



CONSTITUTION OF AMERICAN FOOTBALL IRELAND

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1. TITLE

The National Governing Body (NGB) for American football in Ireland shall be called American Football Ireland (AFI). American football in the context of this Constitution includes all forms of American football and its derivatives.

2 JURISDICTION

- a) All American football teams, organisations and events in Ireland are subject to the AFI Constitution, Rules, Policies and By-Laws.
- b) All individuals and organisations involved in American football in Ireland shall comply with any relevant rules and regulations laid down by any organisations of which AFI is a member or is affiliated to.
- c) All American football games played in Ireland require sanction from AFI.
- d) AFI and its members and any member organisations reserve the right to refuse membership or admission to any individuals/participants in organisations, events or games deemed to have breached this section of the Constitution.
- e) AFI and its members and any member organisations reserve the right to expel any individuals/participants in organisations, events or games deemed to have breached this section of the Constitution.



- f) No individual or organisation shall claim ownership, membership or to represent AFI and/or the sport of American football in Ireland or claim to have any control over rights or properties associated with AFI and/or the sport in Ireland without the expressed permission of AFI.
- g) No individual or organisation shall claim ownership, membership or to represent any member of AFI or team/organisation or individual affiliated to any member of AFI or claim to have any control over rights or properties associated with any team/organisation or individual affiliated to any member of AFI without the expressed permission of the member, team/organisation or individual.

3. OBJECTIVES

The objectives of AFI shall be:

- a) to encourage, promote, develop, manage and govern all American football in Ireland;
- b) to serve as the NGB for the sport of American football and its derivatives;
- c) to regulate the sport of American football and its derivatives in Ireland.
- d) to run leagues and competitions;
- e) to represent the sport in Ireland to organisations it is affiliated to;
- f) to represent the sport to appropriate national and local government bodies.
- g) to put in place arrangements for any relevant training for its registered members;
- h) to participate in or run events that are beneficial to AFI and/or its members;
- i) to enter teams into International American football events;
- j) to administer the funds of AFI;
- k) to appoint employee(s) and/or contractor(s) for the efficient administration of the objectives of AFI (if applicable);
- l) to make, adopt, maintain and publish rules and regulations for the playing of American football and its derivatives in Ireland;
- m) to make, adopt, maintain and publish rules and regulations for the running of AFI, for example, the By-Laws;
- n) to initiate and implement strategic plans;
- o) to do all such other things as may be necessary or conducive for the attainment of the above objectives.

4. MEMBERSHIP

- a) Membership of AFI shall be open to any club or educational institution or organisation situated in the island of Ireland as well as islands immediately surrounding the island of Ireland, if applicable, wishing to participate in the sport.



- b) Any such club or educational institution and its members, staff and/or volunteers shall agree to be bound by the Constitution of AFI and considered to be affiliated to AFI.
- c) Membership categories and criteria shall be defined in the By-Laws.

5. MANAGEMENT BOARD

- a) AFI shall be governed by the Management Board. The Board shall be responsible for defining the policies of AFI and shall direct the Administration and Directors in this regard. The Board shall consist of nine (9) members to include, the President, and external appointee, and seven (7) other members.
 - i. The President shall be elected for a three (3) year term at the AGM and shall be eligible for election for a maximum of two (2) terms.
 - ii. The external Board member shall be appointed by the Board annually as soon as practical after the AGM.
 - iii. Seven members of the Management Board shall be elected for a three (3) year term at the AGM in rotation with a maximum of three (3) being eligible for election at any given AGM.
- b) The President shall chair the Management Board Meetings and in his/her absence a chairperson shall be elected from those present and entitled to vote.
- c) The President cannot be a member of the Administration or be a Director.
- d) The Commissioner and each Director will be invited to attend Management Board Meetings when required but shall not have a vote. The Commissioner and each Director are required to be invited to at least six Management Board Meetings per calendar year.
- e) The Management Board shall have the power to fill any elected vacancy arising on the Management Board. That person will remain in place only until such time as the next Annual General Meeting (AGM); at which time the vacancy will be added to the number of Board/President (as appropriate) positions for due for election. The elected candidate in the election with the lowest number of votes will fill the aforementioned vacancy arising and will serve only the remaining portion of the three (3) year term which was due to be served had the vacancy not arisen.
- f) The Management Board shall meet at least six (6) times each year. If any individual member of the Management Board attends less than 50% of the Management Board meetings between the date of the most recent AGM and the date of announcement of the next AGM, their Management Board position will be automatically deemed to be vacant and the vacancy will be filled as per the procedure outlined in 5 (d).
- g) The quorum for meetings of the Management Board shall be five (5) members present and entitled to vote.
- h) Every resolution validly proposed and seconded at the Management Board meetings shall be decided by a simple majority of those present entitled to vote and voting.
- i) In the case of equality of votes, the resolution is deemed to be defeated.



