



**PROFESSIONAL FOOTBALLERS AUSTRALIA INC**

REGISTRATION NO A0027415N

ARBN 083 328 581

ABN 86 647 742 383

**RULES**

**ASSOCIATIONS INCORPORATION REFORM ACT 2012 (VIC)**

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**PART I – NAME, OBJECTIVES AND HUMAN RIGHTS**

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**1. NAME**

The name of the association is Professional Footballers Australia Inc (**PFA**).

**2. OBJECTIVES**

The objectives of the PFA are:

- (a) to further, protect and advance the rights, interests and welfare of Footballers including Members;
- (b) to enter into Collective Agreements and cause to have made Industrial Instruments that regulate, protect and further the employment, professional and personal interests of Footballers including Members;
- (c) to:
  - (i) act on behalf of and represent Members;
  - (ii) act as the bargaining agent of Members; and
  - (iii) negotiate and enter into any contract, agreement, arrangement or understanding on behalf of and in respect to Members,

in relation to the prevention and settlement of any industrial situation, industrial dispute, demarcation dispute or other matter pertaining to the relations between Members, Footballers and any employer or person responsible for or in any way connected with the administration of Football including FIFA, FIFPRO, the AFC, FIFPRO Asia, FA, APL or any National Team, League, Club, Academy or All Abilities National Team;

- (d) to provide legal assistance where the PFA in its absolute discretion deems appropriate in any matter arising out of or in connection with a Member's involvement or participation in Football;
- (e) to assist Members in achieving satisfactory terms of employment with the employer of their choice in pursuit of their careers as professional Footballers;
- (f) to provide assistance and, where necessary, representation to Members, in respect of their dealings with any employer or person responsible for, or any way connected with, the administration, management or promotion of Football;

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- (g) to obtain or provide accident, injury, insurance, education, hardship, welfare, career and retirement benefits for the assistance of Members;
- (h) to promote and encourage the game or sport of Football and Members' participation in the game or sport of Football;
- (i) to promote professional Football as a stable, secure, worthwhile and rewarding career;
- (j) to assist Members in preparing for and successfully transitioning to a new career and livelihood after they have retired from playing Football professionally;
- (k) to promote the personal development of Members including through community and charitable initiatives and programs;
- (l) to promote recognition and acceptance of the rights of Members to equality of opportunity in Football including by eliminating, as far as possible, discrimination against Members on the basis of age, impairment, industrial activity, sexual activity, marital status, physical features, political belief or activity, pregnancy, race, religious belief or activity, sex, status as a parent or carer or personal association;
- (m) to maintain membership of and affiliation with FIFPRO and to promote the objectives, intentions and goals of FIFPRO including by fully participating in FIFPRO's activities, increasing the solidarity of Footballers throughout the world, playing a leadership role in the development of FIFPRO Asia and encouraging the development of new Footballers' associations in Asian nations where there is no such association recognised by FIFPRO;
- (n) to be a member of, or affiliate with, organisations with similar objectives, including the Australian Council of Trade Unions and the Australian Athletes' Alliance;
- (o) to establish or incorporate legal entities to assist in the pursuit of these objectives;
- (p) to administer funds which the PFA may establish from time to time for the furtherance of any of these objectives;
- (q) to cause to have established funds for the furtherance of these objectives and assist with the administration of such funds; and
- (r) to provide assistance, undertake activities and do all such other things as are incidental or conducive to the attainment of any of these

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objectives and the exercise of the powers of the PFA.

**3. HUMAN RIGHTS**

The PFA is committed to respecting all internationally recognised human rights and shall strive to promote the protection of these rights, including through remediation.

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## **PART II - MEMBERSHIP**

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### **4. FULL AND ASSOCIATE MEMBERSHIP**

- 4.1 The PFA consists of:
- (a) Full Members;
  - (b) Associate Members; and
  - (c) Life Members.
- 4.2 A person is eligible to become a Full Member if they are:
- (a) employed, or seeking to be employed, as a Footballer with any Club that is a member of a National League located within Australia or New Zealand;
  - (b) eligible to play Football for a National Team and are employed, or seeking to be employed, as a Footballer with any Club that is a member of a National League located outside Australia or New Zealand; or
  - (c) employed or seeking to be employed as a member of any National Team.
- 4.3 A person is eligible to become a Full Member if that person is an independent contractor who, if they were an employee performing work of the kind which they usually perform as an independent contractor, would be an employee eligible to become a Full Member.
- 4.4 A person is eligible to become a Full Member if that person is an Officer, whether or not the person satisfies the requirements of Rule 4.2 or 4.3.
- 4.5 A person is eligible to become an Associate Member of the PFA if they:
- (a) are a trainee or scholarship holder in any Academy;
  - (b) are employed, or seeking to be employed, as a Footballer with any Club that is a member of an Associate League;
  - (c) are eligible to play Football for an All Abilities National Team; or
  - (d) have previously been and are no longer eligible to be a Full Member.
- 4.6 Any person admitted as an Associate Member will not have any of the rights, privileges or benefits of Membership as those of a Full Member, including the right to receive notice of, attend or vote in any election or at any meeting of a body of the PFA.

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- 4.7 A person who wishes to become a Full Member or an Associate Member must:
- (a) complete an application for Membership; and
  - (b) lodge the application for Membership with the Chief Executive.
- 4.8 An application for Membership as either a Full Member or an Associate Member must:
- (a) be in the form prescribed by the Chief Executive from time to time (unless it is an automatic membership as referred to in Rule 4.14); and
  - (b) include an agreement by the applicant to pay any Contributions in the time, amount and manner prescribed by the PFA Executive from time to time in accordance with these Rules.
- 4.9 Any application for Membership made pursuant to Rules 4.7 and 4.8 will be deemed to have been accepted by the PFA on the date it is lodged with the Chief Executive unless the Chief Executive or the PFA Executive is satisfied that the applicant is not eligible for Membership, has not otherwise satisfied the requirements of these Rules or to admit the applicant to Membership would be prejudicial to the legitimate interests of the PFA. If the Chief Executive or the PFA Executive rejects any application for Membership, the Chief Executive or the PFA Executive (as the case may be) must supply the applicant with notice of the rejection and the reasons for it.
- 4.10 A Member may make application to the PFA Executive to be exempted from the payment of Contributions in respect of the whole or part of any Financial Year on the basis of any financial hardship being suffered by that Member. Subject to the requirements of natural justice, the PFA Executive may deal with the application as it in its absolute discretion thinks fit provided that the PFA Executive must treat any application made under this Rule 4.10 as strictly private and confidential if so required by the applicant.
- 4.11 On being admitted to Membership, a Member will be bound by these Rules and must take all steps that are reasonable in the circumstances to ensure that these Rules are observed and complied with by all Members.
- 4.12 Any right, privilege, benefit or obligation of a person by reason of their Membership:
- (a) is not capable of being assigned, transferred or transmitted to another person; and
  - (b) terminates on the cessation of the Membership whether by death, resignation or otherwise.

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- 4.13 If the PFA Executive designates any National Team, League (including as a National League or an Associate League), Academy or All Abilities National Team for the purpose of Rule 4.2, 4.5(a), 4.5(b) or 4.5(c), the designation continues to take effect unless and until revoked by a Special Resolution of the Congress.
- 4.14 If a Full Member ceases to be a Full Member:
- (a) because the Full Member is no longer eligible to be a Full Member under Rule 4.2 or 4.3 for any reason including that the Full Member has retired as a Footballer; or
  - (b) in accordance with Rule 8.1 (resignation),
- the Full Member automatically becomes an Associate Member.
- 4.15 For the avoidance of doubt, the National Teams, Leagues, Academies and All Abilities National Teams designated by the PFA Executive as at the date of adoption of these Rules for the purposes of Membership are as set out in Appendix 1.
- 4.16 A Member:
- (a) has the right to be represented by and participate in the affairs of the PFA in accordance with these Rules;
  - (b) is obliged to comply with these Rules and any decision of the Congress, the PFA Executive or any Officer made in accordance with these Rules including by making such appointment and granting such authority as required by Rules 27, 28 and 29; and
  - (c) is liable to pay Contributions.

## **5. LIFE MEMBERS AND CHAMPIONS**

- 5.1 Any person who has rendered outstanding service to or demonstrated exceptional support for the Statement of Purposes in any capacity on behalf of the PFA including as a Member, Officer or employee of the PFA is eligible to become a Life Member.
- 5.2 The Congress may grant Life Membership to a person upon the following conditions:
- (a) the PFA Executive resolves that:
    - (i) the person satisfies the requirements of Rule 5.1; and
    - (ii) the PFA Executive recommends to all Full Members and Life

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Members not less than 21 days before the Annual General Meeting that Life Membership be granted to the person; and

- (b) a Special Resolution in support of the grant of Life Membership is carried at the Annual General Meeting.
- 5.3 Subject to Rule 5.6, any person admitted as a Life Member will not have any of the rights, privileges or benefits of Membership as those of a Full Member including the right to vote in any election or at any meeting of a body of the PFA.
- 5.4 Any Life Member who, through exceptional leadership and commitment, has shaped the future wellbeing of Footballers and Football for the better, is eligible to become a Champion.
- 5.5 The Congress may elect a Life Member as a Champion upon the following conditions:
- (a) the PFA Executive resolves that:
    - (i) the Life Member satisfies the requirements of Rule 5.4; and
    - (ii) the PFA Executive recommends to all Full Members and Life Members not less than 21 days before the Annual General Meeting that the Life Member be elected as a Champion; and
  - (b) the Life Member is elected as a Champion by Special Resolution carried at the Annual General Meeting.
- 5.6 A Life Member may vote at the Annual General Meeting on any question whether a person be admitted to Life Membership in accordance with Rule 5.2 or elected as a Champion in accordance with Rule 5.5.

## **6. MEMBER CONTRIBUTIONS**

- 6.1 Each Full Member and Associate Member (but not a Life Member) must pay any Contributions including any entrance fee, annual subscription fee or other contribution in the time, amount and manner determined and prescribed by the PFA Executive from time to time.
- 6.2 Subject to these Rules, a Member will not be entitled to any right, privilege or benefit of Membership unless they have complied with Rule 6.1.

## **7. REGISTER OF MEMBERS**

- 7.1 The Chief Executive must keep and maintain a current Register of Members in which is entered the full name, Membership category, contact details and

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date of entry of each Member and any other details and information as the PFA Executive may prescribe from time to time. The Register of Members must be available for inspection by any Member at a reasonable time at the place of the registered office of the PFA under Rule 30 or at the address of the Secretary.

- 7.2 Information about a person who is no longer a Member, other than the name of the person and the date on which the person ceased to be a Member, must be removed from the Register of Members by the Chief Executive within 14 days after the person ceases to be a Member.
- 7.3 A Member must not use or disclose information about a person obtained from the Register of Members by contacting or sending materials to that person or knowing that the information is likely to be used to contact or send materials to that person unless the use or disclosure of the information is directly related to the management or the purposes of the PFA and is not prohibited by these Rules.
- 7.4 The Chief Executive may restrict access to the personal information of a person recorded in the Register of Members in accordance with the Act.

