



Constitution of

Queensland Rugby Football League Limited

ACN 009 878 013

*"Corporations Act"
A Company limited by guarantee*

Revision Date: 10 October 2016

The previous Constitution formerly was part of the Queensland Rugby League Rules and Regulations. However the new Constitution is now a separate document that was adopted by special resolution by members of the Queensland Rugby League at QRL EGM held 08.11.13.



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1. Introduction

1.1 Definitions

In this Constitution, unless a contrary intention appears:

Agenda means the Agenda to be adopted by the Board of Directors of the QRL at each Annual General Meeting as set out in clause 6.1(a) of this Constitution.

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

Annual General Meeting means the Meeting held by the QRL in accordance with clause 6.1.

ASIC means the Australian Securities and Investments Commission.

Audit Committee means the Committee established under clause 8.6(a) of this Constitution.

Auditor means the auditor of the QRL's financial accounts appointed pursuant to clause 9.6 of this Constitution.

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.

Board of Delegates means a Committee of Persons to whom the Board of Directors of the QRL, has delegated specific powers to represent and administer the affairs of a Division or a Local League in accordance with clause 8.1 of this Constitution.

Board of Directors means the whole or any number of the Directors of the QRL 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 QRL and **Board** will have a corresponding meaning.

Chairperson means the person elected as the Chairperson of the Board of Directors in accordance with clause 7.2(a).

Club means a Rugby League Football Club or multi-sport club established or recognised by the QRL for participation in one or more Local Leagues.

Code of Conduct means the code of ethics and behaviour (if any) required of Officials, players and participants in the Game as determined in writing from time to time by the Board of Directors in the Rules.

Common Seal means the Common Seal of the QRL.

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

Corporations Act means the *Corporations Act 2001 (Cth)* and/or any statutory modification amendment or re-enactment for the time being in force or any later Act relating to companies and for the time being in force in lieu thereof in the place of incorporation of the QRL and a reference to a particular provision of the Corporations Act is a reference to that provision as so modified, amended or re-enacted or contained in any such later Act.

CRL means Country Rugby League Incorporated ABN 55 953 246 709.

Director means any person acting as a Director of the QRL pursuant to the provisions of this Constitution.

Division means a division of the QRL as determined by the Board of Directors in accordance with clause 8.1 of this Constitution.

Division Alternate means person appointed as the alternate to the chairperson of the Division and referred to in clause 7.2(b)(2) of this Constitution.

Division Chairperson means the person appointed of the chairperson of the Division by the relevant Division in accordance with the Rules and referred to in clause 7.2(b)(2) of this Constitution.

Eligible Person means a person who can demonstrate, to the satisfaction of the Board that they have the ability and capacity to make a meaningful and constructive contribution to the QRL that is consistent with the Objects set out in the Constitution of the QRL.

Financial Benefit has the meaning that term is given in clause 7.14 of this Constitution.

Financial Year means the period commencing on 1 November in any given year and concluding on 31 October of the subsequent year.

Game means the organisation, administration of and participation in 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.

Independent Directors means an Independent Director of the QRL appointed pursuant to clause 7.2(d) of this Constitution.

Insolvency Event means in relation to any Member or Director (as the context requires or permits):

- (a) in the case of a natural person, if;
 - (1) that person commits any act of bankruptcy;
 - (2) enters into an assignment for the benefit of creditors;
 - (3) is unable to pay his or her debts when due; or
 - (4) any application has been made to declare that Member or Director bankrupt; and
- (b) in any other case if:
 - (1) an application is made or an effective resolution is passed for the winding up or dissolution of the Member;
 - (2) a receiver, receiver and manager, liquidator, provisional liquidator, official manager or administrator is appointed or proposed to be appointed to the Member;
 - (3) if the Member is struck off the register pursuant to Chapter 5A of the Corporation Act or a notice is published pursuant to Section 601AB of the Corporations Act.
 - (4) the Member convenes a meeting of its creditors or proposes or enters into any scheme of arrangement or composition for the benefit of its creditors; or
 - (5) the Member is unable to pay its debts when due.

Local Leagues means the bodies created under the auspices of a Division having authority over the conduct of the Game within a defined geographical area or over categories of persons or Clubs participating in Rugby League Football as may be defined by the relevant Division.

Managing Director means the person appointed pursuant to clause 7.2(c).

Meeting means a duly constituted meeting of Members and being either:

- (a) an annual general meeting; or
- (b) a general meeting,

and a reference to **Meetings** has a corresponding meaning.

Member means a natural person, body corporate or incorporated association admitted to membership of the QRL in accordance with clause 4.

New Members Agreement means an agreement to be executed by prospective Members as a precondition to membership of the QRL in a form approved by the Directors from time to time.

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

NSWRL means New South Wales Rugby League Limited ABN 11 002 704 761.

Objects means the objects of the QRL as set out in clause 3.2 of this Constitution

Office means the registered office for the time being of the QRL.

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

Official means and includes both paid and voluntary administrators or other duly authorised delegates or persons under the control of the QRL who are either directly or indirectly involved in the Game.

Person and words importing "persons" includes natural person, partnerships, associations (whether incorporated or not), corporations and registrable Australian body's corporate.

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 Team means a Team selected to represent their Local League, Division, State, National and/or Academy Team under the auspices of the QRL.

Rules means the Rules of the QRL, approved and adopted from time to time by the Board of Directors of the QRL pursuant to clause 7.11(b) of this Constitution.

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

Special Resolution means a resolution approved by at least 75% of the total number of votes cast by all eligible persons entitled to vote on the resolution.

State of Origin means the annual State of Origin Rugby League Football Series between New South Wales and Queensland.

Statewide Competition means the annual Rugby League Football competition conducted Queensland wide and run by or with the authority of or under the direct or indirect control of the QRL or any entity operating under the QRL's authority.

Statewide Competition Alternate means a person nominated by the Statewide Competition Clubs to be the alternate to the Statewide Competition Clubs' Director as referred to in clause 7.2(e).

Statewide Competition Club means a Club which is affiliated with the QRL and which has been accepted by the QRL to play in the Statewide Competition.

Statewide Competition Clubs' Director means a person nominated by the Statewide Competition Clubs to be a Director of the QRL and who is appointed in that position pursuant to clause 7.2(e).

In Writing or Written means printing, typewriting and all other means of representing or reproducing words in visible form.

1.2 Interpretation

Headings are for convenience only and do not affect interpretations. The following rules of interpretation apply unless the context requires otherwise.

