



# Constitution of

Rugby League Brisbane Limited  
ACN 626 613 778

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*Corporations Act 2001 (Cth)*

A Company Limited by Guarantee



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## 1 Interpretation

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### 1.1 Definitions

In this Constitution:

**Annual General Meeting** means an annual General Meeting held in accordance with clauses 7.1 and 8.1.

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

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

**Board of Directors** and **Board** means the Directors for the time being.

**Business Day** means a day that is not a Saturday, Sunday or public holiday in Brisbane.

**Chairperson** means the person elected as or presiding in that role under this Constitution.

**Committee** means a committee established by the Directors.

**Constitution** means this constitution as amended from time to time.

**Corporate Governance Charter** means the corporate governance charter adopted from time to time by the Board pursuant to clause 10.1(b).

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

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

**Disqualified Person** means a person who:

- (a) is an employee of the League; or
- (b) has been the Manager of the League at any time in the previous three years.

**Elected Director** means a Director elected under clause 9.2.

**Game** means the game of rugby league football conducted throughout the State of Queensland and any other jurisdiction that the ARL delegates 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 currently of that name and established by the Directors under clause 10.3.

**Independent Director** means a Director appointed under clause 9.4.

**Insolvency** and **Insolvent** means any of the following occurring to a person, the person:

- (a) is bankrupt;
  - (b) is cancelled (in the case of associations), dead (in the case of a natural person), deregistered, dissolved (in the case of a partnership or joint venture), placed into bankruptcy, liquidation or receivership, vests (in the case of a trust) or wound-up;
  - (c) has a receiver, receiver and manager, administrator, trustee, liquidator or similar official appointed;
  - (d) is otherwise unable to pay or suspends paying its debt; or
  - (e) makes any arrangement or composition with the Director's creditors generally, and
- without limiting the foregoing, includes any equivalent or similar concept, process, proceeding or outcome, howsoever described, anywhere in Australia or the world.

**League** means Rugby League Brisbane Limited.

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

**Local Area** means the area 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 and entered in the Register as a Member for the time being of the League.

**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.

**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 by a Member in accordance with section 250D of the Corporations Act.

**Rules** means the Rules of the League, approved and adopted from time to time by the Board pursuant to this Constitution and the Corporate Governance Charter.

**Secretary** means any person appointed by the Board to perform company secretarial duties.

**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.

**Virtual Meeting** means a meeting held partly or completely by technological means, including via phone or the internet.

**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 all genders;
  - (2) the singular includes the plural and vice versa;
  - (3) a person, partnership, corporation, trust, association, joint venture, entity, 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; and
  - (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.

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#### 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 of each year and end on 30 September of each following year.

#### 1.6 **Replaceable Rules**

- (a) The replaceable rules contained in the Corporations Act 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.

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## 2 **Name and Objects**

#### 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 that 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 conducted by the League in the Local Area is conducted in accordance with the rules and practices adopted by the QRL from time to time;

- (h) abide by all rules, by-laws, decrees, resolutions and ordinances made by the QRL and the ARL and any other relevant administrators of Australian rugby league football approved by the ARL;
- (i) work closely with the NRL 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 as far as is reasonably practicable; and
- (l) do all such acts and things necessary, incidental, conducive or subsidiary to all or any of the above Objects.

### 2.3 Exercise of power

- (a) The League can only exercise its powers to carry out any of the Objects and/or do all things incidental or convenient in relation to exercising those powers. Application of income and property
- (b) The income and property of the League will be applied solely in furtherance of the Objects and activities and causes ancillary to the Objects and no portion will be distributed directly or indirectly to the Members except as bona fide compensation for services rendered or expenses incurred on behalf of the League.

## 3 Membership

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### 3.1 General

- (a) Except as set out in this Constitution, the number of Members is unlimited.
- (b) Each Member of the League agrees to comply with the provisions of this Constitution and any Rules.

### 3.2 Categories of membership

Members of the League fall into the following categories:

- (a) those categories of membership as set out in Schedule 1; 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 Board may require, including any application fee determined by the Board.
- (b) Every application for membership must be submitted to the Board, which may approve or refuse such application in its absolute discretion and without assigning any reason for such approval or refusal. The Board must consider each application for membership, if not before, then at the next regular Board Meeting that takes place after its receipt by the Secretary. On approval of the applicant to membership, the Secretary shall cause the applicant's details to be entered into the Register of Members.