## **8. RESIGNATION AND CESSATION OF MEMBERSHIP**

- 8.1 A Member who wishes to resign their Membership must give notice to the Chief Executive of their intention to resign.
- 8.2 Subject to Rule 8.3, a Member's notice of resignation delivered in accordance with Rule 8.1 takes effect and the Member ceases to be a Member on the later of:
- (a) the date specified in the notice; or
  - (b) at the next 30 June after the notice is received by the PFA.
- 8.3 Where a Member ceases to be eligible to be a Member, the Member's notice of resignation given in accordance with Rule 8.1 takes effect and the Member ceases to be a Member on the later of:
- (a) the date on which the notice is received by the PFA; or
  - (b) the date specified in the notice, being a date not earlier than that when the Member ceases to be eligible to be a Member.
- 8.4 Any Member who:
- (a) ceases to be eligible for Membership; or
  - (b) has not made any payment of Contributions for 18 months,

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may have their Membership cancelled by resolution of the PFA Executive.

- 8.5 The Chief Executive must give notice to a Member whose Membership has been cancelled.
- 8.6 A Member who resigns their Membership or whose Membership is cancelled pursuant to this Rule 8 remains liable for any Contributions due and owing in respect of the period before the Member's resignation took effect or prior to the Membership being cancelled, as the case may be.
- 8.7 The Chief Executive must make an entry in the Register of Members recording the date on which a Member ceases to be a Member under this Rule 8.

## **9. DISCIPLINE OF MEMBERS**

- 9.1 Any Officer or Member may charge any other Officer or Member with:
- (a) contravening or failing to comply with any provision of these Rules;
  - (b) contravening or failing to comply with any policy, decision, determination or resolution of the PFA Executive or Congress made in accordance with these Rules;
  - (c) misappropriation of any funds of the PFA;
  - (d) giving false and misleading information to the PFA Executive or Congress;
  - (e) obstructing the PFA Executive or the Congress in any way in the performance of any of its functions;
  - (f) obstructing any Officer in the course of performing their duties;
  - (g) wrongfully holding any Officer, Member or person out as occupying any office in the PFA, or as being entitled to represent the PFA in any capacity; or
  - (h) aiding or encouraging any other Officer or Member in committing any offence under this Rule 9.1.
- 9.2 Any charge alleging that an Officer or Member has been guilty of any offence under Rule 9.1 must:
- (a) be signed by the Officer or Member laying the charge;
  - (b) give notice of the charge including the particulars of the alleged facts on which the charge is based; and
  - (c) be lodged with the Chief Executive or, if the Chief Executive is the

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subject of or relevantly affected by the charge, the Chair or the President.

- 9.3 The Chair, President or Chief Executive (as the case may be) must summon any Officer or Member charged under Rule 9.1 to attend before or make written submissions to the PFA Executive. The summons must be delivered to the Officer's or Member's last known address, state the time and place of the hearing, the name of the Officer or Member laying the charge and give the Officer or Member so charged not less than 14 days' notice of the hearing.
- 9.4 Natural justice applies at the hearing of any charge brought by or against an Officer or Member under Rule 9.1.
- 9.5 No charge may be brought against any Officer or Member under Rule 9.1 in relation to any act or omission that occurred more than 2 Years before the date of the charge unless the charge relates to the misappropriation of any funds of the PFA.
- 9.6 Subject to Rule 12, the PFA Executive may regulate the hearing of any charge brought before it under Rule 9.1 as it thinks fit provided that it must give all persons entitled to be heard by it the opportunity to be heard and to make any submissions, including in respect of the issues of merit and penalty, that the PFA Executive must take into account in making any decision.
- 9.7 If the PFA Executive finds the Officer or Member guilty of any charge under Rule 9.1, the PFA Executive may do any one or more of the following:
- (a) impose no penalty;
  - (b) impose a penalty not exceeding 5 Monetary Units;
  - (c) reprimand or censure the Officer or Member;
  - (d) suspend the Officer or Member from Membership or deprive the Officer or Member of any right or benefit of Membership for any specified period, until the happening of any specific event or until the performance of any specified act. Suspension from Membership will deprive an Officer or Member of the benefits of Membership for a period not greater than one Year, but will not relieve the Officer or Member of the obligations of Membership;
  - (e) dismiss the Officer or Member from any Office held by the Officer or Member, provided that no Officer or Member may be removed from office unless the Officer or Member has been found guilty under these Rules of misappropriation of any funds of the PFA, a substantial breach of these Rules, gross misbehaviour or gross neglect of duty, or has ceased according to these Rules to be eligible to hold Office; or

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- (f) expel the Officer or Member from the PFA.
- 9.8 An Officer or Member found guilty of an offence or an Officer or Member laying a charge under Rule 9.1 may appeal any decision of the PFA Executive under this Rule 9 to the Congress in accordance with Rule 23.

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**PART III – PFA EXECUTIVE**

**10. PFA EXECUTIVE**

10.1 The affairs of the PFA will be managed by the PFA Executive.

10.2 The PFA Executive must consist of:

- (a) subject to Rule 10.4, 9 ordinary members, who all must be Full Members, provided that at least 3 of the 9 ordinary members must be Footballers eligible to play for the Matildas or in the A-League Women;
- (b) a President, who must be a Full Member and be elected from within and by the 9 ordinary members of the PFA Executive under Rule (a);
- (c) a Chair, who may or may not be a Member;
- (d) the Chief Executive, who may or may not be a Member; and
- (e) subject to Rule 10.5, the FIFPRO Member, who may or may not be a Member.

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10.3 In addition to Rule 10.2, the PFA Executive may consist of:

- (a) a second President, who must be a Full Member and be elected from within and by the 9 ordinary members of the PFA Executive under Rule 10.2(a);
- (b) a Vice President, who must be a Full Member and be elected from within and by the 9 ordinary members of the PFA Executive under Rule 10.2(a); and
- (c) a Deputy Chair, who may or may not be a Member.

10.4 If none of the 9 ordinary members of the PFA Executive under Rule 10.2(a) identify as Aboriginal or Torres Strait Islander descent, the PFA Executive must, with as little delay as possible:

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- (a) appoint a Full Member who identifies as Aboriginal or Torres Strait Islander descent as an ordinary member of the PFA Executive; or,
- (b) appoint a former Full Member who identifies as Aboriginal or Torres Strait Islander descent to the PFA Executive.

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10.5 If the Chair, Deputy Chair or the Chief Executive also holds office as the FIFPRO Member, the PFA Executive must, with as little delay as possible, appoint a former Full Member to the PFA Executive.

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- 10.6 Subject to these Rules, the term of:
- (a) office of each ordinary member of the PFA Executive is 3 Years;
  - (b) office of any Chair is any term up to 4 Years as determined by resolution of the PFA Executive in accordance with Rule 11.1(c)(i);
  - (c) office of any Deputy Chair is any term up to 4 Years as determined by resolution of the PFA Executive in accordance with Rule 11.1(c)(ii);
  - (d) office of the President is any term between 1 and 3 Years as determined by resolution of the PFA Executive;
  - (e) office of any Vice President is any term between 1 and 3 Years as determined by resolution of the PFA Executive;
  - (f) office of the Chief Executive is any term up to 4 Years as determined by resolution of the PFA Executive in accordance with Rule 11.1(c)(iii);
  - (g) office of the FIFPRO Member or any former Full Member to be a member of the PFA Executive under Rule 10.4(b) is any term up to 5 Years as determined by resolution of the PFA Executive in accordance with Rules 11.1(c)(iv) and 11.1(c)(v);
  - (h) office of any former Full Member to be a member of the PFA Executive under Rule 10.5 is any term between 1 and 3 Years as determined by resolution of the PFA Executive in accordance with Rule 11.1(c)(v).

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10.7 If a casual vacancy occurs in the office of the President, the PFA Executive must, with as little delay as possible, elect an ordinary member of the PFA Executive to the vacant office who will hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of their appointment.

10.8 If a casual vacancy occurs in the office of an ordinary member of the PFA Executive, the PFA Executive must, with as little delay as possible, appoint a Full Member to fill the vacancy and the Full Member so appointed will hold office, subject to these Rules, until the expiry of the term of office of the outgoing ordinary member of the PFA Executive provided the Full Member's appointment is ratified by the Congress at the next Annual General Meeting.

10.9 If a casual vacancy occurs in the office of the Chair, the FIFPRO Member or any former Full Member who is a member of the PFA Executive under Rules 10.4(b) and 10.5, the PFA Executive must, with as little delay as possible, appoint another person to that vacant office who will hold office, subject to these Rules, for the balance of the term of office that has become vacant or any other term that the PFA Executive may determine in accordance with

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- Rules ~~11.1(c)(iv) and 11.1(c)(v)~~,
- 10.10 If a casual vacancy occurs in the office of the Chief Executive, the PFA Executive must, with as little delay as possible, appoint another person to the vacant office who will hold office, subject to these Rules, for the balance of the term of office that has become vacant or any other term that the PFA Executive may determine in accordance with Rules 11.1(c)(iii),
- 10.11 For the purpose of these Rules, the office of a member of the PFA Executive or the Secretary becomes vacant if the holder of the office:
- (a) dies;
  - (b) ceases to be a Full Member, save in the case of the Chair, ~~Deputy Chair~~, Chief Executive, the FIFPRO Member or any former Full Member who is a member of the PFA Executive under ~~Rules 10.4(b) and 10.5~~;
  - (c) becomes ineligible or ceases to hold office pursuant to these Rules or the Act;
  - (d) is removed from office under Rule ~~10.14, 10.15 and 10.16~~;
  - (e) in the case of the FIFPRO Member or any former Full Member who is a member of the PFA Executive under ~~Rules 10.4(b) and 10.5~~, is removed from office by ordinary resolution of the PFA Executive;
  - (f) in the case of an ordinary member of the PFA Executive, is appointed to fill a casual vacancy pursuant to Rule ~~10.8~~ and that appointment is not ratified by the Congress at the next Annual General Meeting;
  - (g) resigns their office by notice to the Chair, President, Chief Executive or PFA Executive; or
  - (h) in the case of the Secretary, ceases to reside in Australia.
- 10.12 If the President and all ordinary members of the PFA Executive resign, the Chair or the Chief Executive must, with as little delay as possible, convene a General Meeting to elect ~~new ordinary~~ members of the PFA Executive in accordance with these Rules.
- 10.13 Any person elected under Rule ~~10.12~~ will hold office:
- (a) from the date upon which the results of the election are declared; and
  - (b) for the balance of the terms of the offices that had become vacant.
- 10.14 A member of the PFA Executive may be removed from office in accordance with Rule 10.11, or by a special resolution of the Congress made in accordance with these Rules at a General Meeting only if that member has been found

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guilty of misappropriation of any funds of the PFA, a substantial breach of these Rules, gross misbehaviour or gross neglect of duty, or has ceased to be eligible to hold the office.

10.15 The Chief Executive must ensure that any member of the PFA Executive who is the subject of the exercise by the Members of any power under Rule 10.14:

- (a) is given notice of any charge or allegation including the particulars of the alleged facts on which the charge or allegation is based;
- (b) is given the opportunity to be heard by the Congress; and
- (c) is afforded natural justice by the Congress.

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10.16 Any decision of the Congress under Rules 10.14 and 10.15 is final and binding.

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#### 10A. TRUSTEES

10A.1 The governance of the PFA will be supervised by the Trustees.