- (a) A **gender** includes all genders.
- (b) The **singular** includes the plural and conversely.
- (c) Where a **word** or **phrase** is defined, its other grammatical forms have corresponding meanings.
- (d) Unless the contrary intention appears, a reference in this Constitution to a clause, subclause, paragraph, schedule or attachment is a reference to a clause, subclause, paragraph or schedule or attachment to this Constitution and a reference to this Constitution includes any schedule or attachment.
- (e) A reference to any **legislation** or to any **provision** of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- (f) Except in so far as a contrary intention appears in this Constitution, an expression has, in a provision of this Constitution which relates to a particular provision of the law, the same meaning as in that provision of the law.
- (g) A mention of anything after **include, includes** or **including** does not limit what else might be included.

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 that day or it will be considered to have been done on the following day.

1.4 Registered Office

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

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2. Preliminary Matters

2.1 Replaceable Rules

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 QRL.

2.2 Actions Authorised under the law

- (a) The QRL shall have power under this provision to perform any action in any case where the Corporations Act confers that power on any company, if that power is comprised in its constituent documents, despite any other provision of this Constitution.
- (b) The rules of the QRL specified in the provisions of this Constitution shall apply subject to and in compliance with any mandatory provision of the Corporations Act.
- (c) Any mandatory provision of the Corporations Act shall be incorporated into, and apply instead of any provision of this Constitution, in the event of any conflict.

3. Name and Objects

3.1 Name

The name of the company is "Queensland Rugby Football League Limited".

3.2 Objects

The primary objects of the QRL are to:

- (a) be the single controlling body and administrator of the Game;
- (b) foster, develop, extend, govern and control directly and indirectly the Game from junior and school division to elite levels;
- (c) regulate and govern all organisations, administrators, officials, players and spectators in their pursuit of and association with rugby league football throughout Queensland;
- (d) decide upon and deal with and give such rulings and decisions and make such orders as the QRL shall think fit in relation to all aspects of the administration and control of rugby league football in Queensland including but not limited to:
 - (1) developing, administering and amending the Code of Conduct in relation to Officials, players and participants from time to time;
 - (2) providing for Statewide Competitions, Divisions, Local Leagues and like bodies established by or under the control of the QRL throughout Queensland including the establishment and operation of Clubs and competitions;
 - (3) providing for and governing Officials, referees and players of rugby league football;
 - (4) regulating and reviewing where required and otherwise providing direction and support in financial management and budgetary control of affiliates of the QRL;
 - (5) regulating and reviewing contracts and clearances for players as determined by the Board in its absolute discretion from time to time;

- (6) providing direction and support and where necessary discipline to Officials, referees and players and any other Persons involved in the Game; and
- (7) such other matters whether of like nature or not as the QRL may think necessary or expedient in the interests of the Game;
- (e) liaise with and delegate appropriate functions to the Divisions and Local Leagues and other administrative bodies as determined by the QRL from time to time;
- (f) organise, foster and conduct the selection and management of all State of Origin teams representing Queensland;
- (g) organise, foster and conduct the Statewide Competitions, Representative Teams and representative programs;
- (h) liaise with and delegate appropriate functions to deal with other governing bodies of the Game including the ARL Commission, NRL, NSWRL and CRL;
- (i) adopt, undertake and put into effect any delegated authority provided by the ARL Commission from time to time;
- (j) 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 community in Queensland;
- (k) promote and encourage either directly or indirectly sport and recreation, particularly rugby league football, in the interests of the social welfare of all Persons;
- (l) confer such life memberships of the QRL as the Board of Directors of the QRL may from time to time determine in accordance with this Constitution provided that any such life membership shall be honorary only and shall not afford any rights or responsibilities on such members and in particular shall not confer any voting rights at duly convened meetings of the QRL;
- (m) act in the best interest of the Game; and
- (n) do all such acts and things as are incidental or subsidiary to all or any of the above objects.

3.3 Exercise of power

The QRL can only exercise its powers to:

- (a) carry out the Objects of the QRL set out in clause 3.2 of this Constitution; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 3.2 of this Constitution.

3.4 Application of income and property

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

4. Membership

4.1 General

- (a) Subject to the provisions of this Constitution the number of Members of the QRL shall be unlimited.
- (b) An application for membership of the QRL can only be made by current Directors of the QRL.
- (c) A person who becomes a Member of the QRL agrees to comply with provisions of this Constitution and any Rules which are made thereunder.

4.2 Transfer of Membership

No transfer of membership shall be permitted.

4.3 Form of Application

An application for membership must be:

- (a) in writing in a form approved by the Directors and maintained by the Secretary;
- (b) signed by the applicant; and
- (c) accompanied by any other documents or evidence as to the qualifications for membership which the Directors may require.

4.4 Application

The application form must, where necessary, be accompanied by a New Members Agreement executed by the applicant.

4.5 Admission of Members

Every application for membership of the QRL shall be submitted to the Board which may approve or refuse such application without assigning any reason therefore. 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.

4.6 Register of Members

- (a) The QRL must record in the Register:
 - (1) the full names of all Members;
 - (2) the date of admission to and cessation of membership of all Members;
 - (3) the street address and electronic mail address, (if any), of the Members; and
 - (4) 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 name, street address, or electronic address, if any, within seven (7) Business Days after the change.
- (c) The QRL must keep the Register at the Office and must keep a copy thereof at such other places as the Board may from time to time approve.

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4.7 Members rights, privileges and duties

- (a) All Members shall, so far as they are able, take part in the activities of the QRL and shall use their best endeavours to aid the QRL in the attainment of its Objects from time to time.
- (b) All Members shall take all and any necessary steps to ensure that resolutions of the Board of the QRL are carried out and observed by them.
- (c) All eligible Members shall have the right to:
 - (1) Attend and vote at Meetings of QRL; and
 - (2) Exercise such other rights as are granted under the Constitution or by law.

4.8 Cessation of Membership

- (a) Any Member may resign from the QRL by giving the Secretary notice in writing to that effect. Such resignation shall take effect at the expiration of one month from the date of receipt of that notice or such other shorter period of time as the Board may determine.
- (b) The Board may, by Special Resolution, and in addition to any other right it may exercise under this Constitution, resolve to censure, suspend or expel any Member who has been censured, suspended or expelled in his or her capacity as a Director of the QRL pursuant to the provisions of clause 7.3(b).
- (c) In the event that the Member referred to in clause 4.8(b) above fails or refuses to accept the decision of the Board then the Chairperson of the Board is hereby appointed to execute a resignation notice in the Members name and on his or her behalf and deliver it to the Secretary for immediate action to remove that Members name from the Register.

