



Independent Football Australia Limited

Executive Panel Charter

1. Overview of the Charter

This Charter sets out the principles for the operation of the Executive Panel of Independent Football Australia Limited (IFA) established under clause 49 of the IFA Constitution and captures the relevant requirements set out in the IFA Constitution.

IFA wishes to acknowledge the significant contribution of the initial members of the Executive Panel, who are considered the founders of IFA, being Christopher Deblaere, Alasdair Gyngell, Lorik Haliti, Cam Jones and Leonardo De Olivera Pinto.

2. Objectives and purposes

The objective and purpose of the Executive Panel is to provide guidance and advice to the IFA Board on any matters related to IFA's achievement of its objects.

The Executive Panel is also responsible for considering each candidate for election as an Elected Director.

The IFA board and the Executive Panel have agreed to Statement of Intent set out at Annexure A to this Charter, which may only be amended by a unanimous decision of the directors and the Executive Panel.

3. Duties and responsibilities

3.1 Guidance and advice

The Executive Panel is to provide guidance and advice to the IFA Board on any matters related to IFA's achievement of its objects including (but not limited to):

- (a) the strategy and direction of IFA;
- (b) IFA's governance, administration, regulation, organisation and promotion of Football delivered by IFA's members;
- (c) the creation of, or any changes to, IFA's Constitution, the IFA Standards (as defined in IFA's Constitution) or any other by-laws or regulations required for the good governance and operation of IFA in a manner that furthers IFA's objects;
- (d) any matters requested by the directors from time to time; and
- (e) any other issues that the Executive Panel considers require the consideration by the directors.

Formal requests by the Board for guidance and advice will be communicated to the Chair of the Executive Panel by the Chair of the Board or the Company Secretary. The Executive Panel may be asked to respond to a request in writing or to provide verbal advice at a Board meeting.

The Executive Panel may also decide to provide guidance and advice to the Board of IFA on any matters that it considers need consideration or a resolution of the IFA Board. Such guidance or advice may be provided in writing or verbally at a Board meeting.

3.2 Considering candidates for election as Elected Directors



The Executive Panel will consider each candidate for election as an Elected Director (defined as a Candidate in Clause 49 of IFA's Constitution) and will assess:

- (a) the commitment of the Candidate to a strong governance regime for independent Football in Australia;
- (b) the commitment of the Candidate to IFA developing policies and strategies for independent Football generally in Australia;
- (c) that the Candidate has not been involved in activities which could, or could reasonably be perceived to, materially interfere with the Candidate's ability to act in the best interests of IFA;
- (d) that the Candidate is free from any interest and any relationship which could, or could reasonably be perceived to, materially interfere with the Candidate's ability to act in the best interests of IFA; and
- (e) that the Candidate possesses the following core competencies:
 - (i) Demonstrated leadership at a senior level in an environment compatible with the requirements of IFA.
 - (ii) Demonstrated commitment to strong governance principles and an understanding and appreciation of the duties and responsibilities of the role of director demonstrated by membership of the Australian Institute of Company Directors, relevant education or experience serving on or working with other boards of directors.
 - (iii) A commitment to and record of ethical behaviour including not having been the subject of an adverse finding or the current subject of an inquiry or investigation by any statutory, regulatory or law enforcement authority or agency including a disciplinary body of FIFA, the AFC, FA or IFA relating to any serious ethical matter.

The Executive Panel must also ensure that the Candidate possesses at least one of the following:

- (a) legal qualifications (LLB or equivalent);
- (b) accounting/finance qualifications (CA, CPA, CFA or equivalent);
- (c) (knowledge or experience of elite football through experience as a player, coach or official at NSW Premier League level or above;
- (d) football administration experience through serving as a Football club or association secretary or president;
- (e) business experience and/or qualifications (MBA or senior management experience);
- (f) regional insight (resides outside the metropolitan regions);
- (g) technology experience and/or qualifications (IT, Technology degree, Chief Information Officer or equivalent position); or
- (h) marketing, communications, government relations or public relations experience at a senior level.

The Executive Panel must in its absolute discretion and acting in good faith, approve or object to each Candidate being elected as an Elected Director. Written notice of the Executive Panel's decision must be given to the Company Secretary by a date required by the IFA Board.

The Executive Panel is not required to provide any reasons for its decisions. A decision made by the Executive Panel about a Candidate is final and not subject to challenge.

Unless the Executive Panel approves a Candidate, the Candidate is not eligible to stand for election as an Elected Director at the next General Meeting.

The Executive Panel may request, through the Company Secretary, that IFA provide or obtain any information that the Executive Panel requires in respect of any Candidate.

All information obtained by the Executive Panel and all deliberations and records of deliberations are confidential and must not be disclosed to any person who is not a member of the Executive Panel.

