

AFL Europe

Articles of Association

Article 1. Name

The name of the Association shall be AFL Europe.

Article 2. Purpose

The purpose of AFL Europe is:

- i. to consider all matters relating to Australian Football in Europe and to promote all efforts of the member associations to fulfil these goals. AFL Europe believes in amateur sport and pursues only and directly non-profit objectives. AFL Europe is operated altruistically. The main objective of the AFL Europe is not the pursuit of financial gain. All the funds contributed by member clubs and earned by AFL Europe shall only be used for statutory purposes;
- ii. to promote the development of friendly sporting relations between the member associations in the spirit of peace and mutual understanding and to safeguard their interests;
- iii. to assist in promoting the sport of Australian Football in Europe in any way the members shall deem appropriate, without racial, religious, political or gender discrimination;
- iv. to conciliate the different points of view of its member associations concerning issues relating to Australian Football in Europe, agree on a common policy and resolve all disputes which may arise between member associations;
- v. to carry out the administrative organization and management of the European competitions and tournaments mentioned in Article 24 and such other matches and competitions as may be considered desirable;

- vi. to organize courses and conferences for coaches and game officials of member associations;
- vii. to publish a bulletin for circulation to the member associations, the press and others, giving information on the work and activities of AFL Europe and news of general interest;
- viii. to sanction or prohibit member associations from competing in international competitions that are unauthorised by AFL Europe;
- ix. to represent the best interests of its member associations in all issues relating to Australian Football throughout the world;
- x. to uphold the principles of anti-doping-programs, in accordance with the World Anti-Doping Agency and the World Anti-Doping Code.

Article 3. Duration

AFL Europe is incorporated for an indefinite period of time.

Article 4. Legal Seat

AFL Europe shall be incorporated in London, United Kingdom. Notwithstanding the above, the General Assembly may decide to change the legal seat of the Association to another location, such decision requiring a reinforced majority vote in favour of at least 2/3 of the Member Associations present or legally represented at a General Assembly meeting.

Article 5. Governing Bodies

The Governing Bodies of AFL Europe are:

- The AFL Europe General Assembly
- The AFL Europe Commission and its Chairman

Article 6. The General Assembly

The General Assembly is the legislative body of AFL Europe and is comprised of Full Country and Affiliate Members. An Ordinary General Assembly meeting of AFL Europe shall be held at least once a year.

- 6.1 The Chairman of the General Assembly shall be elected by a majority vote of all Full Country Member Associations present or legally represented by written proxy at the General Assembly meeting. A Secretary of the General Assembly meeting shall also be appointed according to the same procedure and be responsible for taking the Assembly Minutes.
- 6.2 All General Assembly meetings shall be called by AFL Europe Commission with at least three months' prior written notice informing all Full Country and Affiliate Members of the date and venue thereof. The election of the Chairman and Secretary of the General Assembly shall not be by secret ballot.
- 6.3 The agenda of the General Assembly shall be prepared by AFL Europe Commission and sent to Full Country and Affiliate Members at least one month prior to the proposed date of the General Assembly meeting. The functions of the General Assembly shall include, but not be limited to the following:
 - i. Nominate and appoint three (3) of the seven (7) Members of AFL Europe Commission.
 - ii. Elect the Chairman of the Commission. The first nomination as Chairman shall be put forward by the AFL, at its discretion. The remaining three (3) Members of the Commission shall be appointed by the Chairman.
 - iii. Ratify all applications for Full Country and Affiliate membership, as the case may be.
 - iv. Appoint AFL Europe Auditors for the forthcoming Financial Year at each Annual General Assembly meeting.
 - v. Receive, analyse and approve, as the case may be, all annual auditor

reports, annual accounts and budgets.