5. Liabilities of Members

The liability of each Member is limited as herein set out provided that every Member of the QRL undertakes to contribute to the assets of the QRL in the event of its being wound up while the Member is a Member or within one year afterwards, for the payment of the debts and liabilities of the QRL contracted before the Member ceases to be a Member and the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst Members, such amount as may be required not exceeding \$20.00.

6. Meetings of the QRL

6.1 Annual General Meetings

- (a) An Annual General Meeting of the QRL shall be held on a business day agreed by the majority of the Directors in the month of January each year and otherwise in accordance with the provisions of the Corporations Act provided that, where circumstances require, the Board may resolve to hold the Annual General Meeting at a later date subject to the provisions of the Corporations Act.
- (b) Unless the Board determines otherwise by Special Resolution, it shall adopt the following Agenda for each Annual General Meeting held by the QRL:-
 - (1) To receive reports from the Board of Directors relating to the preceding Financial Year;
 - (2) To receive and consider the financial statements of the QRL for the preceding Financial Year;

- (3) To receive and consider the report of the Auditors;
- (4) To appoint the Audit Committee pursuant to clause 8.6 of this Constitution;
- (5) To appoint Auditors as and when required by the Corporations Act and fix their term of appointment and remuneration;
- (6) To accept and endorse the appointment of each of the Division Chairpersons and their Division Alternates in accordance with the provisions of clause 7.2(b) of this Constitution;
- (7) To accept and endorse the appointment of each of the Independent Directors in accordance with clause 7.2(d) of this Constitution;
- (8) To accept and endorse the appointment of the Statewide Competition Clubs' Director and the Statewide Competition Alternate in accordance with clause 7.2(e) of this Constitution;
- (9) To appoint the chairperson of the Board of Directors of the QRL in accordance with clause 7.2(a) of this Constitution;
- (10) To receive and consider the report of the remuneration committee in accordance with clause 7.6(a) of this Constitution; and
- (11) To consider any other business raised by the Directors as general business.

6.2 General Meetings

- (a) The Directors shall convene a Meeting of the QRL:
 - (1) on the requisition of a Director;
 - (2) on the requisition of such other person as shall be entitled to requisition such Meeting under the Corporations Act; or
 - (3) upon the Board so resolving by simple majority,and the Directors shall comply with the following provisions of this clause 6.2 with respect to the convening of such Meetings.
- (b) Subject to the provisions of the Corporations Act relating to special resolutions, special notice and agreements for shorter notice, twenty one (21) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of the Meeting and the general nature of the business to be transacted at the Meeting shall be given to such persons as are entitled to receive such notices from the QRL pursuant to this Constitution or under the Corporations Act.
- (c) The accidental omission to give the notice required by this Constitution to any of the members or the non-receipt of such notice by any member shall not invalidate any resolution passed at a Meeting or adjournment.
- (d) If the Directors do not, within twenty one (21) days after the date of the submission of a requisition pursuant to clause 6.2(a)(2) of this Constitution proceed to convene a Meeting, the requisitioning Member may convene a Meeting to be held not later than two (2) months after the date of submission of the requisition.

- (e) The Board may postpone or cancel by notice in writing to all Members a Meeting convened by the Board, except that a Meeting convened on the requisition of a Member or Members shall not be postponed or cancelled without their consent.
- (f) A Meeting of Members may proceed with either the Members attending in person or by electronic device, provided that at all times the Members shall be able to hear and may be heard by all other Members at the Meeting, for the dispatch of business to be transacted at the Meeting.
- (g) Where the Members are not all in attendance at one place and are holding a Meeting using an electronic device and each Member can hear and be heard by all other Members at the Meeting;
 - (1) The participating Members shall, for the purposes of every provision of this Constitution concerning Meetings of Members, be taken to have assembled together at a Meeting and be present at that Meeting; and
 - (2) All proceedings of those Members conducted in that manner shall be as valid and effective as if conducted at a Meeting at which all of them were present.

6.3 Quorum at Meetings

- (a) No business shall be transacted at any Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business.
- (b) A quorum for a Meeting shall be Members present representing not less than 50% of the total number of Members of the QRL entitled to attend and vote on any item of business included in the notice of that Meeting.
- (c) For the purpose of determining whether a quorum is present, a person attending as a Division Alternate in accordance with clause 7.2(b)(5) of this Constitution or the State-wide Competition Alternate in accordance with clause 7.2(e)(4) shall be counted as a Member and the rights and entitlements of that Member pursuant to that clause shall apply.
- (d) If a quorum is not present within half an hour or such other time as the chairperson of the Meeting may determine, then:
 - (1) that Meeting shall stand adjourned to such day, and at such time and place, as the chairperson determines, or if no such determination is made, to the same day in the next week at the same time and place; and
 - (2) if at the adjourned Meeting a quorum of the Members entitled to attend and vote is not present within half an hour from the time appointed for the Meeting, the Meeting shall proceed with those Members in attendance comprising a quorum.

6.4 Chairperson at Meetings

- (a) Subject to the provisions of this Constitution, the chairperson appointed under clause 7.2(a) of this Constitution shall be entitled to preside as chairperson at any and all Meetings at his or her absolute discretion.
- (b) If the chairperson is not present within fifteen (15) minutes after the time appointed for the holding of the Meeting or is unwilling to act or if there is not a chairperson, the Members present shall elect one of their number to be chairperson of the Meeting.
- (c) Unless otherwise provided in this Constitution, the form, conduct and procedure of any Meeting shall be at the sole discretion and under the control of the chairperson, who shall at all times exercise his or her discretion so as to ensure the Meeting is conducted in a fair and proper

manner, and that every Member present and entitled to do so has a reasonable opportunity to put forward their views.

6.5 Adjournments of Meetings

- (a) The chairperson may with the consent by a simple majority of any Meeting at which a quorum is present, and shall if so directed by the Meeting, adjourn the Meeting from time to time and from place to place, but no business shall be transacted of which due notice has not been given at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
- (b) When a Meeting is adjourned for fourteen (14) Business Days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting.
- (c) 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 Meeting.

6.6 Voting rights of Members

- (a) Only those Members who are Directors shall be entitled to vote at Meetings.
- (b) A 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 Member present and entitled to vote has one vote.
- (c) Except where otherwise provided by the Corporations Act or this Constitution, every question to be decided by any meeting shall be decided by a majority on a show of hands by persons present who are 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 of the meeting, or demanded in the manner provided in clause 6.8 of this Constitution.
- (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 QRL'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.

6.7 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 meeting will not have a casting vote in addition to any vote to which the chairperson may be entitled.