6. POWERS AND DUTIES OF THE MANAGEMENT BOARD

Subject to the overall authority of a General Meeting, the Management Board shall be responsible for governing AFI.

The role shall include, but shall not be limited to:

- a) To ensure that AFI complies with its governing document and any other relevant legislation or regulations.
- b) To contribute actively to the management board members' role in giving firm strategic direction of AFI, setting overall policy, defining goals, setting targets and evaluating performance against agreed objectives.
- c) To ensure that AFI pursues its objects as defined in its Constitution.
- d) To ensure AFI uses its resources exclusively in pursuance of its objects.
- e) Management of Sub Committees and Working Groups including:
 - i. To create Sub Committees and Working Groups as required.
 - ii. To set and agree Terms of Reference for Sub Committees and Working Groups.
 - iii. To appoint a Chairperson for each Sub Committee and Working Group.
 - iv. To nominate and appoint members to Sub Committees and Working Groups.
 - v. To remove members from Sub Committees and Working Groups as required.
- f) To promote the good name and values of AFI.
- g) To ensure the effective and efficient administration of AFI.
- h) To ensure the financial stability of AFI. by keeping the financial position of AFI under constant review, authorising overdrafts where necessary, and approving and monitoring budgets
- i) To protect and manage any property of AFI and to ensure the proper investment of the organisation's funds.
- j) To appoint the Administration and Directors and monitor their performance.
- k) To appoint or nominate members to represent AFI on relevant external bodies.
- l) To manage each International teams' staff, including:
 - i. To appoint and remove management staff, such as team managers.
 - ii. To appoint and remove head coaches.
 - i. Appointments and removals of coaching staff will be made by the team manager and head coach.
- m) To call when necessary, a Special General Meeting (SGM) of AFI.
- n) To nominate Trustees as required.
- o) To appoint staff as required.
- p) To appoint such Disciplinary and Appeals Tribunals as may be required.



7. ADMINISTRATION

- a) The Administration of AFI shall be composed of the following Officers:
 - i. Commissioner
 - ii. Chief Finance Officer
 - iii. Chief Communications Officer
 - iv. Child Protection Officer
 - v. Anti-Doping Officer
 - vi. Administrator
- b) The Administration shall be Chaired by the Commissioner and shall have the power to assign Administrative duties to any individuals/organisations who are directly answerable to the Commissioner.
- c) The Administration shall be appointed by the Management Board of AFI and shall be answerable to it.

8. DIRECTORS

- a) The Management Board can appoint appropriately qualified persons to Director positions as required. Vacant positions shall be advertised until a person is appointed. Director positions should include:
 - i. Director of Coaching
 - ii. Director of Officiating
 - iii. Director of Development
 - iv. Director of Flag Football
 - v. Director of Youth Football
 - vi. Commercial Director
 - vii. Director of National Programme Operations
- b) Each Director shall be answerable to the Management Board and shall carry out those function and responsibilities assigned to the position by the Management Board. The Directors shall also liaise with the Administration regarding administrative support.

9. ANNUAL GENERAL MEETING (AGM)

AFI shall hold an AGM in the final quarter of each year at a time and place to be determined by the Management Board. At this Meeting the following items shall be on the Agenda:

- a) Roll Call & Apologies.
- b) Appointment of Scrutineers.
- c) Confirmation of the Minutes of the previous AGM.
- d) Matters arising.
- e) Annual Report of the Management Board.
- f) Finance Officer's Report with Audited Accounts.
- g) Proposals for amendments to the Constitution of AFI.



- h) Elections.
- i) Submitted proposals and resolutions.
- j) Any Other Business.