10A.2 The Trustees must consist of:

- (a) between 3 and 5 persons who are eligible to serve as Trustees under Rule 10A.3; and
- (b) a chair, who must be elected from within and by the Trustees under Rule (a).

10A.3 A person is eligible to serve as a Trustee if the person:

- (a) is:
  - (i) a Champion; or
  - (ii) a former Full Member or former Officer who rendered outstanding service to the PFA in their capacity as a Full Member or Officer, including as a Delegate;
- (b) is not an Officer, employee or independent contractor of the PFA; and
- (c) does not hold any office, position of employment or possess any interest including within the governance and management of Football which conflicts with the person carrying out their duties as a Trustee in accordance with these Rules.

10A.4 The PFA Executive must:

- (a) appoint as a Trustee any Champion who is ready, willing and able to

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act as a Trustee in accordance with these Rules;

- (b) if there is any vacancy in the Trustees after the appointments made under Rule (a), appoint such number of former Full Members or former Officers eligible to hold office under Rule 10A.3(a)(ii); and
- (c) at all times ensure that the Trustees are constituted in accordance with these Rules.

10A.5 Any person appointed as a Trustee will hold office, subject to these Rules, for a term of 4 years provided that, in the case of a person who is eligible to hold office under Rule 10A.3(a)(ii), that person's appointment as a Trustee is ratified by the Congress at the next Annual General Meeting.

10A.6 The procedure for meetings of the Trustees will be the same as that for meetings of the PFA Executive under Rule 12, provided that:

- (a) the quorum for meetings of the Trustees will be:
  - (i) 2 where there are 3 Trustees; and
  - (ii) 3 where there are 4 or 5 Trustees; and

(b) the Trustees will meet at least twice in each Financial Year.

10A.7 If a casual vacancy occurs in the office of a Trustee, the PFA Executive may appoint an eligible person to fill the vacancy and the eligible person so appointed will hold office, subject to these Rules, until the expiry of the term of office of the outgoing Trustee, provided that, in the case of a person who is eligible to hold office under Rule 10A.3(a)(ii), that person's appointment as a Trustee is ratified by the Congress at the next Annual General Meeting.

10A.8 For the purpose of these Rules, the office of a Trustee becomes vacant if the holder of the office:

- (a) dies;
- (b) becomes ineligible or ceases to hold office pursuant to these Rules or the Act;
- (c) is removed from office by Special Resolution of the Congress; or
- (d) resigns their office by notice to the Chair, President, Chief Executive or PFA Executive.

10A.9 A Trustee may be removed from office in accordance with Rule 10A.8(c) only if that Trustee has been found guilty of misappropriation of any funds of the PFA, a substantial breach of these Rules, gross misbehaviour or gross neglect of duty, or has ceased to be eligible to hold office.

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- 10A.10 The Chief Executive must ensure that any Trustee who is the subject of the exercise by the Members of any power under Rule 10A.9:
- (a) is given notice of any charge or allegation including the particulars of the alleged facts on which the charge or allegation is based;
  - (b) is given the opportunity to be heard by the Congress; and
  - (c) is afforded natural justice by the Congress.
- 10A.11 Any decision of the Congress under Rules 10A.9 and 10A.10 is final and binding.
- 10A.12 For the avoidance of doubt, Part IV of these Rules (Elections) does not apply to the election and composition of the Trustees.

**10B. FINANCE, RISK AND AUDIT COMMITTEE**

10B.1 The financial management and risk management of the PFA will be supervised by the Finance, Risk and Audit Committee.

10B.2 The Finance, Risk and Audit Committee must consist of:

- (a) a chair appointed by the PFA Executive, who is eligible to serve as chair under Rule 10B.4;
- (b) the Chair or Deputy Chair, where the Chair or Deputy Chair is not the Chief Executive;
- (c) the President or Vice President;
- (d) between 1 and 3 ordinary members of the PFA Executive; and
- (e) the Chief Executive.

10B.3 In addition to Rule 10B.2, the PFA Executive may appoint an alternate chair, who is eligible to serve as chair under Rule 10B.4;

10B.4 A person is eligible to serve as the chair of the Finance, Risk and Audit Committee if that person:

- (a) possesses professional accountancy qualifications;
- (b) is not an Officer, employee or independent contractor of the PFA; and
- (c) does not hold any office, position of employment or possess any interest including within the governance and management of Football which conflicts with the person carrying out their duties as chair in accordance with these Rules.

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10B.5 The PFA Executive must at all times ensure that the Finance, Risk and Audit Committee is constituted in accordance with these Rules.

10B.6 The procedure for meetings of the Finance, Risk and Audit Committee will be the same as that for meetings of the PFA Executive under Rule 12, provided that:

(a) the quorum for meetings of the Finance, Risk and Audit Committee will be:

(i) the chair and 2 members of the Finance, Risk and Audit Committee who are members of the PFA Executive; or

(ii) 3 members of the Finance, Risk and Audit Committee who are members of the PFA Executive; and

(b) the Finance, Risk and Audit Committee will meet at least twice in each Financial Year.

10B.7 If a casual vacancy occurs in the Finance, Risk and Audit Committee, the PFA Executive must, with as little delay as possible, appoint an eligible person to fill the vacancy.

## 11. DUTIES AND POWERS OF THE PFA EXECUTIVE

11.1 In addition to the duties and powers specified elsewhere in these Rules, the duties and powers of the PFA Executive are:

(a) to conduct the affairs of the PFA in furtherance of the Statement of Purposes;

(b) to seek the advice and guidance of the Trustees before appointing any person to the office of Chair, Deputy Chair, Chief Executive or FIFPRO Member or appointing any former Full Member as a member of the PFA Executive under Rules 10.4(b) and 10.5;

(c) subject to Rule (b), to appoint:

(i) the Chair and, subject to these Rules, to determine the term, remuneration, conditions, duties and functions of the Chair;

(ii) any Deputy Chair and, subject to these Rules, to determine the term, remuneration, conditions, duties and functions of the Deputy Chair;

(iii) the Chief Executive and, subject to these Rules, to determine the term, remuneration, conditions, duties and functions of the Chief Executive;

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~~(iv) the FIFPRO Member in accordance with the statutes of FIFPRO and the rules of FIFPRO Asia and to determine the term, remuneration, conditions, duties and functions of the FIFPRO Member; and~~

~~(v) any former Full Member as a member of the PFA Executive under Rules 10.4(b) and 10.5 and, subject to these Rules, to determine the term, remuneration, conditions, duties and functions of the former Full Member;~~

- (d) to appoint any Delegates' Committee, committee or sub-committee as the PFA Executive in its absolute discretion determines necessary;
- (e) to interpret these Rules;
- (f) to resolve and settle any dispute referred to the PFA Executive under these Rules between the PFA and a Member or between a Member and any other Member and, where necessary, by reference to and in accordance with the Grievance Procedure;
- (g) to control and manage the business and affairs of the PFA in relation to:
  - (i) the negotiation, making, approval, lodging, operation, extension, variation, termination, conclusion or other dealing with any Collective Agreement, Industrial Instrument, contract, arrangement or understanding on behalf of or in respect to the PFA, any Member or Footballer, including in relation to any National Team, League, Club, Academy or All Abilities National Team;
  - (ii) any industrial dispute or industrial situation that may involve the PFA, any Member, Footballer, employer or person in, or in connection with, their employment, registration or engagement as a Footballer, including a demarcation dispute; and
  - (iii) any matter pertaining to the relationship between any Member, Footballer, employer or person responsible for or any way connected with the administration of Football, including FIFA, FIFPRO, the AFC, FIFPRO Asia, FA, APL or any National Team, League, Club, Academy or All Abilities National Team;
- (h) to determine the policy of the PFA in relation to the industrial, employment, professional, educational, welfare, retirement and other interests of Members or any other matter of concern to the PFA;

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(i) to make or cause to have made awards recognising outstanding achievements and contributions of Members as Footballers and in other capacities including in education, business, the community and through charitable initiatives and activities;

~~(j)~~ subject to Rule (m);

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(i) to employ and engage persons to assist in carrying on the work of the PFA;

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(ii) to determine the remuneration and other entitlements (if any) of Officers, employees and contractors employed or engaged by the PFA;

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(iii) to raise and expend funds in connection with the business of the PFA;

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(k) to determine the amount of Contributions payable by Members and the terms upon and the manner in which Contributions are to be paid;

(l) to cancel the whole or any part of a Member's Contributions otherwise outstanding to the PFA for any reason that the PFA Executive may determine, including by a reason of a Member's financial incapacity or hardship, or the Member's contribution to the activities of the PFA as a Delegate or in any other capacity determined by the PFA Executive;

(m) to obtain the approval of the Trustees:

(i) that the budget of the PFA for each Financial Year accords with the Statement of Purposes, is consistent with the PFA continuing as a going concern, has been approved by the PFA Executive in accordance with these Rules and is not in breach of any provision of these Rules;

(ii) for any proposed expenditure in an amount equal to or greater than 5% of the annual revenue of the PFA budgeted in accordance with Rule (i);

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(iii) subject to Rule (iv), prior to entering into any contract, arrangement or understanding with a third party that involves annual expenditure in an amount equal to or greater than 5% of the annual revenue of the PFA budgeted in accordance with Rule (i);

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(iv) prior to entering into any contract of employment that involves annual expenditure in an amount equal to or greater than 5% of the annual revenue of the PFA budgeted in accordance with

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Rule (i) if the proposed expenditure is not within that budget;

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(v) that the books and accounts of the PFA for each Financial Year accord with the Statement of Purposes, are consistent with the PFA continuing as a going concern, have been audited in accordance with Rule 41 and are not in breach of any provision of these Rules; and

(vi) for any proposed amendment to the PFA Rules which relates to the Trustees or the governance of the PFA;

(n) to appoint an auditor pursuant to Rule 41.1;

(o) to make, adopt and vary regulations and conditions that are not inconsistent with these Rules in relation to the activities of the PFA and the performance of any of these duties and powers;

(p) to appoint the Secretary where the Chief Executive is unable to hold office as Secretary under the Act and ensure, where the office of Secretary is vacant, it is filled within 14 days in accordance with the Act;

(q) to do all other things as are incidental or conducive to the performance of any of these duties and powers.

Moved up [3]: <#>subject to Rule 11.1(b), to appoint any person including an Officer as the FIFPRO Member in accordance with the statutes of FIFPRO and the rules of FIFPRO Asia and to determine the term, remuneration, conditions, duties and functions of the FIFPRO Member; and

11.2 Without in any way limiting the PFA Executive's power and discretion under Rule 11.1(k), the PFA Executive may determine:

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(a) whether Contributions are payable in arrears or in advance by Members;

(b) whether Contributions are payable yearly, half yearly, quarterly, weekly or within any other period;

(c) the means by which payment of Contributions by Members can be made, including by periodic direct from any account or by any other method; and

(d) with the authority of a Member, to make arrangements with any employer or person responsible for or any way connected with the administration of Football, including FA, APL, any National Team, League or Club, for deducting amounts payable to the PFA by way of Contributions.

11.3 The Chief Executive will maintain records of the amounts of Contributions paid and payable by Members.

11.4 The duties and powers of the PFA Executive do not include overturning or

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altering any decision of the Congress, or otherwise acting contrary to the intention of the Congress, as expressed by resolutions passed by it in accordance with these Rules.