### 3.4 Register

- (a) The League must keep a Register of all Members, which must record:
- (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 class of membership held by each Member;
  - (5) whether the Member has elected to receive notices and other communications electronically and, if so, the email address of the Member; and
  - (6) such other information as the Board may from time to time determine.
- (b) Each Member must notify the Secretary in writing of any change in that Member's details within seven (7) Business Days after the change.
- (c) The League must keep the Register at the Office and may keep a copy of the Register, including a digital version, at such other places as determined by the Board.

### 3.5 General

- (a) Membership, and the rights and privileges of membership, is personal to each Member and those rights and privileges cease on termination of membership.
- (b) No Member shall, or shall purport to, assign or transfer any rights or privileges comprising or associated with membership to any other person or entity and any attempt to do so is void.



- (c) No Member whose membership ceases has any claim against the League or the Directors for damages or otherwise arising from or relating to that cessation or termination.
- (d) A Member must treat all League staff, contractors and representatives with respect and courtesy at all times.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to any Objects or any interests of the League or the Game.

### 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's membership will cease:

- (a) If the Member gives to the Secretary a written notice of resignation, which will take effect 14 days from its receipt by the Secretary;
- (b) if a suspended Member does not satisfy the conditions of suspension within the timeframe stipulated by the Board, on the expiry of that timeframe;
- (c) if the Member is not a body corporate, on the death or permanent mental incapacity of that Member;
- (d) on the termination of their membership according to this Constitution or the Rules;
- (e) on it being dissolved or otherwise ceasing to exist;
- (f) if there are any qualifications for membership, or a particular class of membership, on the date on which the Member ceases to maintain the qualifications for membership, or a particular class of membership;
- (g) on the date the body corporate or individual ceases to be a Member in accordance with clause 6.2(b); or
- (h) on its Insolvency.

### 4.2 **Forfeiture of Rights**

Any Member ceasing to be a Member:

- (a) will have all membership rights terminated at that time;
- (b) will remain liable for and will pay the League all fees and moneys owing to the League as at the cessation of membership; and

- (c) will 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 Disciplinary Sanction of a Member**

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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 right and power to:

- (a) discipline a Member in any manner;
- (b) terminate the membership of the Member;
- (c) suspend the membership of the Member for any period and on any terms and conditions 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,

in each case for any reason determined by the Board, including, but not limited to:

- (f) any incident involving the Member that the League considers damaging to the reputation, interests or operations of the League, the QRL, the NRL, the ARL, the Game or the Member;
- (g) any breach by the Member of this Constitution or any Rules, guidelines, codes of conduct, or determinations made by the Board from time to time or of any rules that are imposed by the QRL that apply to the Member;
- (h) the Board determining that the Member is no longer eligible for membership;
- (i) the Board determining that the Member has made false representations in the relevant application for membership;
- (j) the Board determining that the Member has stolen from the League or has misappropriated or misused funds provided by the League or any members of the Member;
- (k) the Board determining that the Member has made any comment to the media (or on social media) claiming to represent the League or QRL when the Member was not authorised to do so; or

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- (l) for any other incident the Board considers damaging to the interests of the Game.
- 5.3 The Board through the Secretary must give notice to the Member notifying the Member of the disciplinary sanction and, in the case of a suspension, any conditions that the Member must meet for the suspension to be lifted
- 5.4 Where a Member 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.
- 5.5 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 Board 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).

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

- (a) The right of a Member (if 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) Subject to clause 6.3, 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 automatically ceases to be a Member.

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

- (a) The Board 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 Board determines:

- (1) there are reasonable grounds for doing so;
  - (2) the League will not be materially disadvantaged as a result; and
  - (3) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time determined by the Board.
- (b) If the Board defers or reduces 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 Board.

## **7 General Meetings**

### **7.1 Annual General Meetings**

At least once every calendar year and as soon as practicable (but within 5 months after the end of its financial year or such other period as prescribed by the Corporations Act), an Annual General Meeting of the League will be held in accordance with the Corporations Act.

### **7.2 Power to convene a General Meeting**

- (a) The Board will 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 so resolving by simple majority.

