



HopgoodGanim

LAWYERS

# Constitution of

Rugby League Brisbane Limited

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*Corporations Act 2001 (Cth)*

A Company Limited by Guarantee

*This constitution was adopted by the members of the League on the incorporation of the League as a company limited by guarantee*

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## 1. Introduction

**Drafting Note:** *The Australian Sports Commission has produced the Sports Governance Principles (March 2012) (**Governance Principles**) and the Mandatory Sports Governance Principles (June 2015) (**Mandatory Governance Principles**) to assist sporting organisations with corporate governance issues. Although directed at National Sporting Organisations, the Governance Principles and Mandatory Governance Principles provide guidance as to important corporate governance considerations for leagues. References to the Governance Principles and Mandatory Governance Principles are made in drafting notes throughout this document.*

*Governance Principle 1.3 provides that the incorporated body must have a constitution, which embodies the following key sections:*

- (1) interpretation — objects and powers;*
- (2) members — membership and meetings of members (general meetings);*
- (3) the board — powers (including delegations), election and appointment of directors, other roles (chief executive officer and secretary) and meetings of the board;*
- (4) reporting, recording and execution of company documents;*
- (5) accounts;*
- (6) auditors;*
- (7) indemnity and insurance of directors;*
- (8) winding up.*

*This document addresses the above areas.*

*Mandatory Governance Principle 1.3 (also reflected in Governance Principle 1.2) requires a National Sporting Organisation to be a company limited by guarantee. Leagues should adopt this structure as the Corporations Act provides a robust and structured platform for the operation of organisations, and provides clarity in areas silent within the Associations Incorporation Act (particularly in the context of internal management and corporate governance). In addition, changes to the Corporations Act in 2010 have created a system of tiers based on revenue. For leagues that fall within the lower tiers, the reporting requirements are made less onerous as summarised at the drafting note in relation to clause 13.5.*

*For the above reasons, leagues should be companies limited by guarantee.*

### 1.1 Definitions

In this Constitution:

**Annual General Meeting** means an annual General Meeting held by the League in accordance with clause 7.1.

**ARL Commission** means Australian Rugby League Commission Limited ABN 94 003 107 293.

**ASIC** means the Australian Securities and Investments Commission.



**Board of Directors** means the whole or any number of the Directors of the League for the time being assembled at a meeting of Directors, being not less than a quorum, or such one or more of them as shall have authority to act for the League and **Board** will have a corresponding meaning.

**Business Day** means:

- (a) if determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Brisbane.

**Chairperson** means the person elected as the Chairperson of the Board of Directors in accordance with clause 11.6 or, as the context permits, the person presiding as the chairperson of a General Meeting in accordance with clause 8.4(b) or the person presiding as the chairperson of a meeting of Directors in accordance with clause 11.6(c).

**Committee** means a committee established by the Directors under clause 10.4.

**Common Seal** means the Common Seal of the League (if any).

**Constitution** means the Constitution of the League for the time being in force and a reference to a particular clause is a reference to a particular clause in this Constitution.

**Corporate Governance Charter** means the Corporate Governance Charter of the League, approved and adopted from time to time by the Board of Directors of the League pursuant to clause 10.1(b) of this Constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means any person acting as a director of the League pursuant to the provisions of this Constitution.

**Disqualifying Position** has the meaning that term is given in clause 9.6(a).

**Elected Director** means a Director elected under clause 9.3.

**First Elected Directors** means the persons referred to in clause 9.2(a).

**First Independent Directors** has the meaning that term is given in clause 9.2(b)(1)(B).

**Game** means the game of rugby league football conducted throughout the State of Queensland and any other jurisdiction that the ARL Commission may delegate from time to time.

**General Meeting** means a general meeting of Members and includes the Annual General Meeting.

**Governance and Compliance Committee** means the Committee established by the Directors under clause 10.4, the charter of which is set out in the Rules.

**Government Body** means:

- (a) any person, body or other thing exercising an executive, legislative, judicial or other governmental function of any country or political subdivision of any country;

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- (b) any public authority constituted by or under a law of any country or political subdivision of any country; and
- (c) any person deriving a power directly or indirectly from any other Government Body.

**Independent Directors** means a Director of the League appointed pursuant to clause 9.5 of this Constitution.

**League** means Rugby League Brisbane Limited.

**League Member** has the meaning given to in in Schedule 1.

**Local Area** means the area of administered by the League as determined from time to time by the QRL.

**Manager** means a person engaged by the QRL and appointed by the Directors in accordance with clause 13.1.

**Member** means a natural person, body corporate or incorporated association admitted to membership of the League in accordance with clause 3.

**NRL** means National Rugby League Limited ABN 23 082 088 962.

**Objects** means the objects of the League as set out in clause 2.2 of this Constitution.

**Office** means the registered office for the time being of the League.

**Officer** has the meaning given to that term in Section 9 of the Corporations Act.

**QRL** means Queensland Rugby Football League Limited ABN 65 009 878 013.

**Register** means the Register of Members kept pursuant to the Corporations Act.

**Representative** means a person (other than a proxy) appointed in accordance with the Corporations Act to represent a Member that is a body corporate in accordance with clause 7.6.

**Rules** means the Rules of the League, approved and adopted from time to time by the Board of Directors of the League pursuant to clause 10.1(b) of this Constitution including the Corporate Governance Charter.

**Secretary** means any person appointed by the Board of Directors to perform the duties, or any of the duties, of Secretary of the League from time to time.

**Special Resolution** means a resolution that must be passed by a majority of at least 75% of the total number of votes cast by Members entitled to vote at the relevant General Meeting.

**Telecommunications Meeting** means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Director at a meeting of Directors or each Voting Member at a General Meeting to communicate with any other participant.

**Voting Member** means, in relation to a General Meeting, those Members present and entitled to vote in accordance with the rights of Members set out in Schedule 1.



## 1.2 Interpretation

- (a) Unless the contrary intention appears, a reference in this Constitution to:
  - (1) one gender includes the others;
  - (2) the singular includes the plural and the plural includes the singular;
  - (3) a person, partnership, corporation, trust, association, joint venture, unincorporated body, Government Body or other entity includes any other of them;
  - (4) an item, recital, clause, subclause, paragraph, schedule or attachment is to an item, recital, clause, subclause, paragraph of, or schedule or attachment to, this Constitution and a reference to this Constitution includes any schedule or attachment;
  - (5) any statute, ordinance, code or other law includes regulations and other instruments under any of them and consolidations, amendments, re-enactments or replacements of any of them;
- (b) The words include, including, such as, for example and similar expressions are not to be construed as words of limitation.
- (c) Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.
- (d) Headings, any table of contents or index and drafting notes are for convenience only and do not affect the interpretation of this Constitution.

## 1.3 Business Days

- (a) If anything under this Constitution must be done on a day that is not a Business Day, it must be done instead on the next Business Day.
- (b) If an act is required to be done on a particular day, it must be done before 5.00pm on that day or it will be considered to have been done on the following day.

## 1.4 Registered Office

The Office of the League shall be at such place as the Directors shall notify ASIC from time to time.

## 1.5 Financial Year

The financial year of the League will commence on 1 October each year and end on 30 September each year.

## 1.6 Replaceable Rules

- (a) The provisions of the Corporations Act relating to a public company limited by guarantee's internal management which are described as replaceable rules do not apply to the League.
- (b) Any mandatory provision of the Corporations Act shall be incorporated into and, in the event of any conflict, apply instead of any provision of this Constitution.



## 2. Name and Objects

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### 2.1 Name

The name of the company is Rugby League Brisbane Limited.