3.3 Guidance to members around the removal of directors

The Executive Panel may recommend to the members the removal of any director of the Company provided the Executive Panel is acting in good faith, in furtherance of the IFA's objects and has reached a unanimous decision to do so.

Any such recommendation must be addressed in writing to all members entitled to vote on the resolution and must also be sent to all directors.

Any grievances that arise will be managed in accordance with IFA's Constitution and Grievance Procedure (where relevant and as defined by the IFA Constitution).

4. Composition and structure

4.1 Number of members

The Executive Panel must comprise between three and nine individuals.

4.2 Term

Apart from:

- (a) the initial Executive Panel members specified in Clause 49.2 of IFA's Constitution, who must retire at the first Annual General Meeting of IFA following its incorporation; and
- (b) the Executive Panel members that must retire in accordance with the requirements set out below in relation to staggering the terms of the members of the Executive Panel, each of the Executive Panel members will serve three year terms.

To stagger the terms of the Executive Panel members, at least one third of the Executive Panel members will retire at the second, third and fourth Annual General Meetings of IFA following its incorporation. The Executive Panel members who must retire will be determined by agreement of the Executive Panel members in advance of each Annual General Meeting. If agreement cannot be reached, the IFA Board must make this decision.

An Executive Panel member who retires may nominate for election or re-election in accordance with the IFA Constitution and this Charter.

An Executive Panel member retiring in accordance with the IFA Constitution and this Charter holds office until the conclusion of the General Meeting at which they retire.

An Executive Panel member who has held office for a continuous period of nine years or more may not be re-appointed or re-elected until the second Annual General Meeting after the end of their last term.

4.3 Expertise

The Executive Panel must only be comprised of individuals that are:

- (a) employed by, or hold a director or equivalent position with, an organisation operating within the Football industry; or
- (b) a person of influence within the Football industry.

Executive Panel members do not need to be members of IFA or representatives of members of IFA.

4.4 Panel Secretary

The Executive Panel may appoint one of their members or any other person (including the Company Secretary) as the Panel Secretary.

If the Panel Secretary is to be remunerated, such remuneration must be approved by the IFA Board.

5. Chair

5.1 Appointment and eligibility

The Chair of the Executive Panel:

- (a) will be elected by, and hold office for the period determined by, the members of the Executive Panel; and
- (b) must be a member of the Executive Panel; and
- (c) must not hold an office-bearer position on the Board.

5.2 Chairperson's role in meetings of the Executive Panel

In the absence of the Chair of the Executive Panel, another member shall act as Chair of the Executive Panel.

The Chair of the Executive Panel does not have a casting vote.

6. Payments to Executive Panel members

The Company may pay fees to each Executive Panel member for acting in such capacity. The amount of any fees paid shall be recommended by the IFA Board must be approved by the IFA members.

IFA may:

- (a) pay an Executive Panel member for work they do for IFA, other than as an Executive Panel member, if the amount is no more than a reasonable fee for the work done; or
- (b) reimburse an Executive Panel member for expenses properly incurred by them in connection with the affairs of IFA.

Any payment made pursuant to this Charter must be approved by the IFA Board.

7. Proceedings of the Executive Panel

7.1 Frequency and notice

The Panel Secretary or any member of the Executive Panel may call a meeting of the Executive Panel. The Executive Panel will meet as frequently as it considers necessary but must meet not less than three times in each financial year.

The dates, times and venues/technology to be used for each meeting of the Executive Panel will be notified by the Panel Secretary to all Executive Panel members a reasonable time in advance of the meeting.

7.2 Executive Panel papers

Supporting papers for each meeting of the Executive Panel will be distributed to:

- (a) each member of the Executive Panel; and
- (b) each other person invited to attend, such distribution to such other persons being to the extent determined by the Chair of the Executive Panel, a reasonable time in advance of each meeting.

7.3 Meeting quorum

A quorum for a meeting of the Executive Panel consists of three members of the Executive Panel present (in person or linked together contemporaneously by telephone or other electronic means).

A duly convened meeting of the Executive Panel at which a quorum is present is competent to exercise all or any of the authorities, powers or discretions vested in, or exercisable by, the Executive Panel.

7.4 Voting

Unless otherwise specified in the IFA Constitution or this Charter, decisions of the Executive Panel are to be made by a majority of the votes cast by members present and entitled to vote.

Each Executive Panel member has one vote.

7.5 Attendance of others

The only persons entitled to be present at an Executive Panel meetings are the members of the Executive Panel, however the Chair of the Executive Panel may extend an invitation to any person to attend all or part of the meeting of the Executive Panel which he or she considers appropriate.

