

CONSTITUTION

of

AFL Scotland

Adopted on 11th May 2013

CONTENTS		
GENERAL	name, objects, powers, general structure	clauses 1-4
MEMBERS	qualifications, application, subscription, register, withdrawal, expulsion	clauses 5-12
GENERAL MEETINGS (meetings of members)	general, notice, procedure	clauses 13-27
MANAGEMENT COMMITTEE	maximum number, eligibility, election/retiral/re-election, termination of office, register, office bearers, powers, personal interests	clauses 28-36
MANAGEMENT COMMITTEE MEETINGS	procedure	clauses 37-47
ADMINISTRATION	operation of bank accounts etc., minutes, accounting records and annual accounts, notices	clauses 48-52
MISCELLANEOUS	dissolution, alterations to the constitution, interpretation, initial management committee members	clauses 53-57

Name

1. The name of the Association is AFL Scotland, referred to as "the Association".

Objects

2. The Association's objects are:-
 - a. To act as the governing body for Australian Rules Football in Scotland and as such represent Scotland within AFL Europe and any other international organisations
 - b. To promote the sport of Australian Rules football in Scotland and the Scottish national team(s)
 - c. To encourage the development players in Scotland including women and youth players, and especially the development of players for the national team
 - d. To organise cup competitions in accordance with b. and c. above
 - e. To oversee the national team(s) schedules and operations
 - f. To ensure that league competitions in Scotland contribute to the objects at b. and c. above

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the Association's committee shall have the following powers:-
 - a. To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Association's activities.
 - b. To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Association.
 - c. To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Association.
 - d. To employ such staff as are considered appropriate for the proper conduct of the Association's activities, and to make reasonable provision for the payment of reasonable validated expenses to be ratified by Association treasurer.
 - e. To engage such consultants and advisers as are considered appropriate from time to time.
 - f. To effect insurance of all kinds (which may include officers' liability insurance).
 - g. To invest any funds which are not immediately required for the Association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
 - h. To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities.
 - i. To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

General structure

4. The Association shall consist of MEMBER LEAGUES who form the tiered membership of the association. Leagues have one vote at committee meetings. Leagues must fulfil the following,
 - i. provide a nominated contact
 - ii. nominate individuals to stand for election to the management committee
 - iii. share Association correspondence amongst their members
 - iv. notify the Association of any changes to membership including new members, and the retiral or expulsion of any members from the league.
 - b. The MANAGEMENT COMMITTEE - who will hold an annual general meeting and other meetings as appropriate during the period between annual general meetings, and generally control and supervise the activities of the Association; in particular, the management committee is responsible for monitoring the financial position of the Association. Positions on the management committee should include:
 - i. President, Secretary and Treasurer
 - ii. A representative of female players
(All of whom should be elected via a majority vote from all of those with an active involvement in the sport and in attendance at the annual general meeting.)
 - iii. The President (or their nominee) of each MEMBER LEAGUE
 - iv. A representative of the national team(s), who should be nominated by the players of the national team(s)
 - v. A representative of umpires, who should be nominated by umpires in Scotland.

Qualifications for membership

5. Any league considered by the MANAGEMENT COMMITTEE to be operating on a viable basis and to be pursuing the activities set out in the objects at 2 b. and c. shall meet the qualification of a MEMBER LEAGUE. For the avoidance of doubt, a viable league must have at least three teams and at least 40 registered participating players. It must be properly constituted and its players should be covered by Public Liability Insurance. The initial MEMBER LEAGUES shall be the Caledonian Australian Football League (CAFL) and the Scottish Australian Rules Football League (SARFL).

Application for membership

6. Any league that wishes to become a member must sign, and lodge with the Association, a written application for membership.
7. The management committee may, at its discretion, refuse to admit any league to membership and provide reasons for such a decision.
8. The management committee shall consider each application for membership at any time. The management committee shall, within four weeks of any application, notify the applicant of its decision on the application.

Membership subscription

9. A membership subscription shall be payable if and as agreed at the AGM.

Register of MEMBER LEAGUES

10. The management committee shall maintain a register of MEMBER LEAGUES.

Withdrawal from membership

11. Any MEMBER LEAGUE that wishes to withdraw from membership shall sign, and lodge with the Association, a written notice to that effect; on receipt of the notice by the Association; they shall cease to be a member.

Expulsion from membership

12. Any MEMBER LEAGUE may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:-
 - a. At least 21 days' notice of the intention to propose the resolution must be given to the MEMBER LEAGUE concerned, specifying the grounds for the proposed expulsion
 - b. The MEMBER LEAGUE concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

GENERAL MEETINGS

13. The management committee shall convene an annual general meeting (AGM) in each year. Not more than 14 months shall elapse between one annual general meeting and the next.
14. The business of each annual general meeting shall include:-
 - a. A report by the President on the activities of the Association
 - b. Consideration of the annual accounts of the Association
 - c. The election/re-election of members of the management committee, as referred to in clauses 29 and 30
 - d. Reports on the activities of each MEMBER LEAGUE
 - e. (if necessary) Appointment of the national team coach and management staff
15. Any member of the committee may request the committee to convene an extra-ordinary general meeting at any time providing clauses 16 to 18 are followed.