### 2.2 Objects

The objects of the League are to:

- (a) promote the values of the Game;
- (b) promote positive player and stakeholder behavioural standards which uphold the values of the Game;
- (c) establish and operate structured junior and senior rugby league football competitions in the Local Area in which League Members and their registered players can participate;
- (d) encourage and foster the sport of rugby league football in the Local Area;
- (e) promote and encourage either directly or indirectly the physical, cultural and intellectual welfare of all persons in the community and in particular, the rugby league football community in the Local Area;
- (f) promote and encourage either directly or indirectly sport and recreation, particularly rugby league football, in the interests of the social welfare of all persons in the Local Area;
- (g) ensure that rugby league football at the League and in the Local Area is conducted in accordance with the rules and practices adopted by the QRL from time to time;
- (h) abide by and comply with all rules, by-laws, decrees, resolutions and ordinances made by the QRL and the ARL Commission and any other administrators of rugby league football approved by the ARL Commission;
- (i) work closely with the NRL game development officers and other personnel in developing the Game;
- (j) work closely with the NRL clubs and clubs in other QRL competitions in the Local Area to ensure clear pathways are established for players who wish to pursue that direction;
- (k) act in the best interests of the Game; and
- (l) do all such acts and things as are necessary, incidental, conducive or subsidiary to all or any of the above objects.

**Drafting Note:** Governance Principle 1.9 and Mandatory Principle 1.2 provide that National, State and Local member bodies should have aligned objects and purposes to ensure effective and efficient achievement of sport outcomes. The above objects are consistent with the objects of the QRL and the ARL Commission and should be considered in the context of any further objects contained in a League's current constitution or rules of association (if any).

### 2.3 Exercise of power

The League can only exercise its powers to:

- (a) carry out the Objects of the League set out in clause 2.2 of this Constitution; and





- (b) do all things incidental or convenient in relation to the exercise of power under clause 2.2 of this Constitution.

## 2.4 Application of income and property

The income and property of the League shall be applied solely in furtherance of the Objects of the League and no portion shall be distributed directly or indirectly to the Members of the League except as bona fide compensation for services rendered or expenses incurred on behalf of the League.

**Drafting Note:** Clause 2.4 (Application of income and property) and Clause 16 (Winding up) establish the League as a not-for-profit entity, eligible for tax exempt status.

## 3. Membership

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### 3.1 General

- (a) Subject to the provisions of this Constitution, the number of Members of the League shall be unlimited.
- (b) Each Member of the League agrees to comply with the provisions of this Constitution and any Rules which are made in accordance with this Constitution.

### 3.2 Categories of membership

Members of the League shall fall into the following categories:

- (a) those categories of membership as set out in Schedule 1 of this Constitution; and
- (b) such other category of membership as may be created by the Board from time to time.

### 3.3 Admission of Members

- (a) An application for membership must be:
  - (1) in writing in a form approved by the Directors and maintained by the Secretary;
  - (2) signed by an authorised delegate of the applicant; and
  - (3) accompanied by any other documents, evidence or other items as to the qualification for membership, or a particular class of membership, which the Directors may require including any application fee determined by the Directors.
- (b) Every application for membership of the League shall be submitted to the Board which may approve or refuse such application in its absolute discretion without assigning any reason for such approval or refusal. On approval of the applicant to membership, the Secretary shall cause the applicant's name and such other particulars as may be required to be entered into the Register of Members.

### 3.4 Register

- (a) The League must keep a Register of all Members.
- (b) The League must record in the Register:

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- (1) the full names of all Members;
- (2) the date of admission to and cessation of membership of all Members;
- (3) the street address of the Members;
- (4) the facsimile number and electronic mail address (if any) of the Members;
- (5) the class of membership held by each Member; and
- (6) such other information as the Board may from time to time determine.

**Drafting Note:** Pursuant to sections 168 and 169 of the Corporations Act, the League must

- (1) maintain a register of members; and
- (2) record in the register the name and address of the member and the date on which entry of the member's name in the register is made.

- (c) Each Member must notify the Secretary in writing of any change in that Member's name, street address, facsimile number or electronic mail address, if any, within seven (7) Business Days after the change.
- (d) The League must keep the Register at the Office and may keep a copy of the Register at such other places as the Board may from time to time approve.

## 3.5 General

- (a) Membership is personal to each Member. No Member shall, or purport to, assign or transfer the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (b) No Member whose membership ceases has any claim against the League or the Directors for damages or otherwise arising from cessation or termination of membership.
- (c) A Member must treat all staff, contractors and representatives of the League with respect and courtesy at all times.
- (d) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the League or rugby league football, or both.

## 3.6 Limited Liability

Members have no liability in their capacity as Members except as set out in clause 16.1.

## 4. Cessation of Membership

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### 4.1 Cessation

A member ceases to be a Member on:

- (a) resignation;
- (b) death;



- (c) the termination of their membership according to this Constitution or the Rules;
- (d) a body corporate being dissolved or otherwise ceasing to exist;
- (e) if there are any qualifications for membership, or a particular class of membership, the date on which the Member ceases to maintain the qualifications for membership, or a particular class of membership; and
- (f) the date the person ceases to be a Member in accordance with clause 6.2(b).

## 4.2 Resignation

For the purposes of clause 4.1(a), a Member may resign as a member of the League by giving 14 days written notice to the Directors.

## 4.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the League or the Directors for damages or otherwise, or claim upon its property including its intellectual property rights.

## 5. Grievances and Discipline of Members

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### 5.1 Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures and penalties of the League as determined by the Board in accordance with its Rules and the rules of the QRL from time to time.

### 5.2 Discipline

Without limiting clause 5.1, the Board has the power to:

- (a) discipline a Member for any incident it considers damaging to the interests of the League including any breach of this Constitution or any Rules, guidelines or determinations made by the Board from time to time;
- (b) terminate the membership of the Member;
- (c) suspend the membership of the Member for any period as the Board sees fit;
- (d) impose any other form of sanction as the Board sees fit; or
- (e) impose any combination of the above disciplinary measures.

**Drafting Note:** *The disciplinary measures referred in this clause relate to "off-field" behaviour. That is, breaches of Members of this Constitution or the Rules of the League. "On-field" behaviour is the purview of the QRL judiciary or as otherwise determined in the rules of the relevant competition.*

### 5.3 Appeals in relation to discipline

- (a) Where a person has been disciplined by the Board in accordance with clause 5.2 (**Disciplinary Decision**) that person may, within ten Business Days of receiving written notification of the Disciplinary Decision, lodge with the QRL or the relevant division of the QRL written notice of their intention to appeal against the Disciplinary Decision.



- (b) Any appeals made to the QRL or the relevant division of the QRL are to be dealt with in accordance with the procedures for appeals as set out in the rules of the QRL.

## **6. Membership Fees**

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### **6.1 Membership Fees**

- (a) The Directors must determine from time to time:
  - (1) the amount (if any) payable by an applicant for membership;
  - (2) the amount of the annual subscription fee payable by each Member, or any category of Members;
  - (3) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
  - (4) the payment method and the due date for payment.
- (b) Each Member must pay to the League the amounts determined under this clause 6.1 in accordance with clause 6.1(a)(4).

**Drafting Note:** *Membership fees and finances must be the province of the Board.*

### **6.2 Non-Payment of Fees**

- (a) The right of a Member (if they are a Voting Member) to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under clause 6.1 is in arrears for a period greater than 60 days.
- (b) On the date that any subscription or other amount as determined by the Board under clause 6.1 has been owed by a Member for a period greater than 90 days, the relevant Member ceases to be a Member.

### **6.3 Deferral or reduction of subscriptions**

- (a) The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:
  - (1) there are reasonable grounds for doing so;
  - (2) the League will not be materially disadvantaged as a result; andthe Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.
- (b) If the Directors defer or reduce a subscription or other amount payable by a Member under this clause 6.3, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Directors.



## 7. General Meetings

### 7.1 Annual General Meetings

Annual General Meetings of the League are to be held:

- (a) according to the Corporations Act; and
- (b) at a date and venue determined by the Directors.

**Drafting Note:** Section 250N(2) of the Corporations Act provides that a public company limited by guarantee must hold an annual general meeting at least once in each calendar year and within 5 months after the end of its financial year.