## 12. PROCEDURE OF THE PFA EXECUTIVE

- 12.1 The PFA Executive must meet at least 4 times in each Financial Year at the place and time as the PFA Executive determines. Meetings of the PFA Executive may be held by telephone, videoconference or other telecommunications technology facility that allows members of the PFA Executive to communicate clearly and simultaneously with each other participating member.
- 12.2 Special meetings of the PFA Executive may be convened by the Chair, [the Deputy Chair](#), the President, the Chief Executive or by any 2 members of the PFA Executive.
- 12.3 Notice must be given to members of the PFA Executive of any special meeting of the PFA Executive under Rule 12.2 specifying the general nature of the business to be transacted.
- 12.4 The quorum for the transaction of a meeting of the PFA Executive is:
- (a) [8 if the PFA Executive consists of 14 persons;](#)
  - (b) 7 if the PFA Executive consists of 12 or 13 persons;
  - (c) 6 if the PFA Executive consists of 10 or 11 persons;
  - (d) 5 if the PFA Executive consists of 8 or 9 persons; and
  - (e) 4 if the PFA Executive consists of 7 or fewer persons.
- 12.5 No business may be transacted unless a quorum is present and, if within 30 minutes of the time appointed for the meeting, a quorum is not present the meeting will stand adjourned to a time and date determined by the Chief Executive within the following 14 days unless the meeting was a special meeting in which case it will lapse.
- 12.6 At meetings of the PFA Executive, the Chair [or Deputy Chair](#) or, in their absence, the President or any one of the remaining members of the PFA Executive as may be chosen by the members present, will preside.
- 12.7 Questions arising at a meeting of the PFA Executive or any committee or sub-committee appointed by the PFA Executive will be determined by consensus or, if consensus cannot be achieved, on a show of hands or if demanded by a member by a poll taken in the manner as the person presiding at the meeting determines.

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- 12.8 Each member present at a meeting of the PFA Executive or of any committee or sub-committee appointed by the PFA Executive (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.
- 12.9 Notice of each meeting of the PFA Executive must be served on each member of the PFA Executive by delivering it to them a reasonable time before the meeting.
- 12.10 Subject to Rule 12.4 (quorum), the PFA Executive may act notwithstanding any vacancy on the PFA Executive. If the PFA Executive consists of less than 4 persons, the PFA Executive may act for the sole purpose of filling any casual vacancy to achieve a quorum in accordance with Rule 12.4.
- 12.11 A member of the PFA Executive must disclose to the PFA Executive, and must not vote on or participate in, any proceedings at any meeting of the PFA Executive on any question that relates to:
- (a) any interest which that member of the PFA Executive may have in any current or proposed contract, arrangement or understanding to which the PFA is or may become a party; and
  - (b) any matter relating to the affairs of the PFA in which that member of the PFA Executive may have a direct or indirect pecuniary interest or any other material personal interest.
- 12.12 Without limiting any obligation of a member of the PFA Executive under Rule 12.11, a member of the PFA Executive must disclose the nature and extent of their interest in any contract, arrangement or understanding to which the PFA is a party by way of a statement which must be submitted to the next Annual General Meeting.
- 12.13 A disclosure of an interest required by Rules 12.11 and 12.12 must give details of:
- (a) the nature and extent of the interest; and
  - (b) the relation of the interest to the activities of the PFA.
- 12.14 The details referred to in Rule 12.13 must be recorded in the minutes of the PFA Executive and the Annual General Meeting.
- 12.15 Rules 12.11, 12.12, 12.3 and 12.14 do not apply in respect to an interest:
- (a) that exists only because the member of the PFA Executive is an employee of the PFA or a Member; or

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- (b) that the member of the PFA Executive has in common with all, or a substantial proportion of, Members.

**13. DUTIES AND POWERS OF THE CHAIR**

The duties and powers of the Chair are:

- (a) to perform all such duties of the Chair set out in these Rules;
- (b) to perform all duties as will be required by them by the PFA Executive under these Rules; and
- (c) to act as chair of meetings of the PFA Executive and the Congress.

**13A. DUTIES AND POWERS OF THE DEPUTY CHAIR**

The duties and powers of the Deputy Chair are:

- (a) to perform all such duties of the Deputy Chair set out in these Rules;
- (b) to perform all duties as will be required by them by the PFA Executive under these Rules; and
- (c) to act as chair of meetings of the PFA Executive and the Congress in the absence of the Chair.

**14. DUTIES AND POWERS OF THE PRESIDENT**

The duties and powers of the President are:

- (a) to perform all duties of the President set out in these Rules; and
- (b) where no person holds office as Chair, to perform and undertake the powers and duties of the Chair.

**14A. DUTIES AND POWERS OF THE VICE PRESIDENT**

The duties and powers of the Vice President are:

- (c) to perform all duties of the Vice President set out in these Rules; and
- (d) where no person holds office as President, to perform and undertake the powers and duties of the President.

**15. DUTIES AND POWERS OF THE CHIEF EXECUTIVE**

- 15.1 The Chief Executive will perform all such duties as will be required of them by the PFA Executive or under these Rules, including:

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- (a) keeping minutes and recording decisions and resolutions of meetings of the PFA Executive and the Congress;
- (b) collecting and receiving all money due to the PFA and making all payments in the manner prescribed by these Rules;
- (c) keeping correct accounts and books showing the financial affairs of the PFA with full details of all receipts and expenditures connected with the activities of the PFA;
- (d) maintaining all records, accounts, books or reports required and in the manner provided by the Act; and
- (e) preparing an annual report of the business of the PFA to be presented at the Annual General Meeting.

15.2 The Chief Executive may delegate to any person any of their duties and powers under these Rules (except this power of delegation) on the following terms:

- (a) the delegated duties and powers may be exercised by the delegate in the same manner as if exercised personally by the Chief Executive;
- (b) every delegation under this Rule 15.2 will be revocable at will and no delegation will prevent the exercise of any duty or power by the Chief Executive; and
- (c) any reference to the Chief Executive in these Rules must be construed as a reference to any person duly appointed by the Chief Executive to act on their behalf in accordance with these Rules.

15.3 The Chief Executive agrees, on commencing to hold the position of Chief Executive, to accept appointment as the Bargaining Agent of Members on and subject to these Rules.

15.4 For the purposes of the Act, the Chief Executive is the Secretary of the PFA unless the Chief Executive does not reside in Australia, in which case the PFA Executive will appoint an ordinary member of the PFA Executive who resides in Australia as Secretary.

15.5 Except as otherwise specifically provided by these Rules and subject to any resolution of the PFA Executive or the Congress, the Chief Executive has power to execute all documents by or on behalf of the PFA.

#### **15A. DUTIES AND POWERS OF THE FIFPRO MEMBER**

15A.1 The duties and powers of the FIFPRO Member are to:

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- (b) represent the PFA at FIFPRO and FIFPRO Asia including at meetings of the general assembly of FIFPRO and general meetings of FIFPRO Asia;
- (c) seek election to and hold office as a member of the board of FIFPRO Asia;
- (d) seek election to and hold office as a representative of FIFPRO Asia within or on behalf of FIFPRO including as a member of the board of FIFPRO; and
- (e) perform such other duties as the PFA Executive may determine to assist in carrying on the work of the PFA.

**15B. DUTIES AND POWERS OF THE TRUSTEES**

15B.1 The duties and powers of the Trustees are:

- (a) to supervise the governance of the PFA to ensure that the PFA is at all times:
  - (i) acting in furtherance of the Statement of Purposes; and
  - (ii) conducting its affairs and activities in a manner that ensures the long term financial viability and independence of the PFA as the collective representative body of past, present and future Members and Footballers; and
- (b) to supervise and oversee the PFA Executive on behalf of the Congress in relation to the matters set out in Rules 11.1(b) and 11.1(m).

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15B.2 In addition to the duties and powers of the Trustees under these Rules, the Trustees have such powers as are necessary for the Trustees to effectively carry out its duties under these Rules, including the power to:

- (a) attend the premises of the PFA to access or obtain a copy of any book, record, document or security of the PFA; and
- (b) to call on the funds of the PFA to retain independent professional legal, financial and human resources advice.

15B.3 The Trustees must prepare a report on the activities of the Trustees to the Annual General Meeting or on request of the PFA Executive or the Congress, which report must set out:

- (a) the opinion of the Trustees in relation to the observance of these Rules by the PFA Executive and the Congress;
- (b) an itemised statement of all costs incurred by the Trustees in the

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- relevant Financial Year or the period the subject of the report;
- (c) verification that any costs so incurred were for the sole purpose of performing and carrying out the duties and powers of the Trustees under these Rules; and
  - (d) any other matter requested by the PFA Executive or the Congress that falls within the duties and powers of the Trustees under these Rules.

**15C. DUTIES AND POWERS OF THE FINANCE, RISK AND AUDIT COMMITTEE**

15C.1 The duties and powers of the Finance, Risk and Audit Committee are:

- (a) to assist the Chief Executive in the development of policies, budgets and reporting accountabilities in relation to matters of governance, finance, risk and compliance for the approval of the PFA Executive; and
- (b) to monitor information provided to the PFA Executive by the Chief Executive to ensure that governance, finance, risk and compliance processes and procedures employed by the PFA are appropriate and effective.

15C.2 In addition to the duties and powers of the Finance, Risk and Audit Committee under these Rules, the Finance, Risk and Audit Committee has such powers as are necessary for it to effectively carry out its duties under these Rules, including the power to:

- (a) attend the premises of the PFA to access or obtain a copy of any book, record, document or security of the PFA; and
- (b) call on the funds of the PFA to retain independent professional legal, financial and human resources advice.

15C.3 The Finance, Risk and Audit Committee must prepare a report on its activities on request of the PFA Executive or the Congress, which report must set out:

- (a) the opinion of the Finance, Risk and Audit Committee in relation to the observance of these Rules by the PFA Executive and the Congress;
- (b) an itemised statement of all costs incurred by the Finance, Risk and Audit Committee in the relevant Financial Year or the period the subject of the report;
- (c) verification that any costs so incurred were for the sole purpose of performing and carrying out the duties and powers of the Finance, Risk and Audit Committee under these Rules; and

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- (d) any other matter requested by the PFA Executive or the Congress that falls within the duties and powers of the Finance, Risk and Audit Committee under these Rules.

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#### **PART IV – WORKPLACE REPRESENTATION AND DELEGATES**

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##### **16. DELEGATES**

- 16.1 A Delegate may, with the approval of the PFA Executive, be elected for a term of 1 Financial Year by all Members of a National Team, League or Club from amongst those Members.
- 16.2 Each Delegate must perform all duties as will be required of them by the PFA Executive and will, in liaison with the Chief Executive, act as the workplace representative of the Members at the Delegate's National Team, League or Club.
- 16.3 Without limiting the generality of Rule 16.2, the duties of each Delegate will be to:
- (a) disseminate information from the PFA Executive or the Chief Executive to the Members at the Delegate's National Team, League or Club and vice versa;
  - (b) report or cause to be reported any problem of any Member in that National Team, League or Club to the PFA Executive or the Chief Executive; and
  - (c) attend all meetings of the PFA not including meetings of the PFA Executive.
- 16.4 If a casual vacancy occurs in any position of Delegate, the Members in that National Team, League or Club in which the vacancy arises may, with the approval of the PFA Executive, elect a further Delegate who will act in that capacity for the remainder of the Financial Year in which they are so elected.
- 16.5 No Member may be elected or appointed to the position of Delegate if that Member holds within a National Team, League or Club (as the case may be) the position of:
- (a) player/manager;
  - (b) player/assistant manager;
  - (c) player/coach; or
  - (d) any other position that in the absolute discretion of the PFA Executive conflicts with the proper performance of their duties as a Delegate.