### **7.3 Notice of General Meeting**

- (a) Notice of a General Meeting of Members must be in writing (which includes, in any case where the Member has supplied an email address and has elected to receive notices and other communications electronically, by email) and 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.
- (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:

- (1) if the meeting is to be held as a Virtual Meeting or a meeting in two or more places, details of the technology or application that will be used to facilitate this;
- (2) information setting out the general nature of the meeting's business;
- (3) if a Special Resolution is to be proposed at the General Meeting, a statement of intention to propose the Special Resolution and its terms;
- (4) where applicable, any notice of motion received from any Voting Member or Director in accordance with the Corporations Act;
- (5) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting; and
- (6) a statement setting out that a Member has a right to appoint a proxy, that the proxy need not be a Member and a place and postal address or email address for the purpose of receipt of proxy appointments. The form of the proxy supplied by the League must be blank in respect of the person primarily to be appointed as proxy and must be made available by the Secretary to any Voting Member who so requests.

#### 7.4 **Cancellation or postponement of General Meeting**

Where a General Meeting (including an Annual General Meeting) is convened by the Board, it may then cancel or postpone the meeting to an alternative date and time it determines. 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.

#### 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.

(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.

(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.

#### **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 or correctly attached to an email sent to an email 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.

#### **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;

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- (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 Business and Quorum at General Meetings**

- (a) The business of an Annual General Meeting is to receive and consider the financial report of the League, the Directors' report for the year and the auditor's (if any) report on the financial report, to elect Directors in the place of those retiring and to transact any other business that under this Constitution or by law ought to be

transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at any other General Meeting will be deemed special. No special business is to be transacted at any General Meeting, except as has been specified in the notice convening it.

- (b) A quorum for a General Meeting is Members present representing at least 30% of the total number of Voting Members entitled to attend and vote on any item of business included in the notice of that Meeting. No business can be transacted at any General Meeting unless a quorum of Voting Members is present at the time when the General Meeting proceeds to business.

## 8.2 Effect of no quorum

If, within 30 minutes after the time appointed for a General Meeting (or such longer period as the Chairperson of the meeting may allow), a quorum is not present, the meeting:

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

## 8.3 Adjourned meeting

If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for that 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.
- (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, the order of business 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 and no motion of dissent from such ruling will be accepted.

#### 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 21 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, Representative or 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, Representatives 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).
- (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, at a General Meeting a poll may be demanded by:
  - (1) the Chairperson of the General Meeting, 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.
- (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.
- (e) Where a poll is duly demanded, it will be taken in such manner and at such time and place and at once or after an interval or adjournment or otherwise as the Chairperson of the meeting directs, and the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.
- (f) The demand for a poll may be withdrawn.

#### 8.10 **Virtual Meeting**

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

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## 8.11 Closure

After the Chairperson of a General Meeting declares the meeting to be over, no business or question may be brought forward, discussed or decided.

# 9 The Board of Directors

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## 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 five (5) nor more than nine (9) and the number of Independent Directors will not exceed the number of Elected Directors (except temporarily during periods that there is a casual vacancy amongst the Elected Directors).

## 9.2 Elected Directors

- (a) Unless an Elected Director resigns, ceases to be a Director in accordance with this Constitution or the Corporations Act or is appointed under clause 9.6 (Casual Vacancies), that Elected Director will hold office for a term of three years from the end of the meeting at which they are elected and will retire at the conclusion of the first Annual General Meeting that is held after that three year term has expired, at which that Elected Director may, if eligible, stand for re-election.
- (b) For any Elected Director that is required to retire in accordance with this clause 9.2, that Director will retain office until his or her successor is elected at the next Annual General Meeting.
- (c) At least sixty days 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 must require from Voting Members nominations (which comply with this clause) for applicants to fill positions falling vacant, which must be received by the League at least 28 days prior to the Annual General Meeting.

- (d) 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.
- (e) 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.
- (f) A nomination must be:

- (1) in the form required by Directors;
- (2) signed by the nominee; and
- (3) signed by the Voting Member giving the notice proposing the nominee.

Any such nomination must be seconded by a Voting Member.

- (g) Notice of each nominee must, at least seven (7) days prior to the meeting at which the election is to take place, be given to all Voting Members.
- (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 9.3 to fill the vacancy by electing someone to that office.