- vi. Amend AFL Europe's Articles, with the required majority, as the case may be.
 - vii. Deliberate and put to vote all proposals made by the AFL Europe Commission and Special Committees.
 - viii. Debate and vote on all issues included on the Agenda of the General Assembly meeting.
- 6.4 Should the AFL Europe Commission consider it necessary or two thirds of the Full Member Associations so request in writing, an Extraordinary General Assembly meeting shall be convened and held no earlier than one month and no later than three months as of the date of such request.
- 6.5 No travelling, accommodation or any other expenses incurred by the representatives of Member Associations in attending a General Assembly meeting shall be paid for by AFL Europe.
- 6.6 Any Member Association wishing to propose an item for inclusion on the agenda of a General Assembly shall submit said proposal, in accordance with the existing Articles of Association, to the Chairman of the AFL Europe Commission at least two months prior to the scheduled date of the General Assembly meeting. Proposals shall be accompanied by a concise explanation of the reasons for their submission.
- 6.7 All representatives of Member Associations must be legally entitled to represent their respective associations, in accordance with the provisions of their local bylaws. Only one Member from each Full Country or Affiliate Member Association shall be entitled to vote at a General Assembly meeting. Affiliate Country Members shall be entitled to attend General Assemblies, but not to vote. Upon request, the Chairman of the AFL Europe Commission may allow up to 2 representatives from each Full Country or Affiliate Member to attend a General Assembly meeting, however only the legal representative thereof shall be entitled to vote. In the event of disqualification or removal from office as legal representative of a Full Country or Affiliate Member, for any reason, the appointment of the new

Member representative shall be ratified at the following Ordinary or Extraordinary General Assembly. This provision shall not apply to the Chairman of the AFL Europe Commission.

- 6.8 All official minutes of General Assembly meetings shall be sent to Member Associations within sixty (60) days as of the date of the General Assembly. Unless notification to the contrary is received by certified mail within thirty days of the receipt of the General Assembly Minutes, approval thereof shall be assumed. In the event of disapproval, the matter shall be resolved at the forthcoming meeting of the AFL Europe Commission and ratified at the next General Assembly meeting. The official Minutes of the Meeting must be signed by the Chairman and Secretary of the General Assembly meeting as well as by the Chairman of the AFL Europe Commission.
- 6.9 General Assembly decisions shall be passed by a simple majority vote of the Full Country Members present or legally represented at the General Assembly meeting, unless specifically stated otherwise in these Articles of Association.
- 6.10 A General Assembly meeting can only be held if at least two thirds of the Full Country Members are present or legally represented.
- 6.11 Voting of all motions put to a General Assembly shall be by secret ballot. The result shall be decided in a first ballot by absolute majority (half the number of votes plus one). If a second ballot is necessary, a relative majority (highest number of votes) will suffice.
- 6.12 Proxy votes shall be submitted directly to the Chairman of the General Assembly, through the General Manager.
- 6.13 The Articles of Association may only be amended by a 2/3 majority vote of the Full Country Members present or legally represented at a General Assembly meeting. Such a decision shall require a special quorum of at least two thirds of the Member Associations entitled to vote.

- 6.14 All resolutions passed by the AFL Europe General Assembly shall be binding upon Member Associations and come into force one month after the date of the General Assembly meeting, unless voted otherwise at said General Assembly Meeting.

Article 7. The AFL Europe Commission

- 7.1 The AFL Europe Commission shall be comprised of seven (7) Members, including the Chairman. The Members and the Chairman shall be appointed in accordance with Article 6. The AFL Europe Commission shall appoint its own Secretary and Treasurer.
- 7.2 All AFL Europe Commission decisions shall be passed by a simple majority vote of its Members. The AFL Europe Chairman shall have the casting vote.
- 7.3 The term of office of AFL Europe Commission Members shall be two (2) years. Retiring members shall be eligible for re-election for no more than 3 consecutive terms. The Chairman and the members nominated by the Chairman shall be elected every even year at the General Assembly. The remaining three (3) members shall be elected every odd year at the General Assembly.
- 7.4 The Commission shall organise its own affairs and agenda. Its decisions shall be binding upon all Members of the Association and come into effect one month following notice has been given in writing to all such Members. The Commission shall meet at least once every three months.
- 7.5 Members of the AFL Europe Commission shall not be entitled to vote at General Assembly meetings, however in such case, their Member Association shall be entitled to appoint another person to represent it at the General Assembly. In the event of a conflict of interest in relation to a Commission Member and in the absence of a second representative from his/her Member Association, such conflict shall be declared by the Chairman

and another Member be asked to vote on behalf of the Member Association concerned.