##### **17. LEAGUE AND NATIONAL TEAM COMMITTEES**

- 17.1 The PFA Executive may establish a committee of Delegates (*Delegates'*

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**Committee**) that consists of:

- (a) in the case of a League, the Chief Executive and one Delegate at each Club that fields a team in the League (**League Committee**); and
  - (b) in the case of a National Team, the Chief Executive and between 3 and 7 Delegates (**National Team Committee**).
- 17.2 Each League Committee and National Team Committee must perform all duties as will be required by the PFA Executive including facilitating each Delegate in carrying out their duties under Rule 16.
- 17.3 Without limiting the generality of Rule 17.2, the duties of each League Committee and National Team Committee will be to obtain and communicate the views of the Members at the Delegate's National Team, League or Club to the Chief Executive in relation to the terms and conditions of employment and workplace conditions including in relation to the negotiation and content of any Collective Agreement or Industrial Instrument which the PFA may enter into or cause to have made in respect of the Footballers employed in the relevant League or National Team.
- 17.4 Without limiting the duties and powers of the PFA Executive under these Rules including under Rule 11.1(g), the PFA Executive must:
- (a) establish, maintain and obtain the approval of the National Team Committee for the Socceroos before entering into or varying a material term of a Collective Agreement or causing to have made or varied in a material respect an Industrial Instrument binding on Footballers employed to play for the Socceroos;
  - (b) establish, maintain and obtain the approval of the National Team Committee for the Matildas before entering into or varying a material term of a Collective Agreement or causing to have made or varied in a material respect an Industrial Instrument binding on Footballers employed to play for the Matildas;
  - (c) establish, maintain and obtain the approval of the League Committee for the A-League Men before entering into or varying a material term of a Collective Agreement or causing to have made or varied in a material respect an Industrial Instrument binding on Footballers employed to play in the A-League Men; and
  - (d) establish, maintain and obtain the approval of the League Committee for the A-League Women before entering into or varying a material term of a Collective Agreement or causing to have made or varied in a material respect an Industrial Instrument binding on Footballers employed to play in the A-League Women.

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- 17.5 The National Team Committees for the Socceroos and the Matildas and the League Committees for the A-League Men and the A-League Women must meet at least once in each Financial Year at the place and time as the Chief Executive determines. Any other Delegates' Committee will operate as an ad hoc sub-committee of the PFA Executive. Meetings of a Delegates' Committee may be held by telephone, videoconference or other telecommunications technology facility that allows members of the Delegates' Committee to communicate clearly and simultaneously with each other participating member.
- 17.6 Special meetings of a Delegates' Committee may be convened by the Chief Executive or, in the case of the National Team Committee for the Socceroos, the National Team Committee for the Matildas, the League Committee for the A-League Men, or the League Committee for the A-League Women, by any 2 members of that Delegates' Committee.
- 17.7 Notice must be given to members of a Delegates' Committee of any meeting of that Delegates' Committee under Rule 17.5 or 17.6 specifying the nature of the business to be transacted.
- 17.8 The quorum for the transaction of a meeting of a Delegates' Committee is:
- (a) the Chief Executive; and
  - (b) a majority of Delegates who are members of the Delegates' Committee.
- 17.9 No business may be transacted unless a quorum is present and, if within 30 minutes of the time appointed for the meeting, a quorum is not present, the meeting will stand adjourned to a time and date determined by the Chief Executive within the following 14 days unless the meeting was a special meeting in which case it will lapse.
- 17.10 The Chief Executive will preside at meetings of a Delegates' Committee.
- 17.11 Questions arising at a meeting of the Delegates' Committee will be determined by consensus or, if consensus cannot be achieved, on a show of hands or if demanded by a member by a poll taken in the manner as the person presiding at the meeting determines.
- 17.12 Each member present at a meeting of a Delegates' 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. All votes must be given personally or by proxy given to a Member of the Delegate's Club or National Team approved by the Chief Executive.

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- 17.13 Notice of each meeting of a Delegates' Committee must be served on each member of the Delegates' Committee by delivering it to them a reasonable time before the meeting.
- 17.14 Subject to Rule 17.8 (quorum), the Delegates' Committee may act notwithstanding any vacancy on the Delegates' Committee.

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**PART V – CONGRESS**

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**18. CONGRESS**

18.1 The Congress consists of:

- (a) all Full Members;
- (b) the Chief Executive;
- (c) the Chair;
- (d) the Deputy Chair; and
- (e) the FIFPRO Member or any former Full Member who is a member of the PFA Executive under Rules 10.4(b) and 10.5.

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18.2 The Congress may be convened in a manner provided by these Rules, either by way of the Annual General Meeting or by way of a General Meeting.

18.3 In addition to the powers and duties specified elsewhere in these Rules, the powers and duties of the Congress are:

- (a) to transact the business and otherwise perform the functions of the Annual General Meeting and any General Meeting provided for and convened under these Rules; and
- (b) to review by Special Resolution any decision, resolution, act or omission of the PFA Executive made or performed in accordance with these Rules.

18.4 The supreme control of the PFA is vested in the Congress.

**19. ANNUAL GENERAL MEETING**

19.1 The PFA Executive must in each Year convene an Annual General Meeting to be held no later than 30 November after the end of the Financial Year to which the Annual General Meeting relates or such later date in accordance with the Act.

19.2 The Annual General Meeting:

- (a) may be held by telephone, video conference or other telecommunications technology facility that allows members of the Congress to communicate clearly and simultaneously with each other participating member;
- (b) will be held on the day the PFA Executive determines;

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- (c) must be specified as such in the notice convening it;
- (d) may transact special business of which notice is given in accordance with these Rules; and
- (e) will be in addition to any other General Meeting that may be held in the same Year.

19.3 The ordinary business of the Annual General Meeting will be to:

- (a) confirm the minutes of the preceding Annual General Meeting;
- (b) receive from the PFA Executive reports on the transactions of the PFA in the preceding Financial Year;
- (c) receive from the Chief Executive their report under Rule 15.1(e);
- (d) receive the auditor's report and accounts and financial statements prepared to meet the requirements of the Act;
- (e) receive from the Trustees its report under Rule 15B.3;
- (f) consider for ratification any appointment made by the PFA Executive since the previous Annual General Meeting to fill a vacancy in the office of an ordinary member of the PFA Executive under Rule 10.8 or Trustee under Rule 10A.7; and
- (g) conduct an election for the ordinary members of the PFA Executive where an election is due under Rule 24.

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## 20. GENERAL MEETINGS

- 20.1 The PFA Executive may whenever it thinks fit convene a General Meeting at the time and place as the PFA Executive determines. A General Meeting may be held by telephone, videoconference or other telecommunications technology facility that allows members of the Congress to communicate clearly and simultaneously with each other participating member.
- 20.2 The PFA Executive must, on the requisition in writing of Full Members representing at least 5% of the Full Members, convene a General Meeting.
- 20.3 The requisition for a General Meeting must state the objects of the meeting and be signed by each Full Member making the requisition and lodged with the Chief Executive.
- 20.4 If the PFA Executive does not cause a General Meeting to be held within 28 days after the date on which the requisition is lodged with the Chief Executive, any Full Member making the requisition may convene a General

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Meeting to be held not later than 28 days after that date.

- 20.5 A General Meeting convened by Full Members under these Rules will be convened in the same manner as nearly as possible as that in which a General Meeting is convened by the PFA Executive.

## **21. CONVENING OF GENERAL MEETINGS**

- 21.1 Subject to these Rules, where a date has been fixed for the holding of a General Meeting, the Chief Executive must give each Full Member notice stating the place, date and time of the General Meeting and the nature of the business to be transacted at the General Meeting:

- (a) in case of a General Meeting where a Special Resolution has been proposed, at least 21 days before the date fixed for the holding of the General Meeting; or
- (b) in any other case, at least 14 days before the date fixed for the holding of the General Meeting.

- 21.2 A notice given in accordance with Rule 21.1 must also be given to each Life Member if at the General Meeting there is a vote on a question as to whether a person is to be admitted as a Life Member or elected as a Champion.

- 21.3 No business other than that set out in the notice convening the General Meeting may be transacted at the General Meeting.

- 21.4 A Full Member desiring to bring any business before a General Meeting may lodge with the Chief Executive notice of that business, on receipt of which the Chief Executive must include that business in the notice convening the next General Meeting.

## **22. PROCEEDINGS AT GENERAL MEETINGS**

- 22.1 All business that is transacted at a General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specifically referred to in these Rules as being the ordinary business of the Annual General Meeting will be deemed to be special business.

- 22.2 No item of business may be transacted at a General Meeting unless a quorum of Full Members is present during the time when the General Meeting is considering that item.

- 22.3 10% of Full Members personally in attendance or entitled to vote by proxy pursuant to these Rules constitutes a quorum for the transaction of the business of a General Meeting provided that not less than 10 Full Members must be personally in attendance.

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- 22.4 If within 30 minutes after the appointed time for the commencement of a General Meeting a quorum is not present, the General Meeting if convened on the requisition of Full Members will be dissolved and in any other case will stand adjourned to a date and time determined by the chair, within 28 days after the adjournment.
- 22.5 The Chair or Deputy Chair or, in their absence, the President or Vice President, or any one of the remaining members of the PFA Executive as may be chosen by the Full Members present, will preside as chair of the General Meeting.
- 22.6 The chair of a General Meeting at which a quorum is present may, by ordinary resolution, adjourn the General Meeting from time to time and place to place. It will not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
- 22.7 A question arising at a General Meeting will be determined by consensus or, if consensus cannot be achieved, by a show of hands unless before or on the declaration of the show of hands a poll is demanded under Rule 22.12 or 22.13.
- 22.8 A declaration by the chairperson that a resolution has been carried or lost will be evidence of the fact provided an entry to that effect is made in the Minute Book.
- 22.9 On any question arising at a General Meeting:
- (a) a Full Member has one vote only;
  - (b) if the Chair is not a Full Member, the Chair does not have the right to vote;
  - ~~(c) if the Deputy Chair is not a Full Member, the Deputy Chair does not have the right to vote;~~
  - (d) if the Chief Executive is not a Full Member, the Chief Executive does not have the right to vote; and
  - (e) if the FIFPRO Member is not a Full Member, the FIFPRO Member does not have the right to vote.
- 22.10 All votes must be given personally or by proxy given in accordance with Rule 22.15.
- 22.11 In the case of an equality of voting on any question at a General Meeting, if the President is the chair, the President may exercise a second or casting vote.

