



Special General Meeting
Sunday 14 July 2019 - 10am
Bermagui Country Club

AGENDA

1. Welcome and Acknowledgements
2. Attendance and Apologies
3. Special Resolution (Annexure A)

Sapphire Coast AFL Incorporated

ABN 98 919 472 020

(Association)

Special Resolution

Notice is given that a Special General Meeting (**SGM**) of Sapphire Coast AFL Incorporated ABN 98 919 472 020 (the **Association**) will be held at 10am on Sunday, 14 July 2019.

At the SGM, members entitled to vote will be asked to consider and, if thought fit, pass the following resolution as a **special resolution**:

“That:

- (a) the Association (including any Board member of the Association) be authorised to prepare and lodge with Fair Trading NSW all documents and information, in the prescribed form, required in order to apply for cancellation of the Association’s registration as an incorporated association pursuant to the *Associations Incorporation Act 2009* (NSW) (**Act**), including a proposal that all of the Association’s assets (as at the time immediately prior to cancellation) (**Association Assets**) be transferred to AFL (NSW/ACT) Commission Limited ABN 53 086 839 385 (**AFL NSW/ACT**) upon cancellation;
- (b) subject to receiving approval from Fair Trading NSW, all of the Association Assets be transferred to AFL NSW/ACT;
- (c) the administration and management of the respective Sapphire Coast AFL junior and senior competitions be transferred to AFL NSW/ACT immediately; and
- (d) without limitation to the above, the Association (including any Board member of the Association) be authorised to do all other acts and execute and/or lodge all documents that are reasonably necessary to give effect to the cancellation of the Association’s registration as an incorporated association, the transfer of the Association Assets to AFL NSW/ACT (upon receiving Fair Trading NSW approval) or that may otherwise be incidental to the matters contemplated by this resolution.”





Explanatory notes

The Board has prepared explanatory notes to assist members in their understanding and consideration of the above resolution (**Explanatory Notes**).

The Explanatory Notes are attached to this notice.

4. Close of SGM

- Club meeting to be held after SGM is closed



ANNEXURE A

EXPLANATORY NOTES

These Explanatory Notes should be read in conjunction with the accompanying notice of meeting of Sapphire Coast AFL Incorporated ABN 83 986 595 815 (**Association**).

1. Background

The Association was formed in 1984 to govern senior and junior competitions in the Sapphire Coast region of New South Wales (**NSW**).

The Association is currently affiliated with AFL (NSW/ACT) Commission Limited ABN 53 086 839 385 (**AFL (NSW/ACT)**).

A number of other leagues in NSW and the Australian Capital Territory (**ACT**) are directly managed by AFL NSW/ ACT, including AFL Sydney, AFL Canberra, AFL Central West, AFL North Coast and AFL South Coast.

2. Proposal to move to an AFL-managed model

In February 2019, following discussions with AFL NSW/ACT, the Board of the Association determined to support AFL NSW/ACT directly assuming the governance and management of both senior and junior Australian Football competitions in the Sapphire Coast region of NSW (**Proposed AFL-Managed Model**).

The Proposed AFL-Managed Model is subject to the approval of members of the Association.

3. Benefits of the Proposed AFL-Managed Model

The benefits of the Proposed AFL-Managed Model include:

- streamlined and efficient governance model with minimal practical change (at present, four (4) of the seven (7) Board members of the Association are appointed by AFL NSW/ACT);
- efficient financial management through utilisation of AFL consolidated accounts and centralised financial resources (for example, there will be no need for an additional treasurer nor additional audited accounts under the Proposed AFL-Managed Model);
- no solvency considerations as part of AFL's consolidated accounts;
- gaining access to additional AFL resources and support as part of the AFL group of entities;
- gaining access to the surplus assets of the Association and allowing them to be reinvested by AFL NSW/ACT into the competitions and clubs;
- facilitating the appointment of a new Community Football Manager to oversee the effective management of competitions and development of clubs across the greater South Coast region.

4. Cancellation

Under section 72(1) of the *Associations Incorporation Act 2009* (NSW) (**Act**), an incorporated association may apply to Fair Trading NSW for cancellation as a registered incorporated association, subject to receiving approval to the proposed cancellation by a special resolution of its members.





The Act requires that the association must seek approval from Fair Trading NSW in respect of the proposed distribution of any surplus assets of the Association, as at cancellation. A number of restrictions apply to the proposed distribution of the assets, including (non-exhaustively):

- that no asset may be distributed to any member or former member of the Association (unless the recipient member or former member is an incorporated or unincorporated association whose constitution prohibits the distribution of property to its own members); and
- any cash or other asset of the Association, to the extent that cash or asset has been received by the Association through a grant or funding from a governmental department, local council or other public authority, that asset must be returned to, or as otherwise directed by, that authority (or, where applicable, the unexpended portion of that grant or funding must be returned to the relevant authority).

All debts and liabilities of the Association must also be discharged before an application for cancellation will be accepted by Fair Trading NSW.

5. Position of the Board

As you are aware, the Board of the Association has been discussing governance and associated issues with AFL NSW/ACT for some time.

The Board believes that the Proposed AFL-Managed Model represents a very good outcome for Association members for the reasons outlined above.

Accordingly, the Board of the Association unanimously supports the Proposed AFL-Managed Model.

6. Next Steps

The Board of the Association has called the special general meeting in order to put to the members a special resolution that the registration of the Association be cancelled and administration and management of the competitions be transferred to AFL NSW/ACT.

In order to be passed the special resolution requires the support of 75% of those members eligible to vote present at the general meeting.

In accordance with the Association's rules, each Club Member (through its respective Delegate) has one vote only at the general meeting.

7. Recommendation

The Board of the Association considers that the proposed resolution (and outcome of the resolution) is in the best interests of the Association and its members and recommends that members vote in favour of the resolution.

8. Further Information

If members would like to know more about the Proposed AFL-Managed Model prior to the SGM, they should contact Matthew Graham at [Matthew.Graham@afl.com.au](mailto:Matthew.Graham@ afl.com.au).