- 7.6 The duties of the Commission shall be:
- i. To represent AFL Europe.
 - ii. To liaise with all external parties in order to fulfil the AFL Europe purpose.
 - iii. To act as an advisory body to the General Assembly and Association Members.
 - iv. To appoint and supervise Special Committees.
 - v. To resolve all appeals and disputes between Member Associations.
- 7.7 To appoint and remove the AFL Europe General Manager, as the case may be, as well as define and supervise his/her duties. In the event of unlawful conduct or the committing of an act considered to have caused serious detriment or ill repute to AFL Europe, the Chairman of the AFL Europe Commission shall have the power to suspend a member of the Commission from his/her functions, provided a qualified majority of 2/3 of the other members of the Commission vote in favour of the motion. Any such suspension shall be ratified at the forthcoming Ordinary or Extraordinary General Assembly and the member concerned effectively removed.
- 7.8 The Commission shall appoint a Deputy Chairman to perform the duties of the Chairman, in the event the latter is absent at a Commission meeting or is unable or ceases to hold office.
- 7.9 Should a vacancy on the Commission arise during a term of office, for any reason, the General Assembly shall appoint a new Member at the forthcoming General Assembly meeting. The term of office of the new Member shall be limited to the remaining period of office of the vacating Member.
- 7.10 All Commission travelling and accommodation expenses incurred to attend AFL Europe Commission meetings, as well as expenses incurred on behalf of

AFL Europe shall be reimbursed. A specific allowance for such expenses shall be included in the annual budget.

- 7.11 The AFL Europe Commission shall resolve all disputes between and claims made by Member Associations. Its decision shall be final. All appeals for resolution and claims shall be forwarded by certified or electronic mail to the Commission. The Commission reserves the right to resolve the appeal at its forthcoming meeting and to invite the party or parties involved to attend such meeting and present their case. Attendance is not compulsory.

Article 8. The AFL Europe General Manager

- 8.1 The role of the AFL Europe General Manager is to service the needs of the AFL Europe Commission in order to raise awareness of Australian Football, leading to its development and growth in Europe. The AFL Europe General Manager will act as a central point of contact for the AFL Europe Commission, Full Country and Affiliate Members and the Australian Football League (AFL), where appropriate.
- 8.2 The AFL Europe General Manager shall report to the AFL Europe Commission.
- 8.3 The AFL Europe General Manager's duties shall be defined and supervised by the AFL Europe Commission.
- 8.4 The AFL Europe General Manager shall be contracted by AFL Europe under a commercial arrangement. All the expenses incurred by the AFL Europe General Manager shall be justified and reimbursed by AFL Europe and a record kept thereof.

Article 9. AFL Europe Legal, Appeals, and Disciplinary Committees

9.1 The AFL Europe Commission shall appoint the following committees, which shall report to the Commission:

- AFL Europe Legal and Appeals Committee
- AFL Europe Disciplinary Committee

9.2 AFL Europe Commission members shall not be members of these committees. The Members of the Legal and Appeals Committee cannot be members of the Disciplinary Committee and vice versa.

9.3 The Legal and Appeal Committee and the Disciplinary Committee shall consist of a chairman and two members. The members shall be completely independent to the parties in dispute. In the event of a conflict of interests relating to an appeal or dispute, the relevant member of the Committee concerned shall not take part in any activity relating to the issue, appeal or dispute.

Article 10. AFL Europe Advisory Committees

10.1 The AFL Europe Commission may appoint Advisory Committees. The aim of an AFL Europe Advisory Committee is to offer guidance and advice to the AFL Europe Commission and the AFL Europe General Manager on operations and projects and to provide support with major strategic issues on an as-need basis.

10.2 Members of AFL Europe Advisory Committee shall, be in good standing and reputation and offer a strategically important area of expertise or profile to assist AFL Europe in fulfilling its objectives and duties.

10.3 An ideal Advisory Committee member is a person who, as part of a team, can assist and guide projects and support major strategic issues on an as-needed basis by the AFL Europe Commission and AFL Europe Regional Manager.

- 10.4 All AFL Europe Advisory Committees shall consist of a minimum of three (3) and a maximum of eight (8) members.
- 10.5 The term of office of an AFL Europe Advisory Committee Members shall be two (2) years. Expiring members shall be eligible for re-election.
- 10.6 The Members of an AFL Europe Advisory Committee shall elect one Chairman and appoint a Deputy Chairman to perform the duties of the Chairman, in the event the latter is absent.
- 10.7 All AFL Europe Advisory Committees shall confer at least twice a year in person or by means of appropriate means of communication.
- 10.8 All expenses incurred by an Advisory Committee member must be previously authorized by the AFL Europe Commission.