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- 22.12 If at a General Meeting a poll on any question is demanded by not less than 3 Full Members, it must be taken at the General Meeting in the manner as the chair directs and the resolution of the poll will be deemed to be a resolution of the General Meeting on that question.
- 22.13 A poll that is demanded on the election of a chair or on a question of any adjournment must be taken immediately and a poll that is demanded on any other question will be taken at such time before the close of the General Meeting as the chair may direct.
- 22.14 A Full Member is not entitled to vote at any General Meeting unless that Full Member has paid all Contributions payable by them under these Rules.
- 22.15 A Full Member will be entitled to appoint another Full Member as their proxy by notice given to the Chief Executive before the scheduled commencement time of the General Meeting in respect of which the proxy is appointed provided that the notice appointing the proxy must be in the form set out in Appendix 3.
- 22.16 If at the Annual General Meeting a question on a matter arises in respect of which a Life Member has the right to vote pursuant to Rule 5.6 (the admission of a Life Member or the election of a Champion), that question must be determined or any necessary poll conducted in accordance with this Rule 22 and, for that purpose only, any reference in Rules 22.9, 22.12 and 22.15 to a Full Member must be deemed to include a reference to a Life Member.

### **23. APPEALS TO CONGRESS**

- 23.1 Any Officer, Member or person may appeal to the Congress in respect of any decision or resolution affecting that Officer, Member or person (as the case may be) made by:
- (a) the PFA Executive or the Chief Executive under Rule 4.9 (rejection of Membership application); or
  - (b) the PFA Executive under Rule 8.4 (cancellation of Membership), 9 (discipline of Members) or 11.1(e) (interpretation of these Rules).
- 23.2 An appeal may be brought by an Officer, Member or person under Rule 23.1 only if that Officer, Member or person (as the case may be) lodges with the Chief Executive a notice signed by that Officer, Member or person setting out the full particulars of the appeal. The Chief Executive must promptly fix the date, time and place for the hearing of the Congress after lodgement of the notice and must advise all parties entitled to be heard by the Congress of the same.
- 23.3 In hearing any appeal brought by an Officer, Member or person under Rule

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- 23.1:
- (a) natural justice applies; and
  - (b) the decision of the Congress is final and binding.
- 23.4 No appeal may be brought in relation to any decision of the Chief Executive or the PFA Executive that was made more than 60 days before the date of lodgement of the notice of appeal.
- 23.5 The Congress may regulate any appeal brought before it in such manner as it thinks fit provided that the Congress must give all persons entitled to be heard by it the opportunity to be heard and to make any submissions, including in respect of the issues of merit and penalty, which the Congress must take into account in determining the appeal.
- 23.6 The Congress may confirm, reverse or modify any decision the subject of any appeal brought before it and make such orders and give such directions as it in its absolute discretion thinks fit.

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**PART VI – ELECTIONS**

**24. ELECTIONS**

24.1 An election of Eligible Voters must be held for 3 of the 9 offices of ordinary member of the PFA Executive every Year. The 3 ordinary members to retire will be those who hold an office for a term that will expire upon the declaration of that Year's election under these Rules.

24.2 The PFA Executive must, by 30 June in each Year:

- (a) confirm that that Year's election shall be conducted at the Annual General Meeting in accordance with Rules 19 to 22; and
- (b) appoint a person to be the Returning Officer.

24.3 The Returning Officer must fix a date and time for the opening and closing of nominations for the elections under this Rule 24, provided that:

- (a) there will be 2 weeks between the date for the opening and for the closing of nominations; and
- (b) the date for the closing of the roll of Eligible Voters will be 7 days before the date for the opening of nominations under Rule (a).

24.4 The Returning Officer must call for nominations for election to the offices of the 3 ordinary members of the PFA Executive due to retire under Rule 24.1, by giving notice to all Full Members, the Chair, the President and the Chief Executive and taking any other steps as are necessary for the calling of nominations of Full Members and other persons entitled to nominate in accordance with these Rules for election as an **ordinary member of the PFA Executive**.

24.5 Every notice or other step issued or taken by the Returning Officer under Rule 24.4, must specify the time and date for the opening and closing of nominations and the name and address of the Returning Officer for the purpose of receiving nominations.

24.6 Every nomination for election to the office specified in Rule 24.4;

- (a) must include the written consent of the person nominated;
- (b) may be accompanied by a statement to a maximum of 150 words; and
- (c) must be in the form set out in Appendix 4 to these Rules.

24.7 The Returning Officer must:

**Moved (insertion) [1]**

**Moved up [2]:** <#>Subject to these Rules, the term of office of each ordinary member of the PFA Executive is 3 Years;¶  
 office of any Chair is any term up to 4 Years as determined by resolution of the PFA Executive carried before the conduct of any election under this Rule 24;¶  
 office of the President is any term between 1 and 3 Years as determined by resolution of the PFA Executive carried before the conduct of any election under this Rule 24;¶  
 office of the Chief Executive is any term up to 4 Years as determined by resolution of the PFA Executive carried before the conduct of any election under this Rule 24; and¶  
 office of a the FIFPRO Member or any former Full Member to be a member of the PFA Executive under Rule 10.4 is any term up to 5 Years as determined by resolution of the PFA Executive carried before the conduct of any election under this Rule 24.¶

**Moved up [1]:** <#>An election of Eligible Voters must be held for 3 of the 9 offices of ordinary member of the PFA Executive every Year. The 3 ordinary members to retire will be those who hold an office for a term that will expire upon the declaration of that Year's election under these Rules.¶

**Deleted:** <#>A person is eligible to vote in an election for an Officer (**Eligible Voter**) if where the election is for the office of an ordinary member of the PFA Executive the person is a Full Member who has paid or agreed to pay all Contributions payable by them in the time, amount and manner required by these Rules; and¶  
 where the election is for the office of Chair, President, Chief Executive, FIFPRO Member or any former Full Member to be a member of the PFA Executive. [2]

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the office of Chair, if that office is due to become vacant;¶  
the office of President, if that office is due to become vacant. [3]
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- (a) close receipt of nominations at the time fixed; and
  - (b) if they find a nomination to be defective, notify the person concerned of the defect and, where practicable, give the person the opportunity of remedying the defect within such period as the Returning Officer prescribes, which must, where practicable, be not less than 7 days after the person is notified.
- 24.8 If the number of nominations received is less than or equal in any case to the number of positions to be filled under Rule 24.4, the nominating persons must be deemed to be elected and the Returning Officer must immediately report the result of the election to the Chair, the President and the Chief Executive.
- 24.9 If the number of nominations received exceeds in any case the number of positions to be filled under Rule 24.4, the Returning Officer must conduct an election at the Annual General Meeting.
- 24.10 The system of voting to apply in any election conducted under this Rule 24 must:
- (a) be under the "first past the post" voting system; and
  - (b) be conducted in accordance with Rule 19.3(e) (election at Annual General Meeting).
- 24.11 In the case of an equality of voting on any of the positions to be filled under Rule 24.4, the Returning Officer must conduct a further election in accordance with this Rule 24.
- 24.12 Any candidate may appoint, in writing, a scrutineer to inspect any aspect of any election conducted by the Returning Officer under this Rule 24 and the Returning Officer must give every opportunity to that scrutineer to examine the count and to attend at every stage of the ballot to represent the interests of the candidate provided that any scrutineer so appointed:
- (a) must not interfere in the conduct of the election;
  - (b) must represent the interests of the candidate making the appointment;
  - (c) is entitled to represent the candidate at all stages of the counting of the ballot;
  - (d) must report to the Returning Officer any irregularity in the conduct of the ballot; and
  - (e) is not allowed to represent 2 or more candidates who are standing for

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in the case of any office of an ordinary member of the PFA Executive,

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Deleted: <#>in the case of the Chair, the President, the Chief Executive or the FIFPRO Member or any former Full Member to be a member of the PFA Executive under Rule 10.4, conduct an election of Eligible Voters if the ordinary members of the PFA Executive have been deemed to be elected under Rule 24.10. ¶

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for an ordinary member of the PFA Executive,

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for the Chair, President, Chief Executive or the FIFPRO Member or any Full Member to be a member of the PFA Executive under Rule 10.4, be conducted at a meeting of Eligible Voters.

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the same election.

24.13 The Returning Officer must report the result of any election conducted by them under this Rule 24 to the Chair, the President and the Chief Executive within 3 days after they have completed counting all votes cast in the election.

24.14 On receipt of the Returning Officer's report under Rule 24.8 or 24.13, the Chair or the President must immediately declare the result of the elections conducted under this Rule 24 by notice to all Full Members and candidates.

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24.15 If there is a vacancy in the office of an ordinary member of the PFA Executive following the conducting of an election under this Rule 24, the PFA Executive must promptly take all steps reasonably necessary to fill that casual vacancy in accordance with these Rules.

**Deleted:** , the Chair, the President, the Chief Executive or the FIFPRO Member or any former Full Member to be a member of the PFA Executive under Rule 10.4

24.16 Any person who is elected or deemed to be elected under this Rule 24 to fill any office under Rule 24.4 will assume the office and carry out the duties of that office from the date of the declaration of the election. Those persons holding any office prior to the commencement of any election under this Rule 24 will continue to hold office until the declaration of the election.

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## 25. ELIGIBILITY TO NOMINATE FOR AND HOLD OFFICE

25.1 A person is not eligible to nominate for, hold or retain the office of President or ordinary member of the PFA Executive unless, at the date of close of nominations for the office, or at all times whilst holding the office, as the case may be, they are an Eligible Voter.

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25.2 For the avoidance of doubt, the requirements of Rule 25.1 do not apply to a person who holds or retains the office of Chair, Deputy Chair, Chief Executive, FIFPRO Member or former Full Member under Rules 10.4(b) and 10.5.

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**PART VII – COLLECTIVE AGREEMENTS AND INDUSTRIAL MATTERS**

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**26. COLLECTIVE AGREEMENTS AND INDUSTRIAL INSTRUMENTS**

Any Collective Agreement, Industrial Instrument or contract, arrangement or understanding in relation to any matter under Rule 11.1(g) that is made, agreed or concluded on behalf of or in respect to the PFA, any Member or Footballer, including in relation to any National Team, League, Club, Academy or All Abilities National Team, must be executed by the Chief Executive in accordance with these Rules.

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**27. AUTHORITY TO ACT**

27.1 Without in any way limiting the legal capacity of the PFA to act on behalf of and represent any Member under these Rules or otherwise, by this Rule 27 each Member appoints the PFA to act on their behalf in relation to:

- (a) any industrial situation or industrial dispute that may involve the PFA, that Member or any person in or in connection with their past, present or future employment, engagement or registration as a Footballer, including a demarcation dispute; and
- (b) any matter pertaining to the relationship between any Member, Footballer, employer or person responsible for or in any way connected with the administration of Football including FIFA, FIFPRO, the AFC, FIFPRO Asia, FA, APL or any National Team, League, Club, Academy or All Abilities National Team.

27.2 Without limiting the generality of Rule 27.1, by this Rule 27 each Member appoints the PFA to act on their behalf and authorises the PFA to take whatever action is reasonably necessary to have any industrial dispute regarding such Member's terms and conditions of employment, engagement or registration as a Footballer determined or resolved by Fair Work Australia, any industrial tribunal or in any Court.

27.3 For the purpose of this Rule 27, the PFA may engage any firm of solicitors, agents or consultants to act on behalf of any Member provided that the PFA will not incur any costs or expenses on behalf of such Member in respect of that engagement without the written consent of the Member.