6.8 Procedure for polls

- (a) A poll when requested shall be taken in the manner and at the time the chairperson directs. Subject to this Constitution, a poll may be demanded by:
 - (1) the chairperson, at any time; or

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- (2) not less than five (5) members having the right to vote on the resolution present in person.
- (b) The result of the poll shall be a resolution of the meeting at which the poll was requested.
- (c) 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.

6.9 Special Majority Resolutions

- (a) This Constitution may not be varied, amended or replaced unless approved by a Special Resolution of Members entitled to attend and vote on the Special Resolution.
- (b) Despite anything else in this Constitution the QRL must not give a Financial Benefit to a Member that would require Member approval under the Corporations Act unless such benefit has been approved by a Special Resolution.

7. The Board of Directors

7.1 Constitution of the Board

- (a) The Members may from time to time by Special Resolution increase or reduce the number of Directors.
- (b) Unless and until otherwise resolved, the number of Directors shall not be less than 3 nor more than 9.
- (c) Subject to a Special Resolution of the Members in accordance with clause 7.1(a) of this Constitution, the Board of Directors of the QRL shall be comprised of: -
 - (1) The Chairperson;
 - (2) The Division Chairpersons;
 - (3) The Managing Director;
 - (4) Three (3) Independent Directors;
 - (5) The Statewide Competition Clubs' Director.

7.2 Election of Directors

- (a) Chairperson
 - (1) At:
 - (A) the next Annual General Meeting of the QRL convened after the adoption of this Constitution;
 - (B) the Annual General Meeting of the QRL where the term of the Chairperson's appointment is to expire; and
 - (C) the next Annual General Meeting of the QRL convened after a vacancy in the position of Chairperson,

a Chairperson of the Board of Directors shall be elected by the Members for a term of three (3) years.

- (2) Subject to early removal or retirement as provided for in this Constitution, a Chairperson whose term of office expires in accordance with clause 7.2(a)(1) above shall be eligible for re-election and shall not require nomination by another Director. A retiring Chairperson whether seeking re-election or not shall not be entitled to cast a vote on the election of the position of Chairperson.
 - (3) Any candidate, other than a retiring Chairperson, standing for election as Chairperson shall require the nomination of one of the Directors of the Board. Such nomination shall be lodged in writing in the prescribed form with the Secretary no later than seven (7) days prior to the Annual General Meeting.
 - (4) The resolution for the appointment of Chairperson of the Board shall occur in accordance with the Agenda set out in clause 6.1 of this Constitution and the new Chairperson shall take the Chair immediately after appointment to the position.
 - (5) A Director, who is nominated for the position of Chairperson of the Board, shall not be entitled to vote on the appointment to this position.
 - (6) Where a Division Chairperson has been nominated for election as the Chairperson then the Division Alternate of that Division shall be entitled to attend and vote on the appointment of Chairperson of the Board.
 - (7) Where a Division Chairperson is appointed to the position of Chairperson of the Board then the Division Alternate of that Division shall fill the casual vacancy on the Board of Directors of the QRL arising until a new Division Chairperson of that Division is duly elected.
 - (8) Where the provisions of clause 7.2(a)(7) above apply, the relevant Division shall convene a meeting within two (2) months of the Annual General Meeting of the QRL, for purposes of appointing a new Division Chairperson.
- (b) Division Chairpersons
- (1) At the next Annual General Meeting of the respective Divisions, convened in accordance with the Rules and after the adoption of the amendments to this Constitution relating to the term of appointment of Division Chairpersons and their Division Alternates:
 - (A) a Chairperson of the Division (**the Division Chairperson**); and
 - (B) an alternate (**the Division Alternate**),shall be elected to represent that Division.
 - (2) The Division Chairperson and Division Alternate must each be a member of the respective Division's Board of Delegates and must not hold any position with any football club competing in either the NRL Competition or Statewide Competition.
 - (3) Written notification of the appointment of each such Division Chairperson and their Division Alternate shall be provided to the Secretary and tabled at the next Annual General Meeting of the QRL after the election of the relevant Division Chairperson and Division Alternate.
 - (4) Subject to the necessary consent of the person each Division Chairperson elected pursuant to clause 7.2(b)(1) above shall be automatically appointed a Director of the Board of the QRL and shall assume office at the Annual General Meeting of the QRL referred to in clause 7.2(b)(3).

- (5) Whether by way of absence, illness or for any other reason a Division Chairperson (**the Affected Division Chairperson**) is unable or unwilling to attend at:
- (A) any meeting of the Board of Directors of the QRL; or
 - (B) any meeting of the Members of the QRL; and
 - (C) the Affected Division Chairperson provides at least 48 hours notice to the Board of Directors, without limiting any rights of the Affected Division Chairperson (as a Member) provided by the Corporations Act, the Division Alternate for the Division of the Affected Division Chairperson shall be entitled to:
 - (D) receive notice of the meeting of the Board of Directors or Meeting of the Members (as the case may be) that the Affected Division Chairperson will miss (**the Relevant Meeting**); and
 - (E) attend and vote at the Relevant Meeting, provided that the Affected Division Chairperson is not present at the Relevant Meeting. At the Relevant Meeting the Division Alternate is entitled to exercise all the powers and perform all the duties of the Affected Division Chairperson insofar as the Affected Division Chairperson has not exercised or performed them.
- (6) Subject to early removal or retirement of the Division Chairperson as provided for in this Constitution or the Rules of the Division, the term of the Division Chairperson and their Division Alternates' appointment will be as follows:
- (A) for any Division Chairperson and Division Alternate who were appointed at the first Annual General Meeting of the QRL convened after the adoption of amendments to this Constitution relating to the term of appointment of Division Chairpersons and their Division Alternates' will be:
 - (i) for the longest serving Division Chairperson and Division Alternate, a term of one (1) year;
 - (ii) for the second longest serving Division Chairperson and Division Alternate, a term of two (2) years; and
 - (iii) for the Division Chairperson and Division Alternate who has served the least number of years on the Board of the QRL, a term of three (3) years.
 - (B) in all other circumstances, a Division Chairperson and their Division Alternate shall be appointed for a term of three (3) years from the date of appointment.
- (7) If a Division Chairperson is removed or retires from Board of Directors of the QRL, the Division Chairperson must also cease to be the Chairperson of the relevant Division.
- (c) Managing Director
- (1) The Board of Directors shall appoint a Managing Director on those terms and conditions (including the period of such appointment) as may be determined by the Board from time to time.
 - (2) The Managing Director so appointed shall become a member of the Board of Directors at the time of appointment and shall continue in office until the termination of such appointment.