Notice of general meetings

16. At least 21 clear days' notice must be given of any annual general meeting or special general meeting and it must be arranged for a clear day; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.
17. The reference to "clear days" in clause 16 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
18. Notice of every general meeting shall be given (in accordance with clause 52) to all the MEMBER LEAGUES and to all the members of the management committee.

Procedure at general meetings

19. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be not less than five, present in person.
20. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
21. The President of the Association shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the President is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members present at the meeting shall elect from among themselves the person who will act as temporary chairperson of that meeting.
22. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
23. Every member of the committee shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
24. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting and final vote.
25. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
26. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
27. Meeting locations are to be arranged by the committee members and must be appropriate, private and neutral.

MANAGEMENT COMMITTEE

Eligibility

28. With the exception of the representatives of the national team(s) and of umpires, who should be nominated by the players of the national team(s), a person shall not be eligible for election/appointment to the management committee if he/she has not been nominated by a MEMBER LEAGUE

Election, retiral, re-election

29. At each annual general meeting, those eligible to vote (see clause 4) may (subject to clause 31) elect any member to be a member of the management committee.

30. At each annual general meeting, all of the members of the management committee shall retire from office - but shall then be eligible for re-election.

Termination of office

31. A member of the management committee shall automatically vacate office if:-
- a. he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - b. he/she resigns office by notice to the Association
 - c. he/she is absent (without permission of the management committee) from more than two consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.
 - d. he/she has been disqualified from acting as a director for a company or a charity trustee.

Register of management committee members

32. The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.

Personal interests

33. A member of the management committee, who has a personal interest in any transaction or other arrangement which the Association is proposing to enter into, must declare that interest at a meeting of the management committee; he/she will be debarred from voting on the question of whether or not the Association should enter into that arrangement.
34. A person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any organisation of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
35. Provided:
- a. he/she has declared his/her interest
 - b. he/she has not voted on the question of whether or not the association should enter into the relevant arrangement and
 - c. A member of the management committee will not be debarred from entering into an arrangement with the Association in which he/she has a personal interest (or is deemed to have a personal interest under clause 34) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
36. Where a management committee member provides services to the Association or might benefit from any remuneration paid to a connected party for such services, then
- a. The maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - b. The management committee members must be satisfied that it would be in the interests of the Association to enter into the arrangement (taking account of that maximum amount)
 - c. Less than half of the management committee members must be receiving remuneration from the Association (or benefit from remuneration of that nature).

Procedure at management committee meetings

37. The management committee will hold a management committee meeting when they consider it appropriate. Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.
- a. Subject to availability, and in accordance with clause 39, the management committee may hold a virtual meeting or allow a number of management committee members to participate through electronic means.
38. Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote. All members, with the exception of the representative(s) of the national team(s) shall be entitled to one vote.
39. No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall one third of and not less than three committee members, present in person or virtually for the duration of business at the meeting.

40. If at any time the number of management committee members in office falls below the number fixed as the quorum, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
41. Unless they are unwilling to do so, the President of the association shall preside as chairperson at every management committee meeting at which he/she is present; if the President is not present within 15 minutes after the time when the meeting was due to commence, the management committee members present shall elect from among themselves the person who will act as chairperson of the meeting.
42. The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.
43. A management committee member shall not vote at a management committee meeting (or at a meeting of a subcommittee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the association; he/she must withdraw from the meeting while an item of that nature is being dealt with.
44. For the purposes of clause 43, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

Conduct of members of the management committee

45. Each of the members of the management committee shall, in exercising his/her functions as a member of the management committee of the association, act in the interests of the association; and, in particular, must
 - a. Seek, in upmost good faith, to ensure that the association acts in a manner which is in accordance with its objects (as set out in this constitution)
 - b. Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
 - c. In circumstances giving rise to the possibility of a conflict of interest between the association and any other party.
46. Put the interests of the association before that of the other party, in taking decisions as a member of the management committee.
47. Where any other duty prevents him/her from doing so, disclose the conflicting interest to the association and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question

Operation of accounts and holding of property

48. The signatures of two registered signatories shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the association; at least one out of the two signatures must be the signature of a member of the management committee.

Minutes

49. The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

50. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

51. The management committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor or independent examiner.

Notices

52. Any notice which requires to be given to a member under this constitution shall be in writing either electronic by e-mail or hand written; such a notice may either be given personally to the nominated club contact or be sent by post in a pre-paid envelope addressed to the nominated club contact at the address last intimated by him/her to the association.

Dissolution

53. If the management committee determines that it is necessary or appropriate that the Association be dissolved, it shall convene an emergency general meeting of the members.
54. If a proposal by the management committee to dissolve the Association is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 54, the management committee shall have power to dispose of any assets held by or on behalf of the Association - and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other body, charity or charities having objects similar to those of the Association ; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the Association at, or prior to, the time of dissolution.

Alterations to the constitution

55. Subject to clause 55, the constitution may be altered by a resolution passed by a majority of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 16, 17 and 18.

Interpretation

56. For the purposes of this constitution,
 - a. The expression "charity" shall mean a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 96 of the Charities Act 1993
 - b. The expression "charitable purpose" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - c. The expression "company" shall mean a body registered with Companies House or The Office of the Regulator of Community Interest Companies.
57. Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.