Article 11. Special Committees

- 11.1 Special Committees may be appointed by the AFL Europe Commission. The Chairman of a Special Committee shall be a Member of the Commission. The Commission Chairman shall not participate in any Special Committee. All Special Committees shall report to the Commission through their Chairman. The members must be of good standing in their national associations and not under any form of suspension or censure. Special Committees shall consist of a Chairman and a maximum of four Committee members.
- 11.2 The AFL Europe Commission shall determine the scope of the activities and term of office of all Special Committees, which shall report to the AFL Europe Commission as required.
- 11.3 All recommendations made by Special Committees must be ratified by the AFL Europe Commission in order to become effective.

Article 12. Official Language

The official language of AFL Europe is English. All documents sent by AFL Europe to Member Associations, such as the calling of meetings, minutes of the General Assembly, decisions of the AFL Europe Commission, as well as all AFL Europe notices shall be in the English language.

Article 13. Membership

- 13.1 All countries present at AFL Europe inaugural General Assembly meeting held in Frankfurt, Germany, on 23-24 January 2010 shall be entitled to become Full Country Members of AFL Europe. A Full Country Member shall forfeit membership status by resignation or expulsion. Expulsion of a Full Country Member shall require a vote in favour of 2/3 of the other Full Country Members present or legally represented at a General Assembly meeting.
- 13.2 Inaugural Full Country members and all future Full Country Members must be incorporated as the Australian Football association in their respective countries within two (2) years as of joining AFL Europe. Recognition of legal status as an association shall be considered by the AFL Europe Commission. Only one Australian Football Association from each country shall be allowed to be a member. To qualify as an Inaugural Full Country Member, associations must provide the AFL Europe Committee with their respective articles of association, registered address, bank details and clear evidence of incorporation as an Australian Football association in their respective countries by the appropriate authorising body.
- 13.3 Failure on the part of a Full Country Member to attend two consecutive General Assemblies shall result in its membership status being reduced to that of an Associate. The AFL Europe Commission shall be responsible for deciding on whether or not there are grounds for reducing membership status in such cases.

- 13.4 Associations applying for Full Country membership shall address a written request to the AFL Europe Commission, which shall be submitted at the forthcoming General Assembly meeting. An association shall be considered as an Affiliate Association until voted in as a Full Country Member at a General Assembly meeting. Both Full Country and Affiliate Members have the right to compete in all AFL Europe competitions, provided they comply with the AFL Europe Articles of Association and applicable regulations. Only Full Country Member legal representatives shall be entitled to vote at General Assembly meetings and be eligible for appointment to the AFL Europe Commission.
- 13.5 Application for membership shall contain a declaration in which the applicant association undertakes:
- i. to abide at all times by the AFL Europe Articles of Association, regulations and decisions.
 - ii. to submit all disputes concerning Australian Football in Europe to the AFL Europe Commission and abide by its final decision.
- 13.6 All applicants for Full Country membership must prove that they have a minimum number of three member clubs legally registered in their local association. Applicants that do not fulfil the requirements for full country membership shall be granted the status of Affiliate Members. Affiliate membership shall be ratified each year at the General Assembly meeting. In the event affiliate membership is not renewed, such membership shall be deemed as ended on 31 December of the year in which the relevant General Assembly meeting was held.
- 13.7 During the General Assembly meeting at which its application for membership is to be decided, the legal representatives of an applicant association may address the General Assembly in support of its application. Should the application be accepted, the association granted membership may immediately take part in the General Assembly. New Full Country Members accepted at a General Assembly meeting are required to pay the annual membership fee within 30 days of acceptance.