- (3) The Managing Director shall be entitled to vote at all meetings of the Board of Directors including the Annual General Meeting.
 - (4) The Board of Directors may by Special Resolution remove the Managing Director and appoint a replacement.
 - (5) A person ceases to be the Managing Director if they cease to be a Director.
 - (6) A person ceases to be the Managing Director if they cease to be a Director.
- (d) Independent Directors
- (1) At least two months prior to:
 - (A) the next Annual General Meeting of the QRL convened after the adoption of this Constitution;
 - (B) the Annual General Meeting of the QRL where the term of an Independent Director's appointment is to expire; and
 - (C) the next Annual General Meeting after there is any vacancies in the position of Independent Director,

the Secretary shall call for nominations in the prescribed form for the appointment of the number of Independent Directors necessary so that there are three (3) Independent Directors on the Board of the QRL.
 - (2) Any applicant for the position of Independent Director must provide a schedule of potential conflicting interests with the QRL, the ARL Commission and the NRL (**Conflict Schedule**).
 - (3) All nominations received by the Secretary shall be considered by a committee comprising the Chairperson and two (2) Directors of the Board selected by a simple majority of the Board. The recommendations of that committee shall be tabled at the next Board meeting before the relevant Annual General Meeting referred to in clause 7.2(d)(1) 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 consider that a prospective appointee has a potential material conflicting interest then that person must not be appointed as an Independent Director.
 - (4) The applications approved by the Board of Directors in accordance with clause 7.2(d)(3) are to be present to the relevant Annual General Meeting referred to in clause 7.2(d)(1) for adoption by simple majority of Members.
 - (5) At the first Annual General Meeting of the QRL convened after the adoption of this Constitution, all of the Independent Directors shall retire from office (**Initial Independent Directors**).
 - (6) Subject to early removal or retirement as provided for in this Constitution, the term of an Independent Director's appointment will be as follows:
 - (A) for any Initial Independent Directors who are appointment at the first Annual General Meeting of the QRL convened after the adoption of this Constitution, the term of their appointment will be:

- (i) for the longest serving Initial Independent Director, a term of one (1) year;
 - (ii) for the second longest serving Initial Independent Director, a term of two (2) years; and
 - (iii) for the Initial Independent Director who has served the least number of years on the Board of the QRL, a term of three (3) years;
 - (B) in all other circumstances, an Independent Director shall be appointed for a term of three (3) years.
- (7) For any Independent Director that is required to retire in accordance with clauses 7.2(d)(5) and 7.2(d)(6):
 - (A) that Director shall retain office until his or her successor is elected at the next Annual General Meeting; and
 - (B) that Director shall be eligible for re-election and is to be counted as a Member for the purpose of determining a quorum at the Annual General Meeting referred to in clause 7.2(d)(1) until the resolution for the re-election of the Director is heard where that Director will not form part of the quorum or be entitled to vote on his or her re-election.
- (e) Statewide Competition Clubs' Director
 - (1) No less than seven (7) days prior to:
 - (A) the next Annual General Meeting of the QRL convened after the adoption of this Constitution; and
 - (B) the next Annual General Meeting after there is any vacancies in the position of Statewide Competition Clubs' Director,

the Secretary of the QRL shall call for a nomination in the prescribed form from the Chairpersons of the Statewide Competition Clubs for:

 - (C) a Statewide Competition Clubs' Director;
 - (D) an alternate (**the Statewide Competition Alternate**),

to represent the Statewide Competition Clubs.
 - (2) The Statewide Competition Clubs' Director and the Statewide Competition Alternate must not be employed by or receive any remuneration from any Statewide Competition Club.
 - (3) Subject to the necessary consent of the person, the nominated Statewide Competition Clubs' Director shall assume office as a Director of the Board of the QRL with effect from the next Annual General Meeting after their nomination is received and subject to early removal or retirement as provided by this Constitution shall continue in office for a term of three (3) years from the date of appointment. Each appointment shall be for a term of three (3) years.
 - (4) Whether by way of absence, illness or for any other reason the Statewide Competition Clubs' Director is unable and unwilling to attend at:

- (A) any meeting of the Board of Directors of the QRL; or
- (B) any Member of the Members of the QRL; and
- (C) the Statewide Competition Clubs' Director provides at least 48 hours notice to the Board of Directors,

without limiting any rights of the Statewide Competition Clubs' Director (as a Member) provided by the Corporations Act, the Statewide Competition Alternate shall be entitled to:

- (D) receive notice of the meeting of the Board of Directors or Meeting of the Members (as the case may be) that the Statewide Competition Clubs' Director will miss (**the Relevant Meeting**); and
- (E) attend and vote at the Relevant Meeting,

provided that the Statewide Competition Clubs' Director is not present at the Relevant Meeting. At the Relevant Meeting the Statewide Competition Alternate is entitled to exercise all the powers and perform all the duties of the Statewide Competition Clubs' Director insofar as the Statewide Competition Clubs' Director has not exercised or performed them.

7.3 Vacation of office of Director

- (a) Any Director may resign from the QRL by giving the Secretary notice in writing to that effect. Such resignation shall take 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.
- (b) The Board may, by Special Resolution, and in addition to any other right it may exercise under this Constitution, resolve to censure, suspend or expel any Director upon being satisfied that the Director has:
 - (1) ceased to be a Director by virtue of the Corporations Act;
 - (2) become prohibited from being a Director by reason of any other order made under the Corporations Act;
 - (3) engaged in any serious misconduct;
 - (4) engaged in acts or omissions materially injurious to the QRL;
 - (5) in the reasonable opinion of a majority of the Board acted in a manner that is contrary to the interests of the QRL;
 - (6) failed to comply with a material provision of the Constitution, the Rules or the Code of Conduct;
 - (7) has become insane;
 - (8) if the Director ceases to be a Member;
 - (9) suffered an Insolvency Event; or
 - (10) is absent without the consent of the Board for three (3) consecutive meetings of the Board.