### 9.3 Election of Directors

- (a) Elections for Elected Directors will be by ballot in accordance with this clause at or before the relevant General Meeting on papers prepared by 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; or
  - (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 receive(s) 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.

#### 9.4 Independent Directors

- (a) Unless an Independent Director resigns, ceases to be a Director in accordance with this Constitution or the Corporations Act or is appointed under clause 9.6 (Casual Vacancies), that Independent Director will hold office for a term of three years from the end of the meeting at which they are elected and will retire at the conclusion of the first Annual General Meeting that is held after that three year term has expired, at which that Independent Director may, if eligible, stand for re-election.
- (b) For any Independent Director that is required to retire in accordance with this clause 9.4, that Director will retain office until his or her successor is elected at the next Annual General Meeting.
- (c) At least sixty days 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 must require from Voting Members nominations (which comply with this clause) for elections to positions falling vacant, which must be received at least 28 days prior to the Annual General Meeting.
- (d) In addition to the requirements of clause 9.5, a person will only be eligible for nomination as an Independent Director if that person:
  - (1) is not an employee, director, officer or member of a League Member (each a **League Member Personnel**); and
  - (2) has not been a League Member Personnel at any time in the 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**).
- (f) All nominations received by the Secretary shall be considered by the Governance Committee. The recommendations of that committee shall be tabled at the next Board meeting before the relevant Annual General Meeting referred to in clause 9.4(c) for adoption by simple majority of the Board. The Board must have regard to the Conflict Schedule in relation to any prospective appointment. If the Board reasonably considers that a prospective appointee has a potential material conflict of interest then that person must not be appointed as an Independent Director.
- (g) The nominations approved by the Board in accordance with clause 9.4(f) are to be presented to the relevant Annual General Meeting referred to in clause 9.4(c) for adoption by simple majority of Voting Members.

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### 9.5 Disqualified Persons

- (a) From the date on which this Constitution is adopted, a person who is a Disqualified Person may not hold office as a Director.
- (b) A Director who accepts a position that renders them a Disqualified Person must notify the other Directors of that fact immediately in writing and is deemed to have vacated office as a Director.
- (c) A person elected or appointed as a Director at the time of being a Disqualified Person must resign from the relevant position that would otherwise render them a Disqualified Person within 30 days of such election or appointment.

### 9.6 Casual Vacancies

- (a) The Directors may at any time appoint a person to fill a casual vacancy (as defined in clause 9.8).
- (b) A person appointed to fill a casual vacancy holds office until the next Annual General Meeting at which time they can offer themselves for re-election.

### 9.7 Remuneration of Directors

- (a) A Director may be paid for services as a Director if (i) recommended by the Governance Committee and (ii) approved by a majority of Members at the following Annual General Meeting.
- (b) If the determination of the Governance Committee is not approved by a simple majority of the Members, then the existing remuneration (if any) shall continue until the next Annual General Meeting. If the determination 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, Directors 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 travel, accommodation and other expenses when:
    - (A) travelling to or from meetings of the Directors, the Members, a Committee or the League; or
    - (B) otherwise engaged in the affairs of the League.

### 9.8 Vacation of office of Director

The office of a Director becomes vacant as and when prescribed by the Corporations Act, and also if the Director:

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- (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 Insolvent; or
  - (h) has been the subject of a determination of the QRL, NRL or the ARL 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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### **10.1 Directors to manage the League**

- (a) The management and control of the business and affairs of the League is 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.
- (b) Without limiting the generality of clause 10.1(a), the Directors may exercise all powers of the League to borrow or raise or secure the payment or repayment of any sum or sums of money, to charge, mortgage or otherwise encumber any or all of the undertakings, property, assets or business of the League (both present or future whatsoever and wheresoever situated) and to issue notes, bonds, debentures or any other securities whatsoever or give any other security or guarantee for any debt, liability or obligation of the League or of any other person, in each case in such manner and on such terms and conditions as the Directors in their absolute discretion think fit. Further, 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) amend, modify, add to, delete from or cancel any Rule at any time as it sees fit in a manner consistent with this Constitution or the Corporations Act.