### 7.2 Power to convene a General Meeting

- (a) The Directors shall convene a General Meeting:
  - (1) on the requisition of a Director;
  - (2) subject to compliance with the requirements of the Corporations Act, on the requisition of such other person as shall be entitled to requisition a General Meeting under the Corporations Act; or
  - (3) upon the Board of Directors so resolving by simple majority.

**Drafting Note:** Section 249D of the Corporations Act provides that the directors must call and hold a general meeting on the request of:

- (1) members with at least 5% of the votes that may be cast at the general meeting; or
- (2) at least 100 members who are entitled to vote at the general meeting.

### 7.3 Notice of General Meeting

- (a) Notice of a General Meeting of Members must be given:
  - (1) to all Voting Members entitled to attend the General Meeting, the Directors, and the auditor of the League (if any); and
  - (2) in accordance with clause 14 and the Corporations Act.

**Drafting Note:** Section 249J of the Corporations Act provides that each member and director should obtain notice of the General Meeting. Section 249K of the Corporations Act provides that the auditor should obtain notice of the General Meeting in the same way that a member of the company is entitled to notice. As noted in drafting note in clause 13.5, the League may not be required to have an auditor. Section 249J(3) of the Corporations Act sets out how the notice can be given and is reflected in clause 14.

- (b) Subject to the provisions of the Corporations Act relating to special resolutions, special notice and agreements for shorter notice, at least 21 days' notice of the date, time and place of a General Meeting must be given, together with:

**Drafting Note:** Section 249H(1) of the Corporations Act specifies 21 days as the minimum period for notice. Section 249H(2) of the Corporations Act enables a company to call the meeting on shorter notice if:



- (1) *In relation to an AGM, all the members entitled to attend and vote agree beforehand; and*
- (2) *In relation to any other general meeting, if members with at least 95% of the votes that may be cast at the meeting agree beforehand.*

*There are some meetings, as set out in 249(H) of the Corporations Act, where shorter notice is not allowed.*

- (1) all information required to be included in accordance with the Corporations Act;
- (2) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
- (3) where applicable, any notice of motion received from any Voting Member or Director in accordance with the Corporations Act; and

**Drafting Note:** *Sections 249N to 249P of the Corporations Act provides further information to be provided in certain circumstances where a meeting is requisitioned by the members.*

- (4) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

## 7.4 Cancellation or postponement of General Meeting

Where a General Meeting (including an Annual General Meeting) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (a) Members according to the Corporations Act;
- (b) the Directors at the request of Members; or
- (c) a court.

## 7.5 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

**Drafting Note:** *This is consistent with section 1322 of the Corporations Act.*

## 7.6 Right to appoint representative

- (a) In accordance with the Corporations Act, each Voting Member that is a body corporate is entitled to appoint an individual as their Representative to:
  - (1) attend General Meetings, provided that the Voting Member has not appointed a proxy under clause 7.7; and
  - (2) exercise the powers of the Voting Member in relation to resolutions to be passed without meetings.

**Drafting Note:** *Section 250D of the Corporations Act authorises a body corporate to appoint an individual to exercise its rights.*



- (b) A Voting Member that is a body corporate may appoint more than one Representative but only one Representative may exercise the Voting Member's powers at any one time.

## 7.7 Right to appoint proxy

- (a) A Voting Member entitled to attend and cast a vote at a General Meeting is entitled to appoint a person as their proxy to attend and vote at the meeting in their place in accordance with the Corporations Act.

**Drafting Note:** Section 249X of the Corporations Act (a mandatory rule for public companies) authorises a member to appoint a proxy to attend and vote at general meetings in their place.

- (b) A proxy may be revoked by the appointing Member at any time by notice in writing to the League.

## 7.8 Form of proxy

The instrument appointing a proxy may be in a form determined by the Directors from time to time provided it complies with the requirements under the Corporations Act.

**Drafting Note:** Section 250A of the Corporations Act requires the form to be signed and include: Member's name and address, Company's name, proxy's name, and the meeting at which it may be used. Section 249Z of the Corporations Act provides that if a proxy form is sent to one member it must be sent to all members. Accordingly, generally a company will provide a proxy form with its notice of meeting to enable the members to appoint proxies if needed and comply with the requirements of section 249Z of the Corporations Act.

## 7.9 Attorney of Member

A Voting Member may appoint an attorney to act on the Member's behalf at all or any General Meetings of the League.

## 7.10 Lodgement of proxy or attorney documents

- (a) A proxy or attorney may vote at a General Meeting or adjourned or postponed meeting (as the case may be) only if the instrument appointing the proxy or attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the League:
  - (1) at the Office, the facsimile number at the Office or at such other place, facsimile number or electronic mail address specified for that purpose in the notice of meeting; and
  - (2) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by the League.

**Drafting Note:** This is consistent with section 250B of the Corporations Act which requires the lodgement of the proxy and/or attorney appointment documents with the company at least 48 hours before the meeting.



## 7.11 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy, attorney or Representative:
  - (1) to agree to a General Meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
  - (2) to speak to any proposed resolution; and
  - (3) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy, attorney or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
  - (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
  - (2) to vote on any procedural motion; and
  - (3) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
  - (1) at the postponed or adjourned meeting; or
  - (2) at the new venue.
- (d) An appointment of a proxy may be a standing proxy - that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a proxy may provide for the Chairperson to act as proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.
- (g) If a proxy is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

## 8. Proceedings at General Meetings

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### 8.1 Quorum at General Meetings

- (a) No business shall be transacted at any General Meeting unless a quorum of Voting Members is present at the time when the General Meeting proceeds to business.





- (b) A quorum for a General Meeting shall be Members present representing not less than 30% of the total number of Voting Members of the League entitled to attend and vote on any item of business included in the notice of that Meeting.

**Drafting Note:** *The appropriate percentage of members that constitutes a quorum may be varied and should be considered in the context of the membership of a particular League.*

## 8.2 Effect of no quorum

If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chairperson determines.

## 8.3 Adjourned meeting

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those Voting Members then present shall constitute a quorum.

## 8.4 Chairperson to preside over General Meetings

- (a) The Chairperson is entitled to preside as the chairperson at General Meetings.

**Drafting Note:** *Every meeting must have a chair to conduct the meeting.*

- (b) If a General Meeting is convened and the Chairperson is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following person may preside as the chairperson of the General Meeting (in order of entitlement):
  - (1) a Director (or other person) chosen by a majority of the Directors present;
  - (2) the only Director present; or
  - (3) a Voting Member who is an individual or a Representative of a Voting Member who is a body corporate who is entitled to vote and is chosen by a majority of the Voting Members present.

## 8.5 Conduct of General Meetings

- (a) The Chairperson:
  - (1) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (2) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - (3) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever he or she considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chairperson under this clause 8.5 is final.



## 8.6 Adjournments of Meetings

- (a) The Chairperson may, with the consent by a simple majority of any General Meeting at which a quorum is present, and must if so directed by the General Meeting, adjourn the General Meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the Voting Members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- (d) When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting shall be given as in the case of an original General Meeting.
- (e) Except as provided by this Constitution or the Corporations Act, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

## 8.7 Voting rights of Members

- (a) Only Voting Members shall be entitled to vote at General Meetings.
- (b) A Voting Member entitled to vote may do so in person or by proxy or by attorney either by a show of hands or by poll and every Voting Member present and entitled to vote has the number of votes determined in accordance with Schedule 1.
- (c) Except where otherwise provided by the Corporations Act or this Constitution, every question to be decided by any General Meeting shall be decided by a majority on a show of hands by persons present who are Voting Members, or proxies or attorneys entitled to act under this Constitution, unless immediately on the declaration of the result of the show of hands a poll be directed by the Chairperson, or demanded in the manner provided in clause 8.9(b) of this Constitution.

**Drafting Note:** This is consistent with Governance Principle 1.4 which provides that any issue on which a vote is taken, whether at a board or general meeting, should require a majority of votes for any proposal to be passed.