- (c) Prior to consideration of any Special Resolution referred to in clause 7.3(b) above, the Secretary shall give not less than fourteen (14) days' written notice to the relevant Director specifying the following:
- (1) The alleged circumstances upon which the Board seeks to rely;
 - (2) The date, time and place at which the Board will give consideration to the matter;
 - (3) That the Director shall be given an adequate opportunity by the Board to be heard on the matter;
 - (4) That on the application of the Director the Board may (in its absolute discretion) permit the Director to be legally represented; and
 - (5) That the Board may in its absolute discretion defer for a period determined by the Board, the operation of any resolution to suspend or expel a Director under clause 7.3(b) above on such terms and conditions as it sees fit and may rescind any such resolution prior to the expiry of any deferral period on such terms and conditions as the Board sees fit.
- (d) In the event that the Director fails or refuses to comply with the decision of the Board then that Director must resign as a Director of the QRL. If the Director fails to do so then the Chairperson of the Board is hereby appointed to execute a resignation notice in the Directors name and on his or her behalf deliver same to the Secretary who shall take all necessary action to immediately remove that person as a Director and Member of the QRL.
- (e) Where the Director referred to in clause 7.3(d) above is:
- (1) a duly elected Division Chairperson, then Division Alternate for the relevant Division shall fill the position on a casual basis until the next Annual General Meeting of the QRL;
 - (2) the duly elected Statewide Competition Clubs Director, then the Statewide Competition Alternate shall fill the position on a casual basis until the next Annual General Meeting of the QRL;
 - (3) the Chairperson, Managing Director or Independent Director then the provisions of clause 7.4 relating to casual vacancies shall apply.
- (f) If a Division Alternate is appointed to fill the position of Director on a casual basis in accordance with clause 7.3(e), then an election shall be called by the relevant Division to fill the position of Division Alternate on a casual basis until the next Annual General Meeting of the relevant Division.
- (g) If the Statewide Competition Alternate is appointed to fill the position of Director on a casual basis in accordance with clause 7.3(e), then an election shall be called by the Statewide Competition Clubs to fill the position of Statewide Competition Alternate on a casual basis until the next Annual General Meeting of the Statewide Competition Clubs.
- (h) A Director who is removed from office in accordance with this clause 7.3 shall immediately resign as a Member of the QRL. If the person fails to do so then the Chairperson of the Board is hereby appointed to execute a resignation notice in the persons name and on his or her behalf deliver same to the Secretary who shall take all necessary action to immediately remove that person as a Member of the QRL.

7.4 Casual Vacancies

Subject to this clause 7, the Board of Directors shall have the power to appoint an individual to fill a casual vacancy in respect of a Director of the QRL. Such appointment must be made with two (2) months of the

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casual vacancy arising and a person so appointed shall hold office from the date of his or her appointment until the next Annual General Meeting of the QRL.

7.5 Qualification of Directors

- (a) Every Director shall be a natural person.
- (b) Every Director must be a Member of the QRL or must become a Member of the QRL within one month of their appointment as a Director.

7.6 Remuneration of Directors

- (a) The Directors shall be paid such remuneration as is determined annually by a remuneration committee comprising the Chairperson, the Managing Director and an Independent Director of the QRL appointed to the Audit Committee. The amount determined by the remuneration committee shall be tabled at each Annual General Meeting for approval by the Members by simple majority. In the event that the determination of the remuneration 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.
- (b) The Directors shall also be entitled to be paid all reasonable travelling, accommodation and other expenses incurred by them in attending and returning from meetings of the Directors of the QRL or otherwise in connection with the business of the QRL or in the execution of their duties as Directors.

7.7 Directorships in other companies

Subject to this Constitution a Director of the QRL may be or become a Director of any other company, whether promoted by the QRL or not, and no Director who is or becomes a Director in another company shall be accountable for any benefits received as a Director or Member of such other company provided that a Director shall not, without the approval of the Board accept, hold or retain the office of director of any other company which in the opinion of the Directors is for the time being in active competition with or carrying out activities which are contrary to the interests of the QRL.

7.8 Directors' meetings

- (a) 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 QRL entitled to attend and vote on any item of business included in the notice of that meeting.
- (c) The Directors may meet together in person or by electronic device provided that at all times the Directors shall be able to hear and may be heard by all other Directors at the meeting, for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- (d) Where the Directors are not all in attendance at one place and are holding a meeting using an electronic device and each Director can hear and be heard by all other Directors at the meeting;
 - (1) The participating Directors shall, for the purposes of every provision of this Constitution concerning meetings of Directors, be taken to have assembled together at a meeting and be present at that meeting; and

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- (2) All proceedings of those Directors conducted in that manner shall be as valid and effective as if conducted at a meeting at which all of them were present.
- (e) The Secretary shall upon the requisition of one or more Directors convene a meeting of the Board.
- (f) Unless otherwise decided by the Directors, fourteen (14) days notice of every meeting of the Board of Directors shall be given in accordance with clause 10.2 of this Constitution.
- (g) Questions arising at any meeting of the Directors shall be determined by a majority of votes and such a determination shall be deemed a determination of the Board.
- (h) In case of an equality of votes the resolution shall be determined in the negative.
- (i) 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.
- (j) A resolution pursuant to clause 7.8(i) 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.
- (k) 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 within Australia does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.
- (l) A minimum of eleven (11) meetings of Directors shall occur each calendar year.

7.9 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 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.

7.10 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 QRL and of the Directors and of any committee of the Directors; and
 - (3) proceedings at all meetings of the QRL and of the Directors and of committees of Directors.

- (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 as provided in clause 7.10(a) above shall be sufficient evidence without further proof of the facts therein stated.

7.11 General powers of Directors

- (a) The management and control of the business and affairs of the QRL shall be vested in the Directors who may exercise all such powers and all such acts and things as the QRL is by its Constitution or otherwise authorised to exercise and do and are not by this Constitution or by statute directed or required to be exercised or done by the QRL at a meeting.
- (b) The Board may by way of ordinary resolution from time to time
 - (1) prescribe such Rules of the QRL as it sees fit; and
 - (2) 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 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 QRL in a meeting,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.
- (d) 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.

7.12 Delegation to Boards of Delegates and Committees

- (a) The Directors may delegate any of their powers to Boards of Delegates of Divisions, Boards of Delegates of Local Leagues and committees consisting of such member or members of those respective bodies as they think fit (**Committees**).
- (b) 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.
- (c) Members of any duly appointed Committees may be removed or suspended if they fail to conform with their delegated authority.
- (d) 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.
- (e) 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.

- (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 of Directors and, if not so determined, is 2 (two). Unless the Board of Directors determine 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 of Directors 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 shall be forwarded to the QRL Board for ratification prior to implementation.

7.13 Borrowing powers of Board of Directors

- (a) The Board may without the necessity of obtaining any consent of the Members or otherwise raise or borrow for any purpose of or incidental to the attainment of the objects or to the exercise of the powers of the QRL contained in its Constitution such sum or sums of money as the Board thinks fit.
- (b) Without limiting the generality of clause 7.13(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 QRL 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 QRL's property and assets both present and future including its uncalled capital (if any) for the time being.
- (c) The Board shall cause a proper register to be kept in accordance with the Corporations Act of all mortgages and charges specifically affecting the property of the QRL.