- (c) Subject to the provisions of the Corporations Act, where a Director or other officer of the League becomes personally liable for the payment of a sum primarily due from the League, the Directors may execute or cause to be executed any mortgage, charge or other security over the whole or any part of the League's undertakings, property or assets (present or future), by way of indemnity to secure him against any loss in respect of that liability.
- (d) The powers of the Directors under this Constitution are subject to the following:
  - (1) the provisions of the Corporations Act;
  - (2) this Constitution;
  - (3) any Rules;
  - (4) any resolutions made by the League in a General Meeting; and
  - (5) any rules promulgated by the QRL, NRL or ARL from time to time,provided that no Rules or resolutions so made shall invalidate any prior act of the Directors that 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 think fit.

## 10.2 Delegation of powers

- (a) Without limiting the right to delegate any matters to a Committee pursuant to clause 10.3, the Directors may, by resolution or by power of attorney, delegate any of their powers to the Manager, any Officer 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.
- (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.

### 10.3 Delegation to Committees

- (a) Subject to the Corporations Act, the Directors may, by resolution, delegate any of their powers to Committees consisting of such persons as the Directors think fit (including Directors, individuals and consultants), and may, by resolution, vary or revoke any delegation. The chairperson of each Committee must be a member of the Board.

- (b) The Committees established by the Board are the:

- (1) Finance Committee;
- (2) Governance Committee;
- (3) Game Development Committee,

and the charters for these Committees are to be set out in the Corporate Governance Charter. These Committees may, from time to time and at the discretion of the Board by way of a simple resolution, be disbanded, supplemented by further Committees or have their names, powers or remit amended.

- (c) Members of any Committee may be removed or suspended if they fail to conform with their delegated authority.
- (d) Any Committee must, in the exercise of the powers delegated to it by the Board, conform to any rules and regulations that may be imposed on it by the Board and exercise the powers delegated in accordance with any directions of the Board. A power so exercised shall be taken to have been exercised by the Board.
- (e) The Committee may meet and adjourn as it thinks appropriate, questions arising at any Committee 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. The Committee chairperson will not have a casting vote.
- (f) 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 and, if not so determined, is two. Unless the Board determines otherwise, the quorum need only be present at the time when the meeting proceeds to business.
- (g) 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 are required by law to be made, entered and signed.
- (h) Recommendations of every Committee shall be made in accordance with the terms of reference of that Committee and the Corporate Governance Charter and shall be forwarded to the Board for ratification prior to implementation.

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#### 10.4 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.

#### 10.5 Appointment of Attorney

- (a) The Directors may appoint any person to be the League's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.
- (b) A power of attorney granted under clause 10.5(a) may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

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### 11 Proceedings of Directors

#### 11.1 Purpose and Convening of Meetings

- (a) The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) Meetings of Directors may be conducted by way of Virtual Meeting in accordance with clause 12.
- (c) A Director may, and the Secretary on the request of a Director must, convene a Directors' meeting.
- (d) Unless otherwise decided by the Directors, seven (7) days' notice of every meeting of the Board shall be given in accordance with clause 14 and the notice should include an agenda for the meeting.
- (e) 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.
- (f) 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.

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## 11.2 Election of Chairperson

- (a) The Directors may elect one of their number to be the Chairperson by a majority vote.
- (b) The Director elected to be Chairperson 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 or the Chairperson resigns as such or is removed.
- (c) The Chair may be removed by a resolution of the Directors, of which not less than 7 days' notice has been given to all the Directors.
- (d) The Chairperson will preside at meetings of the Directors, but if at the time of any meeting no Chairperson has been elected and is in office or, if at any meeting, the Chairperson is not present within fifteen minutes of the time appointed for holding such meeting or is unwilling to act, the Directors present must choose one of their number to be chairperson of that meeting.

## 11.3 Quorum

- (a) Subject to clause 11.3(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 at least 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.

## 11.4 Voting at Meetings

- (a) 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.
- (b) In the case of an equality of votes, the Chairperson does not have a casting vote in addition to his or her deliberative vote.

## 11.5 Circulating resolutions

- (a) Subject to the Corporations Act, a resolution in writing signed by all the Directors who are entitled to vote on the resolution and who are for the time being present is 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 each signed by one or more Directors and where the document is so signed, the document will constitute a minute of that meeting.