- (d) A declaration by the Chairperson that a resolution has been:
  - (1) carried;
  - (2) carried unanimously;
  - (3) carried by a particular majority; or
  - (4) lost,

and an entry to that effect in the League's minute book is prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.



## 8.8 No casting vote for Chairperson

In the event of an equality of votes on a show of hands or on a poll the Chairperson of the General Meeting will not have a casting vote in addition to any deliberative vote to which the Chairperson may be entitled.

## 8.9 Procedure for polls

- (a) A poll when requested must be taken in the manner and at the time the Chairperson directs.
- (b) Subject to this Constitution, a poll may be demanded by:
  - (1) the Chairperson, at any time;
  - (2) at least five Voting Members having the right to vote on the resolution; or
  - (3) Voting Members with at least 5% of the votes that may be cast on the resolution on a poll.

**Drafting Note:** This is consistent with the rights set out in section 250L of the Corporations Act regarding demanding a poll.

- (c) The result of the poll shall be a resolution of the meeting at which the poll was requested.
- (d) The request for a poll shall not prevent a meeting from continuing with the transaction of any business other than that on which a poll has been requested.

## 8.10 Telecommunications Meeting

General Meetings may be conducted by way of Telecommunications Meeting in accordance with clause 12.

## 9. The Board of Directors

**Drafting Note:** The arrangements regarding the Board of Directors will need to be determined for the particular arrangements of the League. Any specific arrangements adopted by the League should contemplate the Governance Principles including:

- (1) Governance Principle 1.4 which provides that that the members of an organisation should elect the majority of the board of directors;
- (2) Governance Principle 1.8 which suggests that, depending on the size of the organisation, the number of directors should be between 5 and 9;
- (3) Mandatory Governance Principle 2.1 which suggests a staggered rotation system for the board;
- (4) Mandatory Governance Principle 2.8 which suggests the appointment of Directors to provide the Board with additional skills that may facilitate or assist the Board with a particular issue;
- (5) Mandatory Governance Principle 2.10 which provides that there should be a conflicts of interest register which is enforced; and



(6) *Governance Principle 3.9 (and Mandatory Governance Principle 2.2) which provides that the board should establish a nomination committee and that its role be set out by formal charter/terms of reference.*

## 9.1 Constitution of the Board

Unless and until otherwise resolved by Special Resolution of the Voting Members, the number of Directors shall not be less than three nor more than nine.

**Drafting Note:** *Governance Principle 1.4 provides that that the members of an organisation should elect the majority of the board of directors.*

*Further, Governance Principle 1.8 suggests that, depending on the size of the organisation, the number of directors should be between 5 and 9.*

*Section 201A(2) of the Corporations Act requires a public company to have at least 3 directors.*

## 9.2 First Directors

**Drafting Note:** *This clause together with clauses 9.3(a) (3 year term for elected directors) and 9.5(a) (3 year term for independent directors) creates a staggered rotation system for the board which is consistent with Mandatory Governance Principle 2.1.*

- (a) The First Directors are:
- (1) the person who was chairperson of Greater Brisbane Junior Rugby League Inc. immediately prior to the amalgamation of Greater Brisbane Junior Rugby League Inc. with Brisbane Second Division Rugby League Incorporated and the transfer of the incorporation of the amalgamated league to this company limited by guarantee;
  - (2) the person who was chairperson of Brisbane Second Division Rugby League Incorporated immediately prior to the amalgamation of Greater Brisbane Junior Rugby League Inc. with Brisbane Second Division Rugby League Incorporated and the transfer of the incorporation of the amalgamated league to this company limited by guarantee;
  - (3) those persons elected to fill the roles (with the intention being that there is a maximum of four roles) as the Elected Directors of the League by the members of the association created by the amalgamation of Greater Brisbane Junior Rugby League Inc. with Brisbane Second Division Rugby League Incorporated immediately prior to the transfer of the incorporation of the amalgamated league to this company limited by guarantee; and
  - (4) those Independent Directors (with the intention being that there is a maximum of three roles) confirmed by the Members on the date of adoption of this Constitution noting that, despite any other provision of this Constitution, a person that held an independent management committee member position with Greater Brisbane Junior Rugby League Inc. or Brisbane Second Division Rugby League Incorporated immediately prior to the amalgamation of those leagues will be eligible to be appointed as an Independent Director on the date of adoption of this Constitution.
- (b) Subject to the Corporations Act and clause 9.6 (Eligibility):
- (1) at the first Annual General Meeting following the adoption of this Constitution:



- (A) four of the Directors set out in clauses 9.2(a)(1), 9.2(a)(2) and 9.2(a)(3) (**First Elected Directors**) will retire from office (and in the absence of agreement as to who will retire, the Directors to retire will be determined by lot from the First Elected Directors) and an election will be held to elect replacements for those First Elected Director that have retired. The retiring First Elected Directors will, subject to the requirements of this Constitution, be eligible for re-election; and
  - (B) two of the Directors confirmed by the Members on the date of adoption of this Constitution as Independent Directors (**First Independent Directors**) will retire from office (and in the absence of agreement as to who will retire, the Independent Director to retire will be determined by lot from the First Independent Directors) and the process in clause 9.5 for appointing two Independent Directors is to occur. The retiring First Independent Directors will, subject to the requirements of this Constitution, be eligible for re-appointment;
- (2) at the second Annual General Meeting following the adoption of this Constitution:
- (A) the remaining two of the First Elected Directors (being those of the First Elected Directors who were not required to retire in accordance with clause 9.2(b)(1)) will retire from office and an election will be held to elect replacements for those First Elected Directors that have retired. The retiring First Elected Directors will, subject to the requirements of this Constitution, be eligible for re-election; and
  - (B) the remaining First Independent Directors (if any) will retire from office and the process in clause 9.5 for appointing that number of First Independent Directors that have retired is to occur. Those retiring First Independent Directors will, subject to the requirements of this Constitution, be eligible for re-appointment; and
- (3) at the third Annual General Meeting following the adoption of this Constitution,:
- (A) two of the Elected Directors elected at the first Annual General Meeting following the adoption of this Constitution will retire from office (and in the absence of agreement as to who will retire, the Directors to retire will be determined by lot from the Elected Directors elected at the first Annual General Meeting following the adoption of this Constitution) and an election will be held to elect replacements for the Directors that have retired. The retiring Directors will, subject to the requirements of this Constitution, be eligible for re-election; and
  - (B) one of the Independent Directors confirmed by the Members at the first Annual General Meeting following the adoption of this Constitution will retire from office (and in the absence of agreement as to who will retire, the Director to retire will be determined by lot from the Independent Directors confirmed by the Members at the first Annual General Meeting following the adoption of this Constitution) and the process in clause 9.5 for appointing one Independent Directors is to occur. The retiring Independent Director will, subject to the requirements of this Constitution, be eligible for re-appointment.



## 9.3 Elected Directors

- (a) Subject to clauses 9.2 (First Directors) and 9.9 (Vacation of office of a Director) and except in the event of an appointment under clause 9.7 (Casual Vacancies), an Elected Director will hold office for a term of three years.

**Drafting Note:** This clause together with clause 9.2 is consistent with Mandatory Governance Principle 2.1 which requires a staggered rotation system for the board.

- (b) Subject to clause 9.9 (Vacation of office of a Director), an Elected Director elected under clause 9.2 or this clause 9.3 takes office at the end of the meeting at which they are elected for a period of three years.
- (c) For any Elected Director that is required to retire in accordance with clauses 9.2(b) and 9.3(b):
- (1) the Director shall retain office until his or her successor is elected at the next Annual General Meeting; and
  - (2) the Director shall be eligible for re-election.
- (d) At least two months prior to the next Annual General Meeting of the League:
- (1) at which an Elected Director is required to retire; or
  - (2) at the commencement of which there will be a vacancy in the office of an Elected Director,

the Secretary will require from Voting Members nominations (which comply with this clause) for applicants to fill positions falling vacant, which must be received no less than 28 days prior to the Annual General Meeting.