7.14 Interested Directors

- (a) A Director shall be entitled to acquire or have the following interests:
 - (1) an interest of the kind set out in section 191 of the Corporations Act (**Material Personal Interest**);
 - (2) an interest of the kind set out in Chapter 2E of the Corporations Act (**Financial Benefit**); and
 - (3) an interest of any other kind whatsoever permitted or authorised by law.
- (b) A Director is only entitled to acquire, receive or have an interest set out in clause 7.14(a) in the manner and to the extent permitted by law.
- (c) A Director holding or given an interest set out in clause 7.14(a) must comply with all obligations required by the law including any disclosure obligations under the Corporations Act.
- (d) If quorum is not present for a consideration of the matter which involved an interest set out in clause 7.14(a), the Board of Directors may convene a Meeting of the QRL to determine the matter.

8. General Administration

8.1 Divisions

The Board of Directors may from time to time:-

- (a) by Special Resolution define the boundaries of the Divisions of the QRL and where necessary vary, alter and redefine such boundaries;
- (b) determine the authorities, powers and jurisdiction of those several Divisions;
- (c) determine the status of the Divisions and each of them;
- (d) determine the privileges, rights, powers, duties and obligations of the Divisions and each of them;
- (e) determine the officers of the Divisions and each of them together with the players and officials within or subject to the several Divisions; and
- (f) delegate any and all of the powers or jurisdictions of the Board of Directors in accordance with clause 7.12.

8.2 State of Origin, Statewide Competition and Representative programs

- (a) The QRL will organise foster and conduct the Statewide Competitions and Representative programs and selection and management of all State of Origin teams representing Queensland.
- (b) The Statewide Competition shall be conducted in accordance with the terms and conditions of the Participation Agreement between the QRL and the Statewide Competition Clubs pursuant to which the QRL will be responsible for the costs of and have control over all organisation, promotion and marketing of that Competition.
- (c) The QRL will liaise from time to time with and delegate appropriate functions to deal with other governing bodies of the Game including the ARL Commission, NSWRL and Country Rugby League in the promotion and expansion of both the Statewide Competitions and Representative programs.
- (d) The QRL will liaise from time to time with the ARL Commission and NSWRL for the promulgation of representative selection rules regarding a player's eligibility for selection in all State of Origin teams, Representative Teams and under-age Representative Teams. Such eligibility criteria are essential to ensure that all players selected in Under-age Representative Teams are eligible for future State of Origin selection.

8.3 Dispute Resolution

The Board of Directors shall promulgate such Rules as they deem necessary from time to time to establish such Committees as are necessary for the following purposes:

- (a) investigate and adjudicate on any matters involving a breach or suspected breach of the Code of Conduct by Officials, members and players associated with any Club, Local League or Division;
- (b) deal with appeals from decisions of any Club, Local League or Division relating to the status or conduct or disciplining of officials, members and players of constituent Divisions, Local Leagues or Clubs or any matter of dispute or question which the Board of Directors deems necessary to resolve or determine;
- (c) investigate and deal with the following reports of referees:
 - (1) reports which involve ordering players from the field of play for misconduct during the progress of any Game under the control of the QRL or of any of its Divisions, Local Leagues or Clubs; or

- (2) reports relating to the misconduct of any player where the misconduct is of such a nature as in the opinion of the referee to require its consideration by a Committee appointed by the Board of Directors or its subordinate authorities;
- (d) hear and determine/adjudicate on disputes or questions relating to or arising out of any Rule or regulation made by the Board of Directors including:
 - (1) those matters, disputes and questions relating to clearances, registrations and contracts of players;
 - (2) the status at any time of any Division, Local League and Club;
 - (3) those matters, disputes or questions concerning the status at any time of any player or former player or applicant for registration as a player, referee, official or otherwise; and
 - (4) deal with any other matter referred to any such Committee by the Board of Directors.

8.4 Attorneys for QRL

The Directors may from time to time by resolution, power of attorney or writing under the Common Seal appoint any corporation, firm, or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or agent of the QRL for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such appointment may contain such provisions for the protection and convenience of persons dealing with any such attorney or agent as the Directors may think fit and may also authorise any such attorney or agent to delegate all or any of the powers, authorities, and discretions vested in him.

8.5 Execution of documentation

- (a) If the QRL has a Common Seal, the Directors shall provide for the safe custody of the Seal.
- (b) No document, writing or other material shall be executed by the QRL except pursuant to the authority of the Directors or Committee of the Directors authorised in that behalf.
- (c) Without limiting the manner in which the QRL may execute any agreement, deed, share certificate (if any) or other document, the QRL 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.
- (d) A Director may be appointed as a Director, in his presence any document or instrument may be executed by the QRL notwithstanding that he is interested in the Contract or arrangement to which the document or instrument relates.

8.6 Appointment of Audit Committee and regulation of monetary receipts and payment of the QRL

- (a) The Members shall appoint an Audit Committee at each Annual General Meeting of the QRL which shall comprise of at least two (2) of the Independent Directors and the Financial Controller of the QRL or, if there are not two (2) of the Independent Directors or the Financial Controller, such other persons as determined by the Members.
- (b) All policies, practices and procedures of the QRL relating to the regulation of monetary receipts and payments of the QRL shall be approved by the Audit Committee prior to implementation.
- (c) All cheques, electronic funds transfers, promissory notes, drafts, bills of exchange, and other negotiable instruments, shall be signed, drawn, accepted, endorsed, or otherwise authorised, as

the case may be, by any two (2) Directors (one of whom must be the Managing Director) or in such other manner as the Audit Committee may from time to time determine.

8.7 Secretary

In accordance of - Part 2D.4 - (Appointment of secretaries) of the Corporations Act, the Chief Financial Officer shall fill the role of Secretary / Public Officer of the QRL and shall assume responsibility for those statutory duties set out in the aforementioned Part of the Corporations Act as well as the following:

- (a) To receive reports from and communicate to members information on matters of common interest as provided;
- (b) as far as practicable to keep himself/herself fully informed and apprised of developments in the QRL and in particular of other bodies whose objects and functions are comparable with the QRL;
- (c) to maintain personal contact with all Directors;
- (d) to render such other services as may be proper under the direction of the Board;
- (e) to ensure that all cheques, negotiable instruments and money received by the QRL shall be paid as soon as practicable to the QRL's account or accounts at the offices of such bankers as shall from time to time be nominated by the Board; and
- (f) to ensure that appropriate accounts are maintained of all QRL assets, property and income and of all disbursements by the QRL.