- (b) The meeting referred to in clause 11.5(a) will be deemed to have been held on the day on which the document was last signed by all the Directors entitled to vote or if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director entitled to vote for the time being. If a signed copy of the resolution is returned to the Secretary undated, the Secretary will fill in the date on which it was received, which will be deemed to have been signed on that day. If a signed copy of the resolution is returned to the Secretary undated, the Secretary will fill in the date on which it was received, which will be deemed to have been signed on that.
- (c) For the purposes of this clause 11.5:
  - (1) an electronic or other form of visible communication issued by a Director will be deemed to be signed and dated by such Director; and
  - (2) a reference to all the Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution or a reference to an alternate Director whose appointor has signed the document referred to in clause 10.2(a).

#### 11.6 Defect in appointment

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 or committee member are valid as if every notwithstanding that it is afterwards discovered that there was some defect in the appointment, election, qualification or continuance in office of any of such Directors, committee members or persons acting as aforesaid or that any of them were disqualified or had vacated office.

#### 11.7 Vacancy in office

In the event of a vacancy in the office of a Director, the remaining Director or Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, the remaining Director or Directors may act only for the purpose of increasing the number of Directors to that number or of convening a general meeting of the League but not for any other purpose.

#### 11.8 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 that interest or related party transaction.
- (b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director must absent themselves from discussion of that

matter or any related matter and shall not be entitled to vote in respect of that matter or any related 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.

#### 11.9 Minutes of meetings

- (a) The Directors must, in accordance with the Corporations Act, cause minutes to 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; and
  - (4) proceedings at all General Meetings.
- (b) The minutes must 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 of the meeting's proceedings.

## 12 Virtual Meetings

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### 12.1 Virtual Meeting

- (a) A General Meeting or a meeting of Directors may be held by means of a Virtual Meeting, provided that:
  - (1) the number of Members or Directors (as applicable) participating is at least 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 Virtual Meeting in so far as they are not inconsistent with the provisions of this clause 12.

### 12.2 Conduct of Virtual Meeting

The following provisions apply to a Virtual Meeting:

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- (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 in a sufficiently private location so as to not be able to be heard by others outside of the meeting, and enabled by the means of communication to 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 Virtual 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 Virtual Meeting unless that person has previously notified the Chairperson of leaving the meeting; and
  - (f) a minute of proceedings of a Virtual 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, with the approval of the Board, 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 the Manager in writing 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 on behalf of the Board are subject at all times to the control and direction of the Board.
- (f) The Board may delegate to the Manager the power (subject to such reservations on the power as are decided by the Board) to conduct the day-to-day management and

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control of the business and affairs of the League. The delegation will include the power and responsibility to:

- (1) establish and maintain the organisational structure and systems and procedures that will enable the League to carry out the Objects as directed by the Board and as set out in this Constitution;
  - (2) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Board and to implement them to the extent approved by the Board;
  - (3) manage the financial and other reporting mechanisms of the League;
  - (4) approve and incur expenditure subject to specified expenditure limits;
  - (5) sub-delegate his or her powers and responsibilities to employees or internal management committees of the League;
  - (6) meet the strategic goals of the League as determined from time to time by the Board; and
  - (7) any other powers and responsibilities that the Board consider appropriate to delegate to the Manager.
- (g) The Manager is entitled, subject to a determination otherwise by the Board, 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.

### 13.2 Secretary

- (a) The Board will appoint at least one Secretary of the League to carry out such customary duties of a company secretary as determined by the Board from time to time and the Board may at any time suspend or terminate any such appointment(s)
- (b) A Secretary holds office on the terms and conditions (including as to remuneration) as determined by the Board.

### 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 Board shall appoint a public officer of the League and may if determined by the Board 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.

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#### 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) Every document, agreement or deed to be executed by the League shall be signed 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 complied with clause 11.811.7.