- (e) A person will only be eligible for nomination as an Elected Director if that person, at the time of nomination, is a voting member of a League Member or the parent, spouse, immediate family member or guardian of a voting member of a League Member.
- (f) Any Voting Member may nominate a person to fill a vacancy in an Elected Director position that is to be subject of any election at the next Annual General Meeting.
- (g) A nomination must be:
- (1) in the form required by Directors; and
  - (2) signed by the nominator and nominee.
- (h) At the next Annual General Meeting:
- (1) at which an Elected Director retires; or
  - (2) at the commencement of which there is a vacancy in the office of an Elected Director,

there will be a vote of the Members conducted in accordance with clause 9.4 to fill the vacancy by electing someone to that office.



## 9.4 Election of Directors

- (a) Elections for Elected Directors shall be by ballot in accordance with this clause 9.4 at or before the relevant General Meeting on papers prepared by the Secretary or under the direction of the Secretary.
- (b) The ballot for an election to fill one or more Elected Director positions will be conducted in accordance with the following procedure:
  - (1) if at the close of nominations for an election to fill one or more Elected Director positions the number of eligible nominees is equal to or less than the number of positions to be filled, then no election is to take place and those eligible nominees will be taken to be elected to fill one or more of the Elected Director positions; and
  - (2) if at the close of nominations for an election to fill one or more Elected Director positions there are more eligible nominees than the number of positions to be filled, a ballot will be conducted, as determined by the Board, either:
    - (A) in accordance with Rules for the conduct and procedure of elections determined by the Board from time to time; or
    - (B) as a poll at the relevant General Meeting and, for those Members that do not attend the General Meeting, by returning the ballot papers with the proxy form for the relevant General Meeting,

and the eligible nominee(s) who receives the highest number of votes will be elected to fill the Elected Director positions. If two or more nominees get the same number of votes and at the relevant time there is only one Elected Director position to be filled then the Secretary is to draw the name of one of those nominees by lot. That nominee is to be elected as an Elected Director.

## 9.5 Independent Directors

**Drafting Note:** *The appointment of Independent Directors is consistent with Mandatory Governance Principle 2.8 which is intended to provide the Board with additional skills that may facilitate or assist the Board with a particular issue. This process is also consistent with that adopted by the QRL.*

- (a) Subject to clauses 9.2 (First Directors) and 9.9 (Vacation of office of a Director) and except in the event of an appointment under clause 9.7 (Casual Vacancies), an Independent Director shall be appointed for a term of three (3) years.

**Drafting Note:** *This clause together with clause 9.2 is consistent with Mandatory Governance Principle 2.1 which requires a staggered rotation system for the board.*

*Governance Principal 1.8 suggests that the appointment of Independent Directors should be for a limited period (usually 2-3 years).*

- (b) For any Independent Director that is required to retire in accordance with clause 9.2(b) and this clause 9.5:
  - (1) the Director shall retain office until his or her successor is elected at the next Annual General Meeting; and
  - (2) the Director shall be eligible for re-election.



- (c) At least two months prior to the next Annual General Meeting of the League at which a resolution or resolutions will be proposed to fill a vacancy in an Independent Director position, the Secretary will require from Voting Members nominations (which comply with this clause) for elections to positions falling vacant, which must be received no less than 28 days prior to the Annual General Meeting.
- (d) In addition to the requirements of clause 9.6 (Eligibility), a person will only be eligible for nomination as an Independent Director if that person:
  - (1) is not a member of a League Member; and
  - (2) has not been a member of a League Member at any time in previous 12 months.
- (e) Any applicant for the position of Independent Director must provide a schedule of potential conflicting interests with the League (**Conflict Schedule**).

**Drafting Note:** This is consistent with Mandatory Governance Principle 2.10 which provides that there should be a conflicts of interest register which is enforced.

- (f) All nominations received by the Secretary shall be considered by the Governance and Compliance Committee. The recommendations of the Governance and Compliance Committee shall be tabled at the next Board meeting before the relevant Annual General Meeting referred to in clause 9.5(c) for adoption by simple majority of the Board of the Directors. The Board of Directors must have regard to the Conflict Schedule in relation to any prospective appointment. If the Board of Directors reasonably considers that a prospective appointee has a potential material conflict of interest then that person must not be appointed as an Independent Director.

**Drafting Note:** This is consistent with Governance Principle 3.9 (and Mandatory Governance Principle 2.2) which provides that the board should establish a nomination committee and that its role be set out by formal charter/terms of reference. Rather than establish a separate nominations committee, we have suggested that this role be fulfilled by the Governance and Compliance Committee.

- (g) The applications approved by the Board of Directors in accordance with clause 9.5(f) are to be presented to the relevant Annual General Meeting referred to in clause 9.5(c) for adoption by simple majority of Voting Members.

## 9.6 Eligibility

- (a) From the date on which this Constitution is adopted, a person who:
  - (1) is an employee of the League; or
  - (2) was the Manager of the League at any time in previous three years,(each a **Disqualifying Position**) may not hold office as a director.

**Drafting Note:** This is consistent with the commentary to Governance Principle 1.8 (and Governance Mandatory Governance Principle 2.7) which provides that Directors must not be involved in the League in an executive capacity.

This is also consistent with Mandatory Governance Principle 2.9 which provides that the Manager is not to be appointed to the board after leaving the role of Manager (for three years) – this is so the former Manager does not inhibit the ability of the new Manager to implement any necessary change.





- (b) A Director who accepts a Disqualifying Position must notify the other Directors of that fact immediately and is deemed to have vacated office as a Director.
- (c) A person elected or appointed as a Director at the time of holding a Disqualifying Position must resign from that disqualifying position within 30 days.

## 9.7 Casual Vacancies

- (a) The Directors may at any time appoint a person to fill a casual vacancy (as defined in clause 9.9).
- (b) A person appointed under clause 9.7(a) holds office until the next Annual General Meeting at which time they can offer themselves for re-election.

## 9.8 Remuneration of Directors

- (a) A Director may be paid for services as a Director as determined annually by the Governance and Compliance Committee. The amount determined by the Governance and Compliance Committee shall be tabled at each Annual General Meeting for approval by the Members by simply majority.
- (b) In the event that the determination of the Governance and Compliance Committee is not supported by a majority of the Members then the existing remuneration shall continue until the next Annual General Meeting but if it receives the support of the majority of the Members then it shall apply from the date of approval and in either event, such remuneration shall be deemed to accrue from day to day.
- (c) With the approval of the Directors and subject to the Corporations Act, may be:
  - (1) paid by the League for services rendered to it other than as a Director; and
  - (2) reimbursed by the League for their reasonable travelling, accommodation and other expenses when:
    - (A) travelling to or from meetings of the Directors, a Committee or the League; or
    - (B) otherwise engaged in the affairs of the League.

## 9.9 Vacation of office of Director

The office of a Director becomes vacant when the Corporations Act says it does and also if the Director:

- (a) is removed by the Members in accordance with the Corporations Act;
- (b) resigns from the office by giving the Secretary notice in writing to that effect with such resignation taking effect at the expiration of one month from the date of service of that notice or such shorter period of time as the Board may determine;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) is not present at three consecutive Directors' meetings without leave of absence from the Directors;
- (e) ceases to be a Director by virtue of an order of any court of competent jurisdiction;



- (f) becomes prohibited from being a Director by reason of any order made under the Corporations Act;
- (g) becomes bankrupt or suspends payment or makes any arrangement or composition with the Director's creditors generally; or
- (h) has been the subject of a determination of the QRL or the ARL Commission that the person is not fit to act as a director of a league where the objects of that League relate to the game of rugby league football.

## 10. Powers and duties of Directors

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**Drafting Note:** Governance Principle 1.1 provides that management powers be formalised, disclosed and placed in a board which has the power to exercise all the powers of the organisation, except those powers that the Corporations Act or Constitution requires to be exercised in general meeting.