**28. APPOINTMENT AS BARGAINING AGENT**

28.1 By this Rule 28, each Member appoints the PFA as their exclusive bargaining agent in relation to their employment, engagement or registration as a Footballer provided that if, for any reason whatsoever, the PFA cannot act as bargaining agent for each or any Member, the person holding the position of

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Chief Executive is appointed as the exclusive bargaining agent for those Members (***Bargaining Agent***).

- 28.2 Without limiting the generality of the appointment of the Bargaining Agent under Rule 28.1, each Member authorises:
- (a) the Bargaining Agent to represent the Member, individually or together with other Footballers, in relation to the negotiation, making, approval, lodging, operation, extension, variation, termination, conclusion or other dealing with any Industrial Instrument in connection with the Member's employment, engagement or registration as a Footballer; and
  - (b) the Bargaining Agent to represent the Member, individually or together with other Footballers, in relation to the negotiation, making, approval, lodging, operation, extension, variation, termination, conclusion or other dealing with any Collective Agreement in connection with the Member's employment, engagement or registration as a Footballer.
- 28.3 By this Rule 28, each Member requests the Bargaining Agent to inform any person with who the Member is employed, engaged or registered including any Club which is a member of the League, APL or FA that all dealings regarding the terms and conditions of the Member's employment, engagement or registration as a Footballer and, in particular, regarding any Collective Agreement or Industrial Instrument are to be directed to the Bargaining Agent.
- 28.4 For the purposes of this Rule 28, the Bargaining Agent may engage any firm of solicitors, agents or consultants to act on behalf of the Bargaining Agent or any Member provided that the Bargaining Agent will not incur any costs or expenses on behalf of that Member in respect of that engagement without the written consent of the Member.
- 28.5 A Member must not withdraw, cancel or terminate the appointment of the Bargaining Agent under this Rule 28 without giving the Bargaining Agent at least 6 months' notice in writing.
- 28.6 Nothing in this Rule 28 prevents a Member from appointing an agent to negotiate an individual playing contract provided that such appointment does not derogate from the effectiveness of this Rule 28.

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**PART VIII – IMAGES OF MEMBERS**

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**29. NON-EXCLUSIVE AUTHORITY**

By this Rule 29, each Member authorises the PFA on a non-exclusive basis to use or authorise the use of their name, image, likeness or any other indicia of identity for the purposes of these Rules including the furtherance of the Statement of Purposes.

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**PART IX – ADMINISTRATION AND FINANCE**

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**30. REGISTERED OFFICE**

The registered office of the PFA must be at such place as the PFA Executive may from time to time determine in accordance with the Act.

**31. COMMON SEAL**

31.1 The common seal of the PFA must be kept in the custody of the Chief Executive.

31.2 The common seal must not be affixed to any instrument except by the authority of the PFA Executive and the affixing of the common seal must be attested by signatures of:

- (a) the Chief Executive; and
- (b) the Chair, the Deputy Chair, the President, the Vice President or an ordinary member of the PFA Executive.

**32. CUSTODY AND INSPECTION OF BOOKS AND MINUTES**

32.1 Except as otherwise provided in these Rules, the Chief Executive must keep in their custody or under their control all books, records, documents and securities of the PFA.

32.2 A Full Member may, by giving 5 days' notice to the Chief Executive and free of any charge, access or obtain a copy of any book, record, document or security of the PFA:

- (a) in accordance with the Act;
- (b) with the approval of the PFA Executive; or
- (c) with the approval of the Chief Executive.

32.3 A Full Member, Trustee or member of the Finance, Risk and Audit Committee who accesses or obtains a copy of any book, record, document or security of the PFA must use such access or copy:

- (a) in furtherance of the Statement of Purposes;
- (b) in a manner that upholds any legal obligation or duty of the PFA which may attach to the book, record, document or security which has been accessed or copied including in respect to confidentiality, reputation and privacy;

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- (c) in a manner that is consistent with any intellectual property rights that relate to the book, record, document or security; and
- (d) where the document is a minute of a meeting of the PFA Executive, in accordance with any decision or requirement made by the PFA Executive or the Chief Executive in accordance with these Rules.

32.4 For the avoidance of doubt, a Full Member, Trustee and member of the Finance, Risk and Audit Committee is entitled to have access to, and obtain copies of, the minutes of any General Meeting including any financial statements submitted to the General Meeting.

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### 33. ALTERATION OF RULES AND STATEMENT OF PURPOSES

Subject to the Act, the Congress may alter any provision of these Rules, including the Statement of Purposes, by Special Resolution.

### 34. INDEMNITY

- 34.1 Each Officer, auditor, employee or agent of the PFA will be indemnified out of the property and assets of the PFA against any liability incurred by them in their capacity as an Officer, auditor, employee or agent in defending any proceedings, whether or civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted to them by the Court.
- 34.2 The PFA will indemnify all Officers and employees against all damages and costs (including legal costs) for which such Officers or employees may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
  - (a) in the case of any Officer, performed whilst acting on behalf of and with the authority, express or implied, of the PFA; and
  - (b) in the case of any employee, performed or made in the course and within the scope of their employment with the PFA.

### 35. NOTICES

- 35.1 A person notifying or giving notice under these Rules must notify in writing.
- 35.2 A notice to be given by or on behalf of the PFA (including by a Delegate) to a Member, must be given either by hand or by sending it by post or email to the Member at their address or email address shown in the Register of Members.

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- 35.3 A notice to be given by or on behalf of a Member to the PFA must be given either by hand or by sending it by post or email marked to the attention of the Chair, the President or the Chief Executive at the registered office of the PFA.
- 35.4 A notice given in accordance with this Rule 35 will be taken to have been received:
- (a) if delivered by hand to the recipient's address, on the date of delivery, as long as delivery is acknowledged in writing by the recipient;
  - (b) if delivered by hand by a Delegate, on the date of delivery;
  - (c) if sent by post, 3 business days after posting; or
  - (d) if sent by email, on the date it is sent, or if sent on a non-business day, on the next business day.

**36. SOURCES OF FUNDS**

The funds of the PFA will be derived from Contributions and by other means.

**37. CHEQUES ETC.**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Chief Executive, any 2 members of the PFA Executive or as otherwise determined by the PFA Executive from time to time.

**38. LOANS, GRANTS AND DONATIONS**

A loan, grant or donation of an amount exceeding 10 Monetary Units must not be made by the PFA unless the PFA Executive has satisfied itself that:

- (a) the making of the loan, grant or donation would be in accordance with these Rules;
- (b) in the case of a loan, in the circumstances the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory; and
- (c) it has approved by ordinary resolution the making of the loan, grant or donation.

**39. CONTROL OF PROPERTY, INVESTMENT OF FUNDS**

- 39.1 The funds of the PFA must be deposited in the name of the PFA into any

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account of any bank or financial institution determined by the PFA Executive from time to time.

- 39.2 The signatories to any account maintained by the PFA under Rule 39.1 must be the Chief Executive, any 2 members of the PFA Executive or as otherwise determined by the PFA Executive from time to time.
- 39.3 If at any time the funds of the PFA deposited into any account under Rule 39.1 are in excess of that required to meet the ordinary outgoings of the PFA, the PFA Executive may invest such surplus funds in such manner as it may from time to time deem appropriate.
- 39.4 Any funds invested under Rule 39.3 may only be realised or withdrawn under the signature of the Chief Executive, any 2 members of the PFA Executive or as otherwise determined by the PFA Executive from time to time.
- 39.5 The PFA Executive may purchase or dispose of property as may be required for the activities and management of the PFA in accordance with the Statement of Purposes.
- 39.6 All property of the PFA must be held in the name of the PFA or any legal entity or fund established in accordance with the Statement of Purposes.

**40. CONDITIONS UNDER WHICH FUNDS MAY BE SPENT**

The PFA Executive, in accordance with its powers and duties as provided by these Rules, may expend such necessary part of the funds of the PFA as may be required for the activities and management of the PFA in accordance with Statement of Purposes.

**41. AUDIT**

- 41.1 The accounts and books of the PFA must be audited at least once in each Financial Year by an auditor who must be appointed by ordinary resolution of the PFA Executive in accordance with Rule 11.1(n).
- 41.2 The report of any auditor appointed under Rule 41.1 must be submitted for adoption at the Annual General Meeting next following the date of their appointment.
- 41.3 Any auditor appointed by the PFA Executive under Rules 11.1(n) and 41.1 may be removed from office only by ordinary resolution of the Congress or in accordance with the Act.

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**42. DISPOSAL OF ASSETS**

If the PFA is wound up, dissolved or its incorporation cancelled, any surplus

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property, assets or money of the PFA must be applied to meeting the debts and liabilities of the PFA and the balance, if any, must not be paid to or distributed among the Members, but be given or transferred to some other institute or institutions having objects similar to the Statement of Purposes, and that prohibit the distribution of income and property amongst members to an extent at least as great as is imposed on the PFA under these Rules, such institute or institutions to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to this provision, then to some charitable object.

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**PART X – GENERAL**

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**43. DEFINITIONS**

43.1 In these Rules, unless the contrary intention appears, the following words and expressions have the following meaning:

**Academy** means any Football academy or elite development program established for the training and development of Footballers as designated by the PFA Executive from time to time;

**Act** means the *Associations Incorporation Reform Act 2012 (Vic)* and any rules or regulations made under that Act as modified or amended from time to time, and includes any successor legislation;

**AFC** means the Asian Football Confederation, being a confederation of FIFA;

**A-League Men** means the premier men's Football competition conducted by APL under licence from FA and includes any successor or assignee thereto;

**A-League Women** means the premier women's Football competition conducted by APL under licence from FA and includes any successor or assignee thereto;

**A-League Youth** means the premier men's youth Football competition conducted by APL under licence from FA and includes any successor or assignee thereto;

**All Abilities National Team** means any male or female Australian all abilities representative team or squad selected or nominated by FA as designated by the PFA Executive from time to time;

**Annual General Meeting** means the General Meeting held annually in accordance with Rule 19;

**APL** means Australian Professional Leagues Company Pty Ltd as trustee for the Australian Professional Leagues Trust (ABN 95 869 867 692) being the entity responsible for operating, conducting, promoting and commercialising the A-League Men, A-League Women and A-League Youth under licence from FA, and includes any successor or assignee thereto;

**Associate League** means a League designated as an associate league by the PFA Executive from time to time;

**Associate Member** means a person who is admitted as an associate member of the PFA pursuant to Rule 4;

**Bargaining Agent** has the meaning given in Rule 28.1;

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**Chair** means the natural person appointed by the PFA Executive from time to time pursuant to these Rules to be the chair of the PFA or, where no person holds office under these Rules as chair, the President;

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**Champion** means a Life Member elected as a champion of the PFA pursuant to Rule 5;

**Chief Executive** means the natural person(s) appointed by the PFA Executive from time to time pursuant to these Rules to be the chief executive of the PFA or, where no person(s) holds office under these Rules as chief executive, the Secretary;

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**Club** means any entity that is entitled to field, fields, or has fielded a team in any League from time to time;

**Collective Agreement** means, as the context requires, a collective agreement under common law, as defined in the *Fair Work Act 2009* (Cth) or as defined in other relevant industrial or employment legislation;

**Congress** means the body constituted pursuant to Rule 18;

**Contributions** mean any amount due to the PFA from a Member as an entrance fee, annual subscription fee or other contribution determined by the PFA Executive from time to time in accordance with these Rules;

**Delegate** means a Member employed, engaged or registered with a Club or a member of a National Team who has been elected by the Members to perform the duties described in Rule 16;

**Delegates' Committee** has the meaning given in Rule 17.1;

**Deputy Chair** means the natural person appointed by the PFA Executive from time to time pursuant to these Rules to be the deputy chair of the PFA;

**Eligible Voter** means a person eligible to vote in an election for the office of an ordinary member of the PFA Executive if that person is a Full Member who has paid or agreed to pay all Contributions payable by them in the time, amount and manner required by these Rules.