In particular, the Executive Panel may meet with:

- (a) external advisers;
- (b) any executive or employee of IFA provided agreement is first obtained by the Chief Executive Officer (or if there is no Chief Executive Officer, then the Chair of the IFA Board); or
- (c) any one or more directors of the IFA Board.

7.6 Minutes of meetings

Minutes of meetings of the Executive Panel must be prepared by the Panel Secretary and circulated to the Chair for approval within one month of each meeting, approved by the Chair and then circulated to all members of the Executive Panel.

Once agreed by the Executive Panel, the Chair shall sign a copy of the minutes to signify they have been approved. The signed copy must then be included with the next IFA Board papers.

7.7 Independent advice

The Executive Panel is authorised to obtain and secure the services of outside independent professional advice. If any costs are associated with obtaining this advice, those costs must be approved in advance by the IFA Board.

7.8 Authority of the Executive Panel

The Executive Panel is an advisory body to the IFA Board and has no decision-making power other than as specified in the IFA Constitution or this Charter.

8. Reporting

8.1 Reporting to the Board

The Chair of the Executive Panel (and/or one or more members of the Executive Panel nominated by the Chair of the Executive Panel for that purpose) must:

- (a) report to the Board on the Executive Panel's proceedings:
 - (i) at the next Board meeting following each meeting of the Executive Panel on all matters relevant to the Executive Panel's duties, responsibilities and authorities;
 - (ii) immediately in the case of urgency;
- (b) report to the Board significant issues that come to the attention of the Executive Panel;
- (c) otherwise attend IFA Board meetings as requested by the IFA Board from time to time.

Members of the Executive Panel that attend IFA's Board meetings have the right to hear and be heard, but do not have the right to vote.



9. Review of Charter

The Executive Panel will review this Charter and its performance every three years, or more often as the Executive Panel determines and recommend to the IFA Board any changes it determines necessary or desirable.

10. Access to the Charter

This Charter will be available for viewing by any person on IFA's website.



Statement of Intent

This statement is made by the Founding Members and original working committee of IFA and is intended for the guidance of current and future Board directors and members of the Executive panel. It is intended to capture the spirit of IFA, as much as the Constitution and this Charter document the legal and procedural set-up, and to keep us on track and not lose sight of why IFA was established.

Pre-competitive collaboration

In 2020, a number of forward-thinking individuals came together to address systemic challenges they were facing as independent football providers that didn't impact direct business competition. They believed that by collaborating, they were able to bring a wider range of perspectives, resources and expertise to the table, and develop more innovative solutions.

Our goal from the start has been to create a regulatory body that represents independent football and in turn advances the game. We aim to achieve this by enabling a vibrant, inclusive market that puts the best interests and well-being of players and coaches at the heart of our decisions. It is also our strong desire to see football become a unified game in Australia where independent football providers are viewed by all as a force for good in the game, with a distinct role to play. In the event this is not possible, it will not prevent us from achieving our object as we best see fit.

Relationship of the Board and Executive Panel

The structure of IFA is intended to combine the independence of the Board with the expertise of the Executive Panel, and to prevent either "going rogue".

It is our intention that:

- The Board's role is to seek clarification, provide input, deliberate, make decisions, identify and manage risk, oversee and approve the strategy and provide the highest levels of governance. The Board recognises and respects the Executive Panel's expertise and role.
- The Executive panel's role is to set the strategy, provide guidance and make recommendations, for the benefit of the independent market as a whole, not for any one Member of group of Members. The Executive Panel recognises and respects the Board's independence and integrity, and the liability it takes on.
- The Members ultimately have the power to decide the Board and the Executive panel.

It is our collective intent that the Board and Executive Panel operate with humility and mutual respect, and decisions are made in an open, collaborative and collegiate manner, with reference to IFA's Core Values and Principles.

IFA Core Values

1. *Diversity:*
 - *Diversity stimulates growth*
 - *We encourage diversity in Curriculum, Approach, Training Methods.*
2. *Competition:*
 - *Competition raises standards*
 - *Be accountable for what you charge and deliver. No 'cost cap'.*
3. *Development:*
 - *No pathway pressure leads to no politics (and no FOMO from parents) and keeps us centred on development.*
 - *Come to develop. Stay to develop. Leave better.*

IFA Core Principles

The Board and the Executive Panel are individually and collectively committed to promoting the success of IFA for the benefit of its Members as a whole, and, in recommending actions and making decisions, having particular regard to:

1. *the likely consequences of any decision in the long term,*
2. *the need to foster IFA's and its Members relationships with others,*
3. *the impact of IFA's decisions on the community and the environment,*
4. *maintaining a reputation for high standards of conduct, and*
5. *the need to act fairly as between Members.*