Further, Governance Principle 1.7 provides that the board's primary responsibility is one of trusteeship on behalf of its stakeholders, ensuring that the legal entity, the organisation, remains viable and effective in the present and for the future. The board's role includes determining the organisation's strategic direction, core values and ethical framework, as well as key objectives and performance measures. A key critical component of this role is the board's ultimate authority and responsibility for financial operations and budgeting to ensure the achievement of strategic objectives.

### 10.1 Directors to manage the League

- (a) The management and control of the business and affairs of the League shall be vested in the Directors who may exercise all such powers and do all such acts and things as the League is, by its Constitution or otherwise, authorised to exercise and do and are not by this Constitution or by the Corporations Act directed or required to be exercised or done by the League in General Meeting.
- (b) The Board may by way of ordinary resolution from time to time:
  - (1) prescribe such Rules of the League as it sees fit; and
  - (2) subject to clause 10.1(c), may amend, modify, add to, delete from or cancel any Rule at any time as it sees fit. Such Rules shall not be inconsistent with this Constitution or the Corporations Act.
- (c) The Board must not amend, modify, add to, delete from or cancel rule 1.10 of the Corporate Governance Charter for a period of four years from the date of commencement of this Constitution unless such amendment, modification, addition, deletion or cancellation is approval by the Special Resolution of the Voting Members.
- (d) The powers of the Directors under this Constitution shall be subject to the following:
  - (1) the provisions of the Corporations Act;
  - (2) this Constitution;
  - (3) any Rules promulgated by the Board from time to time;
  - (4) any resolutions made by the League in a General Meeting;



(5) any rules promulgated by the QRL or ARL Commission from time to time, provided that no Rules or resolutions so made shall invalidate any prior act of the Directors which would have been valid if such Rule or resolution had not been made.

(e) So far as shall be practicable and not inconsistent with the provisions of this Constitution, any power authority or discretion vested in the Directors may be exercised at any time and from time to time as they shall think fit.

## 10.2 Specific powers of Directors

- (a) The Directors may exercise all the League's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the League.
- (b) Without limiting the generality of clause 10.2(a) the Board may raise or borrow any money in any manner whatsoever either alone or jointly with another or others (including but without limitation by way of overdraft account, letters of credit or bill acceptance and discounting facility) and to secure the payment or repayment of such moneys in such manner and upon such terms and conditions in all respects as the Board may think fit either without security or secured by deposit or pledge of the securities or properties of the League or by mortgages, bills of exchange or promissory notes or other instruments or in any other manner and if considered advisable for such purposes the Board may charge, assign and convey as security all or any of the League's property and assets both present and future including its uncalled capital (if any) for the time being.

## 10.3 Delegation of powers

**Drafting note:** Governance Principle 3.10 provides that since ultimate decision-making power rests with the board, the board should clearly document all delegations of authority to the chief executive officer and other individuals, committees or groups. This document, or delegations register, should be regularly reviewed and updated. It should be the subject of a formal board resolution.

The delegations clause recognises that the Board has the power to delegate functions and tasks to the Manager or other employees of the League. This clause sets out how such delegations should be made and how they operate.

- (a) The Directors may, by resolution or by power of attorney, delegate any of their powers to the Manager or any employee of the League or any other person as they think fit.
- (b) Any delegation by the Directors of their powers:
- (1) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
  - (2) may be either general or limited in any way provided in the terms of the delegation;
  - (3) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
  - (4) may include the power to delegate.

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- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

**Drafting Note:** A company operates by the directors delegating their powers to officers of the company or other persons. The delegation must be recorded in the minute books of the Company as required by section 251A of the Corporations Act.

## 10.4 Delegation to Committees

**Drafting Note:** This is consistent with Governance Principle 2.6 which provides that the board and each committee established by the board should have terms of reference or a charter.

*It should be noted that an audit committee is a requirement under Governance Principle 3.8 (and Mandatory Governance Principle 2.3) and should be established under this clause and include at least one external and independent accountant.*

- (a) The Directors may delegate any of their powers to Committees consisting of such those persons as they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation. The chairperson of each Committee must be a member of the Board.
- (b) The initial Committees established by the Board are as follows:
  - (1) Finance, Audit and Risk Management Committee;
  - (2) Governance and Compliance Committee;
  - (3) Competitions Committee; and
  - (4) Game Development Committee,and the charters for these Committees are set out in the Corporate Governance Charter.
- (c) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Directors.
- (d) Members of any duly appointed Committees may be removed or suspended if they fail to conform with their delegated authority.
- (e) A Committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Board of Directors. A power so exercised shall be taken to have been exercised by the Board of Directors.
- (f) The Committee may meet and adjourn as it thinks proper, questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the resolution shall be determined in the negative.
- (g) The number of members whose presence at a meeting of the Committee is necessary to constitute a quorum is the number determined by the Board of Directors and, if not so determined, is two. Unless the Board of Directors determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.



- (h) Minutes of all the proceedings of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board of Directors are required by law to be made, entered and signed.
- (i) Recommendations of every Committee shall be made in accordance with the terms of reference of that Committee and shall be forwarded to the Board for ratification prior to implementation.

## 10.5 Code of Conduct

- (a) The Directors must:
  - (1) adopt a code of conduct for Directors; and
  - (2) periodically review the code of conduct in light of the general principles of good corporate governance.
- (b) The initial code of conduct is set out in the Corporate Governance Charter.

**Drafting Note:** Governance Principle 3.2 provides that the board should develop a protocol outlining expectations for board–management interactions. This will normally include:

- (1) expectations regarding the use of a board member’s networks/contacts
- (2) expectations regarding provision of advice to the chief executive officer and management
- (3) a protocol for individual directors to acquire all information required for decision-making and control.

Governance Principles 3.3 and 4.6 (and Mandatory Governance Principle 2.5) provides that the board should have in place an effective and efficient monitoring and evaluation system. This will include financial and non-financial monitoring. In particular, each board should monitor outcomes of the implementation of the strategies as the basis for the evaluation of overall performance and reporting to members.

Governance Principle 6.1 also suggests that the Board establishes a code of conduct.

Good corporate governance requires that the Directors develop and publish a code of conduct for themselves and officers of the Company.

## 11. Proceedings of Directors

### 11.1 Directors’ meetings

- (a) Subject to clause 11.1(b), the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) Meetings of Directors shall occur at least every second calendar month.

**Drafting Note:** Governance Principles 2.1 suggests that the Directors must meet at least six times in each calendar year. Mandatory Governance Principle 2.11 requires a minimum of five board meetings per year. Consideration should be given as to the number of directors’ meeting to be held – one meeting every second calendar month has been suggested.



- (c) Meetings of Directors may be conducted by way of Telecommunications Meeting in accordance with clause 12.

## 11.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

**Drafting Note:** *This is consistent with Governance Principle 1.4 which provides that any issue on which a vote is taken, whether at a board or general meeting, should require a majority of votes for any proposal to be passed.*

## 11.3 Chairperson's casting vote

The Chairperson will not have a casting vote.

## 11.4 Quorum

- (a) Subject clause 11.4(c), no business shall be transacted at any Directors' meeting unless a quorum of Directors is present at the time when the meeting proceeds to business.
- (b) The quorum necessary for a Directors' meeting shall be Directors present representing not less than 50% of the total number of Directors of the League entitled to attend and vote on any item of business included in the notice of that meeting.
- (c) If the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

**Drafting Note:** *Consideration should be given as to the number of directors to form a quorum.*

## 11.5 Convening meetings

- (a) A Director may, and the Secretary on the request of a Director must, convene a Directors' meeting.
- (b) Unless otherwise decided by the Directors, seven (7) days' notice of every meeting of the Board of Directors shall be given in accordance with clause 14 of this Constitution and the notice should include an agenda for the meeting.

**Drafting Note:** *This is consistent with:*

- (1) *Governance Principle 2.2 which provides that the board should prepare an agenda for each meeting; and*
- (2) *Governance Principle 2.3 which provides that board meetings should have appropriate documentation.*

- (c) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.



- (d) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a meeting of Directors.