Deleted: has the meaning given in Rule 24.1

**FA** means Football Australia Limited ACN 106 478 068 being a company limited by guarantee and incorporated in accordance with the laws of New South Wales, and being the governing body of Football in Australia and a national association affiliated to and recognised by FIFA, and includes any successor or assignee thereto;

**FIFA** means the Fédération Internationale de Football Association, the international governing body of Football, situated in Zurich, Switzerland and includes any successor or assignee thereto;

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**FIFPRO** means the Fédération Internationale des Footballeurs Professionnels, the international federation of professional footballers' associations, situated in Hoofddorp, the Netherlands and includes any successor or assignee thereto;

**FIFPRO Asia** means the Asia/Oceania division of FIFPRO;

**FIFPRO Member** means the person appointed by the PFA Executive from time to time to represent the PFA in its capacity as a member of FIFPRO and FIFPRO Asia.

**Finance, Risk and Audit Committee** means the finance, risk and audit committee constituted pursuant to Rule **Error! Reference source not found.** and as elected and appointed from time to time pursuant to these Rules;

**Financial Year** means the 12 month period that begins on 1 July and ends on the following 30 June;

**Football** means the game specifically controlled by FIFA and regulated by the *Laws of the Game* from time to time laid down by the International Football Association Board;

**Footballer** means any person whose usual occupation includes playing Football;

**Full Member** means a person who is admitted as a full member of the PFA pursuant to Rule 4;

**General Meeting** means a meeting of the Congress;

**Grievance Procedure** means the grievance procedure set out at Appendix 2;

**Industrial Instrument** means any contract, arrangement, understanding or instrument that pertains to the employment relationship and includes an industrial award or an individual employment agreement that is given effect under the *Fair Work Act 2009* (Cth) or other relevant industrial or employment legislation;

**League** means any men's or women's professional or semi-professional Football competition that consists of Clubs located within Australia, New Zealand or overseas as designated by the PFA Executive from time to time;

**League Committee** has the meaning given in Rule 17.1(a);

**Life Member** means a person who is admitted as a life member of the PFA pursuant to Rule 5 and **Life Membership** has a corresponding meaning;

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**Matildas** means the senior women's National Team fielded by FA;

**Member** means a Full Member, Associate Member or a Life Member and **Membership** has a corresponding meaning;

**Member Federation** means a State, Territory or a regional association or federation that is a member or an interim member of FA from time to time.

**Minute Book** means the minute book of the PFA maintained by the Chief Executive in accordance with these Rules;

**Monetary Unit** means the monetary unit determined by the PFA Executive from time to time in accordance with these Rules. As at the date of the adoption of these Rules, a Monetary Unit is \$100.00;

**National League** means a League designated to be a national league by the PFA Executive from time to time and includes the A-League Men and the A-League Women;

**National Team** means any male or female Australian representative team or squad selected or nominated by FA as designated by the PFA Executive from time to time;

**National Team Committee** has the meaning given in Rule 17.1(b);

**Officer** means the Chair, [Deputy Chair](#), the President, the Chief Executive, the FIFPRO Member, any former Full Member who is a member of the PFA Executive, any ordinary member of the PFA Executive, the Secretary or a Trustee;

**PFA Executive** means the committee of management of the PFA comprised under Rules [10.2](#) and [10.3](#) and as elected and appointed from time to time pursuant to these Rules;

**President** means the person [or persons](#) elected or appointed from time to time pursuant to these Rules to be the president of the PFA;

**Register of Members** means the list of Members maintained by the Chief Executive under these Rules;

**Returning Officer** means any person not an Officer or employee of the PFA that is appointed to conduct an election in accordance with Rule 24 (including the acceptance or rejection of nominations);

**Rules** means these rules, including the Statement of Purposes;

**Secretary** means the person appointed from time to time by the PFA Executive to be the secretary of the PFA in accordance with Rule 11.1(p), and

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the Act;

**Socceroos** means the senior men's National Team fielded by FA;

**Special Resolution** means:

- (a) subject only to paragraph (b) of this definition, a resolution passed by a majority of not less than 75% of those persons entitled under these Rules to vote in person or by proxy at a meeting of a body of the PFA in respect of the resolution; and
- (b) if the resolution is that a person be admitted to Life Membership or elected as a Champion, a resolution passed by not less than 75% of Full Members and Life Members who, being entitled under these Rules to do so, vote in person or by proxy at the Annual General Meeting of which notice specifying the intention to propose the resolution is given in accordance with these Rules;

**Statement of Purposes** means the objectives of the PFA set out in Rule 2;

**Trustees** means the board of trustees constituted pursuant to Rule 10A and as elected and appointed from time to time pursuant to these Rules;

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**Vice President** means the person elected or appointed from time to time pursuant to these Rules to be the vice president of the PFA; and

**Year** means a calendar year.

#### 44. INTERPRETATION

44.1 In the interpretation of these Rules, unless the contrary intention appears:

- (a) words and expressions defined in the Act have the meaning ascribed to them;
- (b) a reference to these Rules, any agreement or to another instrument includes these Rules, that agreement or instrument as amended or varied from time to time;
- (c) Rule headings and references are inserted for convenience only and are not to be used in the interpretation or construction of these Rules;
- (d) words importing the singular include the plural and vice-versa;
- (e) a reference to a Rule is a reference to a rule of these Rules and a reference to Rules is a reference to these Rules;
- (f) a reference to a person includes a natural person, corporation,

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incorporated association, body, statutory corporation, the Crown and any other type of legal entity; and

- (g) words or phrases such as 'includes', 'for example' or 'such as' are not expressions of limitation.

#### **45. ADOPTION AND AMENDMENTS TO THESE RULES**

45.1 These Rules were:

- (a) adopted by special resolution carried on 5 September 2008 at the 2008 Annual General Meeting;
- (b) amended by special resolutions carried at the 2009 Annual General Meeting held on 13 November 2009;
- (c) amended by special resolution carried at the Special General Meeting held on 22 May 2010;
- (d) amended by special resolution carried at the 2011 Annual General Meeting held on 4 October 2011;
- (e) amended by special resolution carried at the Special General Meeting held on 12 June 2013;
- (f) amended by special resolution carried at the Annual General Meeting held on 30 November 2015;
- (g) amended by special resolution carried at the Annual General Meeting held on 13 November 2017; and
- (h) amended by special resolution carried at the Annual General Meeting held on 22 November 2022.

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## **APPENDIX 1 - DESIGNATIONS**

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Pursuant to Rule 4.15

### **1. NATIONAL TEAMS**

- 1.1 Socceros
- 1.2 Matildas
- 1.3 Olyroos
- 1.4 Young Socceros
- 1.5 Young Matildas
- 1.6 Joeys

### **2. LEAGUES**

#### **2.1 National Leagues**

- (a) A-League Men.
- (b) A-League Women.
- (c) Any senior men's and women's professional Football league in a nation outside of Australia and New Zealand.

#### **2.2 Associate Leagues**

- (a) A-League Youth.
- (b) The premier division of the senior men's and women's Football leagues conducted by a Member Federation.

### **3. ACADEMIES**

- 3.1 Any elite football talent program conducted and managed by FA.
- 3.2 Any elite football talent program conducted and managed by a Member Federation.
- 3.3 Any elite football talent program conducted and managed by a League Club.
- 3.4 Any elite football talent program conducted and managed by APL.

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**4. ALL ABILITIES NATIONAL TEAMS**

4.1 Pararoots

4.2 ParaMatildas

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**APPENDIX 2 – GRIEVANCE PROCEDURE**

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Pursuant to Rule 11.1(f),

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In relation to any matter that may be in dispute between the PFA and any Member or between a Member and any other Member (**Matter**), the parties to the Matter:

1. will attempt to resolve the Matter by discussion, including, but not limited to:
  - (a) in the case of a dispute between the PFA and a Member, the Chief Executive meeting with the Member and conferring on the Matter; or
  - (b) in the case of a dispute between a Member and any other Member, by those Members meeting and conferring on the Matter;
2. will, if the Matter is not resolved at any meeting held under paragraph 1, arrange further discussions if appropriate;
3. acknowledge the right of either party to appoint, in writing, another person to act on behalf of the party in relation to resolving the Matter;
4. agree to allow either party to refer the Matter to the Chief Executive if the Matter cannot be resolved by discussion;
5. agree that if either party refers the Matter to the Chief Executive, both parties will participate in discussions in the presence of the Chief Executive in good faith;
6. acknowledge the right of either party to appoint, in writing, another person to act on behalf of the party in relation to the discussions before the Chief Executive;
7. agree that if discussions before the Chief Executive are unable to resolve the Matter that the Chief Executive may refer the Matter to the PFA Executive which may deal with and determine the Matter in such manner as it, in its absolute discretion, thinks fit subject to complying with these Rules and the requirements of natural justice and procedural fairness; and
8. any party dissatisfied with any determination of the PFA Executive may appeal that determination to the Congress in accordance with Rule 23.

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**APPENDIX 3 – FORM OF APPOINTMENT OF PROXY**

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Pursuant to Rule 22.15

Date: \_\_\_\_\_

I, \_\_\_\_\_ being a [Full Member] / [Life Member]\*  
of Professional Footballers Australia Inc (**PFA**) hereby appoint:

\_\_\_\_\_ being a [Full Member] / [Life Member] of the PFA as my proxy to vote for me on  
my behalf at the [year] [Annual] / [Special] General Meeting of the PFA to be held  
on [date] and at any adjournment of that meeting.

My proxy is authorised to vote [in favour of] / [against] (delete as appropriate) the  
resolution [insert details]\*\*:

Signature: \_\_\_\_\_

Name (please print): \_\_\_\_\_

Date: \_\_\_\_\_

**Important Notes:**

\* Life Members may only vote on a question within the operation of Rule 5.6 (refer Rule 22.16) that a person be made a Life Member or a Life Member be elected as a Champion.

\*\* If no indication is made on this form regarding the authorisation of the proxy on how to vote or the details of the resolution, then this appointment constitutes a general appointment of proxy and the proxy may vote as they see fit.

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**APPENDIX 4 – FORM OF NOMINATION FOR ELECTION**

Pursuant to Rule 24.6(c)

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Date: \_\_\_\_\_

I hereby nominate \_\_\_\_\_ [insert full name of candidate] as

a candidate for election as ~~an ordinary member of the PFA Executive~~ of Professional Footballers Australia Inc (**PFA**).

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Signature: \_\_\_\_\_

Name (please print): \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

I hereby consent to the above nomination

Signature: \_\_\_\_\_

Name (please print): \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

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