- 13.8 Once a national association has been accepted as a member, it shall be entitled to immediately take part in all competitions organized by AFL Europe, provided it has paid its membership fee and complied with all other applicable obligations.
- 13.9 All Full Country and Affiliate Members shall pay an Annual Membership fee, the amount of which shall be determined on an annual basis by the General Assembly. Payment of the AFL Europe Membership Fee must be made no later than 1 May of every year.
- 13.10 All executive bodies of Member Associations must be appointed by democratic election. The respective articles of association of all AFL Europe Members shall provide for an election procedure that guarantees the complete independence of the electorate.
- 13.11 AFL Europe shall not recognize the executive body of any association, even on interim basis, which has not been incorporated in accordance with section 13.9 above.
- 13.12 AFL Europe shall inform Member Associations of all amendments made to the Laws of the Game (Article 17) within one month as of the date a decision is reached by the AFL Europe Commission, as the case may be. Member Associations shall be obliged to enforce application of such amendments as of the commencement of their next official annual league competition.

Article 14. Honorary Membership

The General Assembly may grant the title of Honorary Member to any person who has rendered meritorious services to AFL Europe. The Commission shall submit the name of any such person to the General Assembly for approval. Honorary Members shall be permitted to attend all General Assembly meetings and take part in the discussions, but not to vote.

Article 15. Loss of Membership

15.1 A Member Association may forfeit its membership:

- i. for non-payment of fees or any other amount due to AFL Europe within three (3) months as of the due date thereof and having been duly notified.
- ii. for serious infringement of the AFL Europe Articles of Association or regulations.

15.2 Expulsion of a Member Association must be approved by 2/3 of the other Member Associations at a General Assembly meeting. Such a resolution shall neither be discussed nor voted upon unless at least half of the Full Member Associations are present or legally represented at the meeting.

Article 16. Withdrawal of a Member Association

A Member Association wishing to withdraw from AFL Europe shall notify the Commission accordingly by certified mail. The letter shall include the Minutes from the General meeting of the Member Association deciding to withdraw from AFL Europe. A request for withdrawal shall only be accepted and become effective after the Commission is satisfied that the Member has fulfilled all its obligations towards AFL Europe.

Article 17. Laws of the Game

Each Member of AFL Europe shall ensure that Australian Football is played according to the Laws of the Game, as laid down by the AFL and AFL Europe from time to time.

Article 18. Penalties and Disciplinary Measures

- 18.1 Any Association, club, player, member or official bound by the Statutes, Regulations and Rules of AFL Europe may be penalised in the event of violation thereof or a decision laid down by an AFL Europe Governing Body.
- 18.2 At the request of the Commission, the Disciplinary Committee shall make a recommendation as to all penalties and disciplinary measures proposed, based on the AFL Europe Disciplinary Regulations, which shall include anti-doping regulations approved by the AFL Europe Commission. The final decision as to whether or not to impose a penalty shall be the responsibility of the AFL Europe Commission.
- 18.3 Possible penalties and disciplinary measures are:
- i. A caution
 - ii. A censure
 - iii. Cancellation of a match (requiring a replay, if necessary)
 - iv. Deduction or cancellation of points
 - v. A win by default, in which case a score 80-0 will be given (however, if the goal difference already attained in the match is greater, it shall be considered valid)
 - vi. A ban on stadium
 - vii. Matches to be played with exclusion of the public
 - viii. Matches to be played in neutral countries
 - ix. A ban from taking part in a current and/ or future competition

Article 19. Appeals

- 19.1 Appeals may be lodged against any disciplinary decision taken by the AFL Europe Commission or penalty imposed in relation to a recommendation by the Disciplinary Committee.
- 19.2 The Legal & Appeals Committee shall hear and judge all appeals, in

accordance with the Disciplinary Regulations approved by the AFL Europe Commission.

19.3 All decisions taken by the Legal & Appeals Committee in relation to penalties or disciplinary action shall be final and binding for all parties concerned.

Article 20. Disputes

20.1 All disputes between AFL Europe and any of its Member Associations, or between the latter, which cannot be resolved internally shall be brought before Arbitration prior to legal action being taken in a Court of Law.

20.2 The rules governing the arbitration proceedings shall be in accordance with the arbitration legislation of the country in which AFL Europe has its legal seat.

Article 21. Financial Year

The financial year of AFL Europe shall commence on 1 January and end on 31 December.

Article 22. Income and Expenditure

22.1 The sources of AFL Europe income shall include, but not be limited to:

- Membership fees
- Revenue from gate takings at international tournaments and events
- Advertising at AFL Europe international tournaments and events
- Television and radio broadcasting rights
- Intellectual property rights
- Web-site advertising rights
- Sponsors

22.2 All expenses shall be properly recorded and generally accepted accounting records kept for a minimum term of 5 years or any other term required under the legislation of the jurisdiction in which AFL Europe has its legal seat, as the case may be.