## 11.6 Election of Chairperson

**Drafting Note:** *Governance Principle 1.6 (and Mandatory Governance Principle 2.4) provides that the Directors should select their own Chair as opposed to having a President elected by the members.*

- (a) The Directors may elect one of their number to be the Chairperson by a majority vote.
- (b) The Director elected to be Chairperson under clause 11.6(a) will remain Chairperson for the duration of their term of office as Director and shall chair any meeting of Directors unless the resolution electing a person as the Chairperson specifies a fixed term for the appointment.
- (c) Despite clause 11.6(b), if:
  - (1) there is no person elected as Chairperson; or
  - (2) the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting; or
  - (3) the Chairperson is unwilling to act,

the Directors present may elect one of their number to be Chairperson of the meeting.

## 11.7 Circulating resolutions

- (a) A resolution in writing which is signed and dated by all the Directors for the time being, shall be as valid and effectual as if it had been duly passed at a meeting of Directors duly convened and constituted. Any such circular resolution may consist of several documents in like form each signed by one or more Directors.
- (b) A resolution pursuant to clause 11.7(a) of this Constitution shall be deemed to have been passed on the day (according to the dates of signing) when the resolution shall have been signed by all the Directors for the time being. If a signed copy of the resolution shall be returned to the Secretary undated, the Secretary shall fill in the date on which it was received and the same shall be deemed to have been signed on that day.
- (c) For the purposes of this Constitution:
  - (1) an electronic or other form of visible communication issued by a Director shall be deemed to be signed and dated by such Director; and
  - (2) a reference to all the Directors for the time being does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.

## 11.8 Defective appointment of Directors

All acts done at a meeting of the Directors or of a committee of the Directors or by any person acting bona fide as a Director shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified and had continued to be a Director, notwithstanding that it may be afterwards discovered that there was some defect in the



appointment or continuance in office of any of such Directors or persons acting as aforesaid or that any of them were disqualified or had vacated office.

## 11.9 Interested Directors

- (a) A Director shall declare to the Directors any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors.
- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (d) The Secretary shall maintain a register of declared interests.

**Drafting Note:** This is consistent with Governance Principle 1.11 which provides that the board must outline the role of directors including their duties and obligations in relation to conflicts of interests. Further details can be included in the code of conduct referred to in clause 10.5.

Further this is consistent with Mandatory Governance Principle 2.10 which provides that there should be a conflicts of interest register which is enforced.

## 11.10 Minutes of meetings

- (a) The Directors shall cause minutes to be made and faithfully entered in books paper writing electronic documents or like medium provided for that purpose and shall ensure that any form of recording is securely stored and available for perusal of Directors. Minutes must be kept of all:
  - (1) appointments of Officers;
  - (2) names of Directors present at all meetings of the Board;
  - (3) proceedings at all meetings of the Board;
  - (4) proceedings at all General Meetings.
- (b) Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.
- (c) The minutes of a meeting signed by the Chairperson shall be sufficient evidence without further proof of the facts therein stated.

**Drafting Note:** Pursuant to section 251A of the Corporations Act the Directors must cause minutes of meetings to be made and kept according to the Corporations Act. This is also consistent with Governance Principle 2.1 which provides that the board should document its meeting process.





## 12. Telecommunication Meetings

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### 12.1 Telecommunication Meeting

- (a) A General Meeting or a meeting of Directors may be held by means of a Telecommunication Meeting, provided that:

**Drafting Note:** *Such meetings are expressly recognised by s. 249S of the Corporations Act.*

- (1) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or meeting of Directors (as applicable); and
- (2) the meeting is convened and held in accordance with this Constitution and the Corporations Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this clause 12.

### 12.2 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chairperson;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chairperson of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chairperson.

## 13. General Administration

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### 13.1 Manager

- (a) A Manager shall be appointed for the League.
- (b) The Manager may also fill the role of Secretary and Public Officer of the League.



- (c) The Manager shall be an employee of the QRL and is to be employed on terms and conditions (including as to remuneration) as determined by the QRL. The QRL will be responsible for performance management of the Manager in consultation with the Board.
- (d) The Manager has the powers, duties and authorities, delegated to them by the Directors and is subject to the operational direction of the Directors of the League.
- (e) The exercise of the powers and authorities of the Manager are subject at all times to the control of the Directors.

**Drafting Note:** *Governance Principle 1.5 provides that the governance structure should feature a clear separation of powers and responsibilities between the board and the chief executive officer and their staff. This is also consistent with Governance Principle 1.12 which provides that the roles of key positions in the governance system are documented and understood.*

- (f) The Directors may delegate to the Manager the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the League. The delegation will include the power and responsibility to:
  - (1) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
  - (2) manage the financial and other reporting mechanisms of the League;
  - (3) approve and incur expenditure subject to specified expenditure limits;
  - (4) sub-delegate his or her powers and responsibilities to employees or internal management committees of the League; and
  - (5) any other powers and responsibilities which the Directors consider appropriate to delegate to the Manager.

**Drafting Note:** *These powers and responsibilities amongst others are the ones generally delegated to the Manager.*

- (g) The Manager is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the League, all meeting of the Directors and any Committees and may speak on any matter, but does not have a vote.

**Drafting Note:** *This is consistent with Governance Principle 1.13; the Manager should attend meetings but not have a vote.*

## 13.2 Secretary

- (a) There must be at least one Secretary who is to be appointed by the Directors.

**Drafting Note:** *Section 204A of the Corporations Act provides that a public company must have at least 1 secretary.*

- (b) The Directors may suspend or remove a Secretary from that office.



- (c) A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.
- (d) The Secretary shall:
  - (1) act as secretary or cause an appropriate person to act as secretary of the Board for any meeting of the Board or other meeting;
  - (2) receive reports from and communicate to members information on matters of common interest as provided;
  - (3) as far as practicable keep himself or herself fully informed and apprised of developments in the League and in particular of other bodies whose objects and functions are comparable with the League;
  - (4) maintain personal contact with all Directors;
  - (5) render such other services as may be proper under the direction of the Board;
  - (6) ensure that all cheques, negotiable instruments and money received by the League shall be paid as soon as practicable to the League's account or accounts at the offices of such bankers as shall from time to time be nominated by the Board; and
  - (7) ensure that appropriate accounts are maintained of all League assets, property and income and of all disbursements by the League.

### 13.3 Public Officers

- (a) In accordance with the requirements of the *Taxation Administration Act 1953 (Cth)* and other relevant regulations of the Australian Taxation Office, the Directors shall appoint a public officer of the League and may if they think fit remove such person from office and appoint another in his or her place.
- (b) The Secretary shall advise the Australian Taxation Office of all such appointments and retirements referred to above.

**Drafting Note:** Section 252 of the *Income Tax Assessment Act 1936 (Cth)* requires a company to have a public officer.

### 13.4 Execution

- (a) No document, writing or other material shall be executed by the League except pursuant to the authority of the Directors or Committee as authorised by the Board.
- (b) Without limiting the manner in which the League may execute any agreement, deed or other document, the League may execute any such document either with or without the use of the Common Seal. Every document which is executed shall be signed (whether with or without the Common Seal) by at least one Director, a Director and Secretary or a Director and another person specifically authorised by the Directors for that purpose.
- (c) A Director may execute any document or instrument notwithstanding that the Director is interested in the contract or arrangement to which the document or instrument relates provided the Director has completed with clause 11.9.



## 13.5 Accounts

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Corporations Act.