10. SPECIAL GENERAL MEETING (SGM)

- a) An SGM may be convened at any time by the Management Board or by a request in writing to the President and signed by at members comprising of at least 25% of the eligible votes at such a meeting.
- b) The request shall include full written details of all business to be transacted at the proposed meeting. Upon receipt of the request, the President shall proceed to call an SGM within twenty-one (21) days of receiving the request giving at least fourteen (14) days notice of the meeting specifying the date, time and place.
- c) No business shall be transacted at an SGM other than that which is specified in the notice calling for the meeting circulated beforehand.

11. ANNUAL AND SPECIAL GENERAL MEETINGS

- a) The Commissioner shall give at least twenty-eight (28) days' notice of the AGM specifying the date, time and place of the meeting. This notice:
 - i. will be sent via email to the designated official(s) of each member club, Management Board members, directors and members of the administration.
 - ii. will be published on AFIs official website.
- b) Registered members are welcome to attend but will not be entitled to vote. Only those with voting rights may speak.
- c) No person who is not a registered member of AFI will be allowed to attend, with the exception of:
 - i. organisations, parties or individuals invited by the President. Such invitations must be unanimously approved by the Management Board. These organisations/parties/individuals will only be in attendance during their allocated slot as per the set agenda.
- d) The President shall chair Annual and Special General Meetings. In his/her absence, another Board member chosen by the Board shall chair the Meetings.
- e) 50 per cent plus one (+1) of the total eligible votes shall constitute a quorum.
- f) Voting on all issues except elections shall be by show of hands, unless twenty-five (25) percent of the votes present request a secret ballot. Elections shall be by secret ballot and, where more than two candidates, shall use a proportional representation to be defined in the By-Laws.
- g) Every resolution at Annual and Special General Meetings shall be decided by a simple majority of votes of those present, entitled to vote and voting except for resolutions concerning amendments to the Constitution, when Sections 27 shall apply.



- h) In the case of equality of votes, the resolution is deemed to be defeated.
- i) All changes in the Constitution of AFI and all resolutions passed at an AGM or SGM shall come into force immediately unless the Meeting shall decide otherwise.
- j) There shall be no postal or proxy votes.

12. PROPOSALS AND ELECTION NOMINATIONS FOR ANNUAL GENERAL MEETINGS

- a) Any proposal or resolution for consideration, and voting thereon, at any AGM shall be submitted in full, via email, to the Commissioner. The proposal(s) or resolution(s) for consideration should arrive with the Commissioner not later than 2 weeks prior to the date of the AGM at which the proposal is to be considered and voted upon. Proposals or resolutions for consideration shall be circulated to those entitled to vote, via email by the Commissioner, at least 1 week prior to the AGM.
- b) Candidates wishing to run for election shall complete the “Candidate for Election Form” appended to the By-Laws and submit the completed “Candidate for Election Form” to the Commissioner. The completed “Candidate for Election Form” should arrive with the Commissioner not later than 2 weeks prior to the date of the AGM at which the election will take place. These forms shall be circulated to those entitled to vote, via email by the Commissioner, at least 1 week prior to the AGM.
- c) All candidates for election shall be members in good standing with a least 3 consecutive years affiliation to AFI.

13. VOTING ENTITLEMENT AT ANNUAL AND SPECIAL GENERAL MEETINGS

- a) The voting entitlement at AGMs and SGMs shall be:
 - i. Clubs with one or more Senior Kitted Teams that fulfils:
 - i. 80% or more of their scheduled senior kitted league games in their most recent senior kitted season (not including games that were not played/not completed where the club wasn't at fault) – 3 votes per senior kitted team.
 - ii. less than 80% of their scheduled senior kitted league games in their most recent senior kitted season (not including games that were not played/not completed where the club wasn't at fault) – 1 vote per senior kitted team.
 - ii. Clubs with one or more Youth Kitted Teams that fulfils:
 - i. 80% or more of their scheduled youth kitted league games in their most recent youth kitted season (not including games that were not played/not completed where the club wasn't at fault) – 1 vote per youth kitted team.
 - ii. less than 80% of their scheduled youth kitted league games in their most recent youth kitted season (not including games that were not played/not completed where the club wasn't at fault) shall not be eligible to vote/an extra vote.
 - iii. Clubs with one or more Flag Teams that fulfils:
 - i. 80% or more of their scheduled flag league games in their most recent flag season (not including games that were not played/not completed where the club wasn't at fault) – 1 vote per flag team.
 - ii. less than 80% of their scheduled flag league in their most recent flag season (not including games that were not played/not completed where the club wasn't at fault) shall not be eligible to vote/an extra vote.