Article 23. Auditors

23.1 The AFL Europe annual accounts shall be audited by two (2) internal auditors appointed at the General Assembly. The auditors appointed shall audit the forthcoming annual accounts and submit a report at the next General Assembly meeting. Notwithstanding the above, the Commission may engage external auditors, if so required under the legislation of the jurisdiction in which AFL Europe has its legal seat, as the case may be. Full Country Member Associations are entitled to inspect the AFL Europe accounts at the registered address at any time, provided a minimum of 30 days' prior notice is given.

23.2 The Chairman of the AFL Europe Commission shall be responsible for the custody of all AFL Europe accounts. External Accountants may be engaged to keep such accounts. The annual accounts to be presented at the General Assembly meeting shall be:

- i. Abbreviated Balance Sheet
- ii. Profit and Loss account
- iii. Income and Expenditure Statement
- iv. Annual Report

Article 24. Competition

24.1 All official AFL Europe competitions and tournament events shall be organised and run by a Competition Special Committee appointed at the General Assembly meeting prior to the year in which the competition is to

be held and supervised by the General Manager and AFL Europe Commission.

24.2 Competitions and tournament events may involve teams comprised of 18, 16 or 9 players. Such competitions shall include, but not be limited to the following:

- European Championship
- Euro Cup
- European Club Champions League

24.3 All competition and tournament events shall be open to AFL Europe Full Country and Affiliate Members and their respective clubs, provided they are full members of their national AFL Europe Member Associations. Teams shall be admitted to each competition on the basis of the conditions set forth in the competition regulations established by the Competition Special Committee.

24.4 AFL Europe Member Associations shall not participate in any international competition that is not organised or approved by AFL Europe. Breach of this provision shall be considered a serious breach of the AFL Europe Articles of Association. Friendly matches between clubs and Member Associations are excluded, provided they do not clash with official AFL Europe Competitions and Tournaments. In such case, approval by the AFL Europe Commission is required.

Article 25. Intellectual Property and Trademarks

AFL Europe shall be the owner of all its events and competitions and entitled to hold the exclusive rights to all media broadcasting and advertising rights related to such events and competitions. The name and logo of AFL Europe shall be registered as intellectual property belonging to AFL Europe. Only Full Member Associations shall be entitled to use the name and logo of AFL Europe in their official communications, stationary and on team jumpers. Any other use of AFL Europe

intellectual property by a Member thereof shall require the prior written consent of the AFL Europe Commission.

Article 26. Correspondence

26.1 All Full Country and Affiliate Member Associations shall inform the AFL Europe Commission of their registered address and any subsequent change thereto.

26.2 The address of AFL Europe for the purposes of notices and communications shall be that decided from time to time by the AFL Europe Commission and any change thereto must be notified to the Association's Members with at least one month's notice prior to taking effect.

Article 27. Governing Law

AFL Europe shall be governed by its Articles of Association and all applicable legislation governing Associations in the jurisdiction in which its legal seat is located.

Article 28. Winding Up

28.1 Winding up of AFL Europe shall only be effective if 2/3 of the Full Country Members present or legally represented at a validly convened Ordinary or Extraordinary General Assembly meeting vote in favour. The winding up procedure shall be supervised by two liquidators appointed at the General Assembly voting in favour of said dissolution.

28.2 In the event of legal winding up of AFL Europe, all its net assets, if any, shall be transferred to the public entity, foundation or association designated by means of a 2/3 vote in favour thereof of all the Full Country Member associations present or legally represented at the last General Assembly.

Article 29. Adoption of the AFL Europe Articles of Association

These Articles of Association are signed by the Members of the AFL Europe at the General Assembly held in Belfast, United Kingdom, on 9-10 October 2011, in accordance with the resolutions adopted at the General Assemblies held in Frankfurt (January 2010) and Parabiagio (October 2010).

England

Rob Fielder

Italy

Nicola Giampaolo

Croatia

Kolja Koračak

Finland

Tomi Virtanen

Catalonia

Joan Lluís Adsera

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Jörg Pareigis

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