**Drafting Note:** *This is consistent with Chapter 2M of the Corporations Act. A summary of the position is as follows:*

No	Nature of company	Obligations	Sections
1.	<p><i>Small company limited by guarantee</i></p> <p><i>Section 45B of the Corporations Act defines a 'Small company limited by guarantee' and, subject to some exemptions set out in the section, is a company limited by guarantee with revenue for the financial year of less than \$250,000.</i></p>	<p><i>No obligation to do any of the following unless required to do so under a member direction or ASIC direction:</i></p> <ol style="list-style-type: none"> <li><i>1. prepare a financial report;</i></li> <li><i>2. prepare a directors' report;</i></li> <li><i>3. have financial report audited;</i></li> <li><i>4. notify members of reports.</i></li> </ol>	<p><i>Sections 292, 301 and 316A</i></p>
2.	<p><i>Company limited by guarantee with annual revenue or, if part of a consolidated entity, annual consolidated revenue of less than \$1 million.</i></p>	<p><i>Must prepare a financial report.</i></p> <p><i>Must prepare a directors' report, although less detailed than that required of other companies.</i></p> <p><i>Need not have financial report audited unless a Commonwealth company, or a subsidiary of a Commonwealth company or Commonwealth authority. If the company does not have financial report audited, it must have financial report reviewed.</i></p> <p><i>Must give reports to any member who elects to receive them.</i></p>	<p><i>Sections 292, 298, 300B, 301, 316A</i></p>
3.	<p><i>Company limited by guarantee with annual revenue or, if part of a consolidated entity, annual consolidated revenue of \$1 million or more.</i></p>	<p><i>Must prepare a financial report.</i></p> <p><i>Must prepare a directors' report, although less detailed than that required of other companies.</i></p> <p><i>Must have financial report audited.</i></p> <p><i>Must give reports to any member who elects to receive them.</i></p>	<p><i>Sections 292, 298, 300B, 301, 316A</i></p>



## 13.6 Auditor

If required by the Corporations Act, a properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Act.

## 13.7 Inspection of accounts

- (a) The books of account and records shall be kept at the Office or at such other place or places as the Directors think fit and shall at all times be open to inspection by the Directors.
- (b) No Member, not being a Director, shall be entitled to inspect any accounts, records, books or documents of the League except as provided by the Corporations Act or authorised by the Directors.

**Drafting Note:** *There is no right under the Corporations Act for members to inspect the books of a company. However, section 247A of the Corporations Act provides that a Court may make an order authorising a member to inspect the books of a company. Further, section 247D of the Corporations Act provides that the board, or the members by resolution at a general meeting, may authorise a member to inspect the books of a company.*

## 14. Notices

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### 14.1 Methods of service under this Constitution

Any notice to be given by the League under or in reference to this Constitution may be served on the person to be notified either:

- (a) personally;
- (b) by sending it by post by prepaid ordinary mail or if the address is outside Australia by prepaid airmail to the address for the Member in the Register or, for any other person to be notified, the address notified to the League;
- (c) by facsimile to the facsimile number for the Member in the Register (if any or applicable) or, otherwise, the address notified to the League;
- (d) by email to the electronic mail address for the Member in the Register if any or applicable) or, otherwise, the address notified to the League.

### 14.2 Time

If a notice is sent or delivered in the manner provided in clause 14.1 it must be treated as received by the addressee in the case of:

- (a) delivery in person, when delivered;
- (b) delivery by post day following that on which the letter envelope or wrapper containing the same was posted;
- (c) facsimile, when a transmission report has been printed by the sender's facsimile machine stating that the document has been sent to the recipient's facsimile number; or



- (d) electronic mail, when the sender's computer reports that the message has been delivered to the electronic mail address of the addressee,

but if delivery is made after 5.00pm on a Business Day it must be treated as received on the next Business Day in that place.

## 15. Indemnity and liability of Directors and other Officers

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### 15.1 Indemnity

To the extent permitted by law, the League shall indemnify a person who is or has been an Officer of the League against:

- (a) liability incurred by the person as an Officer of the League or of a related body corporate of the League; and
- (b) costs and expenses incurred by the person in defending proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved as an Officer of the League of a related body corporate of the League.

**Drafting Note:** This is consistent with s. 199A of the Corporations Act regarding indemnities for officers of a company.

### 15.2 Insurance premium

The League may pay, or agree to pay, at the discretion of the Directors, a premium in respect of a contract insuring a person who is or has been an Officer of the League against the liability incurred by the person as such an Officer, except for a liability arising out of conduct involving a wilful breach of duty in relation to the League or a contravention of sections 182 or 183 of the Corporations Act.

**Drafting Note:** This is consistent with Governance Principle 4.1 which provides that the board should ensure that its officers and directors have appropriate insurance cover.

## 16. Winding up

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### 16.1 Contributions of Members on winding up

- (a) Each Voting Member must contribute to the League's property if the League is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
  - (1) payment of the League's debts and liabilities contracted before their membership ceased;
  - (2) the costs of winding up; and
  - (3) adjustment of the rights of the contributories among themselves,and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to the League's property if the League is wound up.



## 16.2 Excess property on winding up

- (a) If on the winding up or dissolution of the League, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
  - (1) having objects similar to those of the League (including the ARL Commission and the QRL); and
  - (2) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.



## Schedule 1 – Membership Categories

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### 1. League Members

The category of League Members is intended to be the general base of the membership of the League and is to be constituted by incorporated rugby football league clubs that are affiliated with the League and participate in the competition operated by the League and any other incorporated associations or entities affiliated with the League including, for example, any referees association. The rights and obligations of League Members are as follows:

- (a) League Members may take part in the activities of the League and shall endeavour, so far as they are able, to aid the League in the attainment of its Objects from time to time.
- (b) League Members must pay the membership fees determined in accordance with clause 6 of the Constitution.
- (c) League Members shall have the right to receive notice of General Meetings of the League.
- (d) League Members shall have the right to vote at General Meetings of the League as follows:
  - (1) if a League Member is a Club which fields at least one junior team in a competition organised by the League, that League Member will have the right to cast one vote at General Meetings of the League;
  - (2) if a League Member is a Club which fields at least one senior team in a competition organised by the League, that League Member will have the right to cast one vote at General Meetings of the League in addition to any vote provided under paragraph (1) above;
  - (3) if a League Member is a Club which fields at least one senior team in the A grade competition organised by the League, which, at the date this Constitution is adopted, is known as the Brisbane Rugby League competition, that League Member will have the right to cast one vote at General Meetings of the League in addition to any votes provided under paragraph (1) or paragraph (2) above; and
  - (4) any other League Member that is not provided a vote under paragraphs (1), (2) or (3) above, for example, the referees association associated with the League, will have the right to cast one vote at General Meetings of the League.

Any clubs that were affiliated with Greater Brisbane Junior Rugby League Inc. or Brisbane Second Division Rugby League Incorporated prior to the adoption of this Constitution shall continue as League Members of the League provided that they retain their affiliation in accordance to the QRL Rules.

### 2. Supporting Members

The category of Supporting Members is intended to enable the members of the League Members (for example, a player of a League Member Club) to participate in the League. The rights and obligations of Supporting Members are as follows:



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- (a) Supporting Members may take part in the activities of the League and shall endeavour, so far as they are able, to aid the League in the attainment of its Objects from time to time.
- (b) Supporting Members must pay the membership fees determined by the Board in accordance with clause 6 of the Constitution.
- (c) Supporting Members shall not have the right to receive notice of General Meetings of the League but may attend General Meetings.
- (d) Supporting Members shall not have the right to vote at General Meetings of the League.

### 3. Life Members

- (a) The category of Life Members is the highest honour that can be bestowed by the League for longstanding and valued service to the League. The category of membership cannot be applied for but must be bestowed upon a person by the Board. The process for the granting of membership as a Life Member is as follows:
  - (1) Any Member may forward a proposed nomination to the Board of Directors for its consideration which shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour;
  - (2) On the nomination of the Directors, any individual may be elected as a Life Member at any Annual General Meeting by Special Resolution, subject to that individual completing an application in accordance with clause 3.3;
  - (3) The Board of Directors will, from time to time outline:
    - (A) the criteria to be met by Life Member; and
    - (B) the privileges and benefits and restrictions of each category of Life Member which shall not include the right to receive notice nor attend nor the right to vote at, General Meetings of the League.
- (b) Any life members of Greater Brisbane Junior Rugby League Inc. or Brisbane Second Division Rugby League Incorporated shall continue as Life Members of the League.