- iv. The maximum number of votes a club can have is capped at 5 votes.
 - v. A representative of the unaffiliated members (AFI members not affiliated to a club) active in the most recently completed season (as defined in the by-laws) – 3 votes.
- b) If any nominated delegate(s) cannot attend, they may be substituted, provided the name(s) of the substitute(s) are sent via email to the Commissioner not later than 4.00pm on the evening prior to the day of the scheduled meeting.
- c) Elections will be conducted by the Scrutineers and shall be by secret ballot using the following procedure:
- i. Those entitled to vote will be issued with a quantity of ballot papers equal to their voting entitlement.
 - ii. Voters should mark the ballot paper to indicate which candidate(s) they wish to put through to the run-off round of the election. The number of candidates they can mark should be equal to the number of position(s) needed to be filled in the particular vote.
 - iii. The number of candidates put through to the run-off round shall be equal to the number of position(s) needed to be filled plus one. Those with the highest number of votes shall go through to the run-off round. In the event of a tie for the final position(s) in the run-off round, all tied candidates shall go through.
 - iv. For the run-off round, all voters shall be issued with new ballot papers and should indicate which candidate(s) they wish to be elected. The number of candidates they can mark should be equal to the number of position(s) needed to be filled in the particular vote. Those candidate(s) with the highest number of votes shall be deemed elected. In the event of a tie for the final elected position(s), there shall be a second run-off vote between the tied candidates for the position(s).

14. FINANCE

- a) The financial year of AFI shall end on 31st December in each year.
- b) A Balance Sheet and Income and Expenditure Account shall be prepared in respect of each financial year as soon as possible after the end of that financial year and shall be audited by a suitably qualified Auditor(s) approved by the Board and ratified annually at the AGM.
- c) A copy of the audited accounts for the previous financial year shall be circulated to the members of the Management Board and Designated Official of each club at least twenty-one (21) days prior to the AGM.
- d) The Chief Finance Officer shall be responsible for the current accounts, deposit accounts or other accounts as may be authorised from time to time in the name of AFI. Cheques shall be signed by one assigned member of the Management Board and the Chief Finance Officer or the Commissioner. All payments over €500 and other documents relating to such accounts shall be signed by any two (2) of the above.
- e) All payments over €1,000 must be voted on and agreed by the Management Board.



15. MINUTES

- a) Minutes shall be taken of all proceedings of at AGM's, SGM's, and Management Board Meetings.
- b) AGM and SGM minutes shall be voted on at the next meeting. If approved, the Chairperson of the meeting signs the minutes and when signed, shall be conclusive evidence of the correctness of the entry. Adopted AGM and SGM minutes will be made available to the membership on the official AFI website.
- c) Management Board meeting minutes shall be made available to all Management Board members, who have 72 hours from when the minutes are made available to challenge. Should no challenge be raised, then the minutes are automatically approved and shall be conclusive evidence of the correctness of the entry. Once approved, a summary of Management Board meetings shall be sent via email to the designated official(s) of each member club, members of the administration and directors.”

16. MANAGEMENT BOARD SUB COMMITTEES

There shall be the following Board Sub Committees. The Sub Committees are responsible to and subject to the overall authority of the Management Board.

- a) Finance Sub Committee:
 - i. To identify, secure and maximise income and funding.
 - ii. To manage the annual budget and planning cycle.
 - iii. To oversee the management of AFI's finances.
- b) Audit Sub Committee:
 - i. To audit, review and report on compliance by AFI with the Policies and Procedures of Sports Government Bodies and its own Policies and Procedures and/or any statutory requirements.
 - ii. To ensure all areas of AFI have clear and measurable Performance Goals and to regularly monitor and report on performance against the Performance Goals.
- c) Human Resources Committee:
 - i. To manage the HR requirements of any staff of AFI.
 - ii. To manage the HR requirements of the Board and volunteers within AFI.
 - iii. To ensure effective and efficient administration of AFI.
 - iv. To recommend for appointment a Commissioner when appropriate and monitor his/her performance.