8.8 Public officer

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

9. Financial statements

9.1 Accounts

- (a) The Directors shall cause the QRL, Divisions and affiliates to:
 - (1) keep such accounting records as correctly record and explain the transactions (including any transactions as trustee) and financial position of the QRL;
 - (2) keep its accounting records in such a manner as will enable true and fair accounts of the QRL to be prepared from time to time; and
 - (3) keep its accounting records in such manner as will enable the accounts of the QRL to be conveniently and properly audited in accordance with the Corporations Act.
- (b) Subject to any law to the contrary, the Directors shall present before each annual general meeting of the QRL:

- (1) Duly audited Financial Statements made up to the end of the QRL's financial year giving a true and fair view of the state of affairs of the QRL as at the end of that financial year; and
 - (2) such Financial Statements to comply with the requirements of the Corporations Act.
- (c) The QRL shall by way of note attached to the Financial Statements provide to Members such details required to be specified by the Corporations Act of any material contracts involving Directors' interests, and which is either still subsisting at the end of the financial year or, if not then subsisting, has been entered into since the end of the previous financial year.
- (d) For the purposes of clause 9.1(c) material contracts shall be deemed to include any agreement or arrangement whether formal or informal, and whether expressed or implied, and includes an agreement that is not enforceable by legal proceedings whether or not it was intended to be so enforceable. A contract with a related corporation of the QRL shall be taken into account as if it were a contract with the QRL.

9.2 Directors report

The Directors of the QRL shall cause to be attached to all Financial Statements a report made in accordance with a resolution of the Directors and signed by not less than two of the Directors with respect to the profit and loss of the QRL for that Financial Year and the state of the QRL's affairs as at the end of that Financial Year, stating the matters required by the Corporations Act.

9.3 Distribution of Financial Statements

A printed copy of such Financial Statements and report, together with such other material as is required to be sent by Section 314(1) of the Corporations Act, shall be sent direct to every person entitled to receive notice of meetings of the QRL at least fourteen (14) days before the date of the meeting at which they are to be considered.

9.4 Inspection of Financial Statements

- (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) Subject to the provisions of the Corporations Act the Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or Rules the books of account and records of the QRL and its subsidiary bodies or any of them shall be open to the inspection of the Members.
- (c) No Member, not being a Director, shall be entitled to inspect any accounts, records, books or documents of the QRL except as provided by the Corporations Act or authorised by the Directors pursuant to clause 9.4(b) or by a resolution of the QRL at a meeting.

9.5 Financial Statements conclusive

Every Financial Statement of the QRL when audited and approved by a simple majority of Directors of the QRL shall be conclusive evidence of the information contained therein.

9.6 Audit

- (a) An Auditor or Auditors shall be appointed in accordance with the Corporations Act and his /her or their duties shall be regulated in accordance with the Corporations Act.

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- (b) The Auditor shall report to the Members on the accounts to be laid before the QRL, Divisions and Affiliates at a meeting and on the QRL, Division and Affiliates' accounting records relating to those accounts.
- (c) Any person who is:
 - (1) a Director of the QRL;
 - (2) an officer of the QRL;
 - (3) a partner, employer or employee of a Director or officer of the QRL;
 - (4) a partner, employer or employee of an employee of a Director or officer of the QRL;
 - (5) not a registered auditor; or
 - (6) indebted in any amount exceeding \$5,000.00 to the QRL or to a related corporation,shall not be capable of being appointed or of acting as Auditor of the QRL.

10. Miscellaneous

10.1 Confidential information

In addition to the laws of Confidentiality (both Statute and Common Law) which otherwise apply, every Director, manager, officer or member of a duly authorised Committee of the QRL may be required by the Board of Directors to sign a declaration pledging himself or herself to observe strict secrecy in respect of all transactions of the QRL. Such a declaration may require the person so signing to pledge himself or herself not to reveal any of the matters which may come to his or her knowledge in the discharge of his or her duties except when required to do so by any Statutory authority or by law and except so far as may be necessary in order to comply with any of the provisions in this Constitution.

10.2 Notices

- (a) Any notice to be given by the QRL under or in reference to this Constitution may be served on the person to be notified either personally, by electronic means, or by sending it through the post in a prepaid letter envelope or wrapper to the person to be notified at his registered place of address.
- (b) The signature to any notice to be given by the QRL may be written, typewritten or printed.
- (c) Any notice sent by post shall be deemed to have been served on the day following that on which the letter envelope or wrapper containing the same was posted.
- (d) In proving service of a notice by post it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed stamped and posted. A certificate in writing signed by any Director, Secretary or other officer of the QRL that the letter envelope or wrapper containing the notice was so addressed and posted shall in the absence of evidence to the contrary be conclusive evidence thereof.
- (e) Any notices to be given under or in reference to this Constitution by the QRL to any person or vice versa may be given either personally, by electronic means or other form of visible communication and shall be deemed to have been duly given when dispatched provided that:
 - (1) in the case of a facsimile transmission, at the completion of the transmission the machine operated by the sender signifies that the transmission has been received; and

- (2) in the case of any other form of visible communication, where the intended recipient of the notice has signalled or acknowledged receipt of same.
- (f) Where a given number of days' notice, or notice extending over any period is required to be given, the day on which the notice is deemed to be served shall be excluded but the day for which the notice is given shall be included in calculating the number of days or other period.

10.3 Indemnity and liability of Directors and other Officers

- (a) To the extent permitted by law, the QRL shall:
 - (1) indemnify a person who is or has been an Officer of the QRL against liability incurred by the person as such an Officer to another person (other than the QRL any other related registrable Australian body corporate); and
 - (2) indemnify a person who is or has been an Officer or Auditor of the QRL against liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted or in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act.
- (b) The QRL 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 QRL 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 QRL or a contravention of sections 182 or 183 of the Corporations Act. In the case of a Director, any such premium shall be paid in addition to any remuneration paid to that Director by the QRL in accordance with this Constitution.

10.4 Reserves

The Board of Directors may set aside out of the profits of the QRL such sums as they think proper as a reserve to meet depreciation or contingencies or for repairing or improving and maintaining any of the property of the QRL or for such other purposes as the Directors in their absolute discretion think conducive to the interests of the QRL, but subject at all times to the Constitution of the QRL and the provisions of the Corporations Act.

10.5 Winding up

If upon the winding up or dissolution of the QRL there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other institution or company, (excluding any Member of the QRL), having objects similar to those of the QRL and whose constitution prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the QRL. Such company or institution shall be determined by the Members of the QRL at or before the time of the dissolution and in default thereof by application to the Supreme Court of Queensland for determination. To the extent permitted by law nothing in this clause 10.5 shall disqualify the ARL Commission from being an institution or member of an institution having objects similar to the QRL, to which property of the QRL may be transferred upon the winding up or dissolution in circumstances contemplated by this clause 10.5.