audit Committee. This Sub Committee will carry out any internal audit functions recommended by the Auditor and report to the Board of Directors.

13.5. Responsibilities of Board of Directors

All funds of AFL New Zealand shall be paid into a Bank to the credit of AFL New Zealand and all accounts shall be passed for payment by the Board of Directors and payments shall be made in such a manner as determined by the Board of Directors from time to time.

14. COMMON SEAL

The Common Seal of AFL New Zealand shall be kept in the control of the Chief Executive Officer and shall be affixed to any document or writing only by Resolution of the Board of Directors in the presence and under the signatures of one (1) member of the Board of Directors and the Chief Executive Officer. In the absence of the Chief Executive Officer a second member of the Board of Directors shall be a valid signatory to the Common Seal.

15. REGISTERED OFFICE

The Registered Office of AFL New Zealand shall be at such place as the Board of Directors may from time to time determine and notice of any change in the situation of the Registered Office shall be given to the Registrar of Incorporated Societies.

16. REPRESENTATIVE COLOURS

The Representative colours of AFL New Zealand shall be black with the golden fern emblem or otherwise as determined from time to time by the Board of Directors. In the event of a colour clash with an opposing team, alternative non standard colours may be used.

17. ALTERATION OF RULES

17.1. Required Majority at a General Meeting

This Constitution and Rules shall not be altered added to or rescinded except on a vote of a majority of six tenths of the Members present and entitled to vote at any Annual General Meeting or at a Special General Meeting duly convened for that purpose.

17.2. Notification Procedure

Notice of any proposed alteration addition or rescission must be given in writing to the Chief Executive Officer at least 28 days before the meeting at which it is intended to propose such alteration addition or rescission and be signed by the proposer and seconder who may be any Member of AFL New Zealand.

17.3.

No addition or alteration of the non-profit aims, personal benefit clause or winding up clause shall be approved without the approval of the Inland Revenue Department.

17.4.

The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

18. LIQUIDATION

18.1. Criteria for Liquidation

AFL New Zealand may be put into liquidation in the manner provided by the Act.

18.2. Criteria for Transfer of Surplus Assets to the Australian Football League

Upon the liquidation of AFL New Zealand the surplus assets available after the payment of all liabilities shall be paid or transferred to the Australian Football League to be applied by the Australian Football League for the promotion of Australian Football in New Zealand.

18.3. Criteria for Transfer of Surplus Assets to Other than Australian Football

(c) If at the time of the winding up of AFL New Zealand, Australian Football in New Zealand shall not be in existence then the said surplus assets shall be applied to such object or objects as may be decided by a majority of votes of the members present at a Special General Meeting of AFL New Zealand provided that such object or objects are consistent with the objects of AFL New Zealand and provided further that no Member of AFL New Zealand obtains a pecuniary gain as a result of any such decision.