The Management Board shall the composition and the responsibilities and of each sub-committee (within the parameters set out in this section of the Constitution).



17. WORKING GROUPS

There shall be the following Working Groups. The Working Groups are responsible to and subject to the overall authority of the Management Board

a) Competitions Working Group

The purpose of the Working Group is to manage all AFI's kitted football competitions and to make recommendations on how the competitions may be improved and developed. The Competitions Working Group shall be Chaired by the Commissioner.

b) Development Working Group

The purpose of the Development Working Group is to oversee the grassroots development goals within AFI's current Strategic Development Plan and to approve the annual programme of Initiatives in line with the grants and budget available. The Development Working Group shall be Chaired by the Director of Development.

c) Coaching Working Group

The purpose of the Coaches Working Group is to foster the development and education of coaches in Ireland in accordance with Coaching Ireland guidelines. The Coaches Working Group shall be Chaired by the Director of Coaching.

d) Officiating Working Group

The purpose of the Officiating Working Group is to manage appointments to all AFI's competitions, prepare nominations for international appointing bodies, manage appointments to international matches and develop officiating from grassroots to international level. The Officiating Working Group shall be Chaired by the Director of Officiating.

e) Rules of the Game Working Group

The purpose of the Rules of the Game Working Group is to decide on the playing rules for all AFI sanctioned competitions and games played in Ireland. The Rules of the Game Working Group shall be Chaired by an Official with the highest level of certification among officials in Ireland.

18. INTERNATIONAL TEAMS

The National Team(s) shall be accountable to AFI Board.

19. DISCIPLINE

AFI reserves the right to take whatever action it deems appropriate for or against any club, group, organisation, educational institution, association, official, player, coach, company or any member/employee of any club, group, organisation, educational institution, association, official, player, coach, company to protect the integrity of the sport. No club, group, organisation, educational institution, association, official, player, coach, company or any member/employee of any club, group, organisation, educational institution, association, official, player, coach, company may claim jurisdiction beyond that of AFI.



- a) In the event of any club, group, organisation, educational institution, association, official, player, coach, company or any member/employee of any club, group, organisation, educational institution, association, official, player, coach, company being reported to the Commissioner for an alleged breach of the Rules, By-Laws and/or Constitution, or misconduct which is alleged to have brought the game into disrepute, the Management Board shall appoint a Disciplinary Committee of not less than three persons to enquire into the alleged offence
- b) If after fully investigating the alleged breach of misconduct and if the allegation is proven the Disciplinary Committee shall have the authority to expel or suspend the club, group, organisation, educational institution, association, official, player, coach, company or any member/employee of any club, group, organisation, educational institution, association, official, player, coach, company to deal with the matter in such manner as the Committee considers fit. The decision of the Disciplinary Committee shall be conveyed in writing by the Commissioner to the offending club, group, organisation, educational institution, association, official, player, coach, company or any member/employee of any club, group, organisation, educational institution, association, official, player, coach, company within seven (7) days of the hearing.
- c) Any club, group, organisation, educational institution, association, official, player, coach, company or any member/employee of any club, group, organisation, educational institution, association, official, player, coach, company found guilty by the Disciplinary Committee shall have the right to appeal to an Appeal Tribunal appointed by the Management Board against any decision or punishment imposed by the Disciplinary Committee but such appeal must be lodged in writing with the Commissioner within fourteen (14) days of the notification of the decision of punishment. The appeal must be heard within fourteen (14) days of its receipt by the Commissioner. No member of the Disciplinary Committee shall be a member of the Appeal Tribunal.

20. DISCIPLINE - APPEALS

In the event of an appeal in a matter, other than a disciplinary matter, any club, group, organisation, educational institution, association, official, player, coach, company or any member/employee of any club, group, organisation, educational institution, association, official, player, coach, company wishing to appeal shall do so in writing to the Commissioner of AFI. The Commissioner who must receive the appeal within fourteen (14) days of the date of the notice of the original decision shall then convene an Appeal Commission.

The Appeal Commission shall consist of three (3) officers of AFI who may be accompanied by advisors where necessary but it shall not include any person who has had a prior involvement in the matter being appealed. In the event of there not being three (3) officers eligible or available to form the Appeal Commission, the Chair of the Management Board shall have the power to select an appropriate person or persons to complete the Appeal Commission. The Appeal Commission shall meet within fourteen (14) days of the date of the receipt of the notice of the appeal.