#### 13.5 Accounts and Auditor

- (a) The Directors must ensure that the requirements of the Corporations Act with respect to financial reports, directors' reports and the audit and notification of accounts are complied with by the League.
- (b) If required by the Corporations Act, a properly qualified auditor must be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Act.
- (c) Any auditor so appointed is entitled to have access to all accounting records and other documents of the League.
- (d) The League may remove an auditor at a General Meeting held in accordance with the Corporations Act. At least two months' notice must be given by a Director to the Secretary of the intention to move a resolution to remove an auditor at a General Meeting. If notice of an intention to move a resolution to remove an auditor is received by the Secretary, the auditor must be given a copy of the notice as soon as possible. The notice must also inform the auditor that the auditor:
  - (1) may submit written representations to the League within seven days after receiving the notice and that the auditor may request the League to send a copy of the written representations to the Members before the resolution is put to a vote;
  - (2) may speak at the General Meeting or request that the written representations be read at the General Meeting at which the resolution is voted upon.
- (e) The notice of the General Meeting sent to Members must include the resolution to remove the auditor and, if required by the Corporations Act, nominate a new auditor to be appointed at the General Meeting



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### 13.6 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.

## 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; or
- (c) by email to the email address for the Member in the Register (if any or applicable) or, otherwise, the email 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; or
- (c) email, the earlier of when the sender's computer reports that the message has been delivered to the email address of the addressee or 30 minutes after sending the email unless within 30 minutes after sending the email the sender is sent an automated message that the email has not been delivered,

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.

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

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### **15.1 Indemnity**

- (a) To the extent permitted by law, the League shall indemnify, hold harmless and defend a person who is or has been an Officer of the League against:
- (1) liability incurred by the person as an Officer of the League or of a related body corporate of the League; and
  - (2) 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.
- (b) An Officer is not entitled to be indemnified out of the assets of the Company for a liability:
- (1) that arises out of conduct involving a lack of good faith;
  - (2) where the liability is to the League or a related body corporate;
  - (3) where the liability is for a pecuniary penalty order or compensation order under the Corporations Act; or
  - (4) in connection with legal costs in circumstances in which the Corporations Act prohibits such an indemnity.

### **15.2 Liability as between Officers**

Subject to the provisions of the Corporations Act, an Officer is not liable for the negligence, default or breach of duty of any other Officer except to the extent of the Officer's own negligence, default or breach of duty.

### **15.3 Indemnity against all Liabilities**

Subject to the other provisions of this clause 15, every Officer is entitled to be indemnified by the League against all liabilities whatsoever which the Officer may from time to time undertake as agent for the League or for its benefit or intended benefit.

### **15.4 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.

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## 16 Winding up and Members Guarantee

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### 16.1 Contributions of Members

If the League is wound up (or suffers an analogous Insolvency event) and the property of the League is insufficient to satisfy payment of:

- (a) all debts and liabilities of the League; and
- (b) the costs, charges and expenses of the Insolvency-related procedures,

(such debts and liabilities, costs, charges and liabilities being collectively **League Liabilities**), each person who is a Voting Member, and each person who has been a Voting Member in the twelve months preceding the date of the commencement of the winding up (or an analogous Insolvency event) of the League, is liable to contribute to the property of the League an amount up to a maximum of ten dollars (\$10.00) in satisfaction of the League Liabilities.

### 16.2 Excess property

If the League is wound up (or suffers an analogous Insolvency event) and League property and assets remain after satisfaction of the League Liabilities, then that property must be given or transferred to some other institution or institutions having objects similar to the objects of the League and whose constitution prohibits the distribution of its income and property among members to an extent at least as great as is imposed under this Constitution.

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## 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 competitions 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 the 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 are Voting Members.
- (d)      League Members' voting rights are as follows:
  - (1)      if a League Member is a Club that 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;
  - (2)      if a League Member is a Club that 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 in addition to any vote provided under paragraph (1) above;
  - (3)      if a League Member is a Club that fields at least one senior team in the premier A grade competition (howsoever named) organised by the League, which, at the date this Constitution is adopted, is known as the BRL Premier A Grade competition, that League Member will have the right to cast one vote at General Meetings 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 will have the right to cast one vote at General Meetings.

### 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 will endeavour, so far as they are able, to aid the League in the attainment of the 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 are not Voting Members and do not have the right to receive notices of General Meetings, but may attend General Meetings.

### **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.
- (b) 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 for its consideration, which will 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 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.
- (c) Life Members are not Voting Members and no membership fees are payable in respect of such membership.
- (d) Any previous life members of Greater Brisbane Junior Rugby League Inc. or Brisbane Second Division Rugby League Incorporated prior to the amalgamation of those two parties under the auspices of the League will continue as Life Members of the League.