The letter of appeal shall state the reason or reasons for the appeal. The appellant(s) shall have the right to be accompanied at the appeal hearing by a person or persons of their choice but the names and details of such person or persons must be included in the letter of appeal. In the event of the appeal being unsuccessful the appellant(s) shall pay the cost of the appeal unless the Appeal Commission decides otherwise. The decision of the Appeal Commission shall be final and the relevant parties shall be notified of the decision in writing by the Commissioner within seven (7) days of the hearing.



21. DISCIPLINE - APPEALS ARBITRATION

All decisions issued by AFI may be appealed exclusively by referral to Just Sport Ireland, within 14 days from receipt of such decision, for binding arbitration in accordance with the Just Sport Ireland Arbitration Rules. The arbitral award issued by JSI may be appealed exclusively by referral to the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland, within 21 days from receipt of such arbitral award, for final and binding arbitration in accordance with the CAS Code of Sports-related Arbitration

22. ORDINARY MEDIATION / ARBITRATION

All other disputes arising out of or in connection with this Constitution shall be referred to Just Sport Ireland for resolution by mediation in accordance with the Just Sport Ireland Mediation Rules. If the dispute remains unresolved at the conclusion of the mediation process, the dispute shall be referred to Just Sport Ireland for final and binding arbitration in accordance with the Just Sport Ireland Arbitration Rules

23. DOPING CONTROL

The Anti - Doping Rules of AFI are the Irish Anti - Doping Rules as amended from time to time.

24. CODE OF ETHICS AND GOOD PRACTICE FOR CHILDRENS SPORT IN IRELAND

AFI is bound by the Code of Ethics for Children's Sport in Ireland as set out by the Irish Sports Council and the Sports Council for Northern Ireland.

25. EQUALITY STATEMENT

American Football Ireland aims to promote the sport of American football for all the people who live on the island of Ireland and will be mindful of the need to carry out our functions in a manner which promotes the equality of opportunity between:

- Persons of different religious belief, political opinion, racial group, age, marital status or sexual orientation.
- Between men and women generally.
- Between persons with a disability and persons without.
- Between persons with dependents and persons without.

26. NOTICES

All notices required to be given pursuant to this Constitution must be in writing and shall be deemed to have been received if either:

- a) delivered personally
- b) sent by ordinary pre-paid post to the last known address of the intended recipient
- c) sent via e-mail



27. AMENDMENT TO CONSTITUTION & BY-LAWS

- a) No amendments to the Constitution shall be made except by a resolution validly proposed and seconded at an Annual or Special General Meeting supported by not less than two thirds of those present, entitled to vote and voting.
- b) Changes to the By-Laws can be adopted by the Management Board by simple majority or by decision of an AGM or SGM.
- c) Notice of proposed changes to the Constitution of AFI shall be forwarded to the Commissioner so as to arrive not later than 1 month prior to the date of the Annual or Special General Meeting.

28. INDEMNIFICATION

AFI shall indemnify each of its Officers, Directors, officials and employees (if relevant), when acting in good faith, against claims by third parties for liabilities arising out of their official duties for, or on behalf of, AFI.

29. DISSOLUTION/WINDING UP

If upon the winding up or dissolution of AFI, there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the organization but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main object(s) of AFI and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the organization under or by virtue of Clause 16 hereof, such institution or institutions to be determined by the members of the organization at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

30. INCOME AND PROPERTY

The income and property of AFI shall be applied solely towards the promotion of its main object(s) as set forth in this Constitution. No portion of AFI's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the organization. No Board member shall be appointed to any office of the organization paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the organization. However, nothing shall prevent any payment in good faith by the organization of:

- a) reasonable and proper remuneration to any registered member of the organization (not being a Board member) for any services rendered to the organization,
- b) reasonable and proper out of pocket expenses incurred by any Management Board member in connection with attendance to any matter affecting AFI. Expenses must be accompanied by an AFI official expenses form,
- c) fees, remuneration or other benefits in money's worth to any Company of which a Management Board member may be a member of. Such payments must be unanimously approved by the entire Management Board.

