

**COUNTRY RUGBY LEAGUE OF NEW SOUTH
WALES LIMITED**

ABN 55 953 246 709

CONSTITUTION

ADOPTED BY SPECIAL RESOLUTION ON 8 DECEMBER
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Corporations Act 2001 (Cth)

A public company limited by guarantee,
registered in New South Wales

CONSTITUTION

of

COUNTRY RUGBY LEAGUE OF NEW SOUTH WALES LIMITED

ABN 55 953 246 709

GENERAL

1 Definitions

The following definitions apply in this Constitution unless expressly stated otherwise or unless the context otherwise requires:

Affiliate means any organisation established for purposes consistent with the objects of the Company which is granted affiliation by the Company on terms determined by the Board.

Area means that part of the State of New South Wales as is defined from time to time by the Company as being the relevant area for a particular Group Member or Group Junior Rugby League.

ARL Commission means Australian Rugby League Commission Limited ACN 003 107 293.

Board means the board of Directors of the Company.

Chairman means the chairman of the Board and the Company who is elected in accordance with clause 31 and who is a Director.

Chief Executive Officer means the chief executive officer of the Company appointed pursuant to clause 34.

Company means Country Rugby League of New South Wales Limited, ABN 55 953 246 709

Constitution means this constitution of the Company as altered, amended or replaced from time to time.

Corporations Act means the *Corporations Act 2001 (Cth)*, as amended.

Corporations Regulations means the *Corporations Regulations 2001 (Cth)* and any other regulations made pursuant to the Corporations Act.

CRL Competition means and includes any rugby league match, tournament, premiership or competition conducted by, with the authority of or under the control of the Company.

CRL Region means each of the six (6) regions of regional and rural New South Wales determined by the Company, which are:

- a) **Newcastle / Central Coast Region** being the incorporated association Newcastle – Central Coast Regional Rugby League Incorporated.
- b) **East Coast Region**, being the incorporated association Northern Region of Country Rugby League of NSW Incorporated, ABN 23 820 764 602.
- c) **Greater Southern Region**, being the incorporated association Greater Southern Rugby League Incorporated, ABN 86 212 362 323.
- d) **Bidgee Region**, being the incorporated association Bidgee Region Rugby League Incorporated, ABN 43 952 181 748.
- e) **Western Region**, being the incorporated association Western Rams Rugby League Incorporated, ABN 98 410 640 171.
- f) **Northern Region**, being the incorporated association Greater Northern Region of Country Rugby League of NSW Incorporated, ABN 68 282 629 413.

Director means a member of the Board of the Company appointed in accordance with this Constitution.

Executive means the sub-committee of the Board comprising the Chairman, the two (2) Vice Chairmen and the Chief Executive Officer.

Game means the sport of rugby league football.

Group Junior Rugby Leagues means the various district rugby league organisations connected to a Group Member(s) established within the State of New South Wales for purposes including the administration of junior rugby league within a particular Area or other place.

Group Member means an organisation that is admitted to Membership of the Company in that category in accordance with the provisions of this Constitution.

Insolvency Event means:

- (a) a receiver, receiver and manager, administrator, trustee or similar official is appointed over any of the assets or undertaking of that person;
- (b) the person suspends payments of his debts generally;
- (c) the person is or becomes unable to pay his debts when they are due or is unable to pay his debts within the meaning of the Corporations Act;
- (d) the person enters into or resolves to enter into any arrangement, composition or compromise with, or assignment for the benefit of, his creditors or any class of them;
- (e) an application or order is made for the winding up or dissolution of, or the appointment of a provisional liquidator to the person or a

resolution is passed or steps are taken to pass a resolution for the winding up or dissolution of the person otherwise than for the purpose of an amalgamation or reconstruction; or

- (f) where that person commits an act of bankruptcy, enters into an assignment for the benefit of creditors, is unable to pay his debts when due, or any application has been made to declare that person bankrupt.

Joint Member has the meaning given to that term in clause 10.

Junior League Member means the organisation that is admitted to Membership of the Company as the representative of Group Junior Rugby Leagues in regional and rural New South Wales in accordance with the provisions of this Constitution.

Law means the Corporations Act and the Corporations Regulations.

Life Member means a person who is admitted to Membership of the Company in that category before the date of adoption of this Constitution or in accordance with the provisions of this Constitution.

Member means a Member of the Company in any class admitted in accordance with the provisions of this Constitution and **Membership** is membership of the Company in any class.

Member Present means, in connection with a meeting, the Member present in person, by appointment of a Member's Representative, by proxy or by attorney.

Member's Representative means the delegate of a Group Member, the Junior League Member or the Referees' Association Member appointed by that Member to attend meetings of the Company and exercise the powers of that Member at meetings of the Company.

Mentally Incapacitated Person means a person who is an involuntary patient or a forensic patient or a correctional patient within the meaning of the *Mental Health Act 2007* (NSW) or a protected person within the meaning of the *NSW Trustee and Guardian Act 2009* (NSW).

NRL means National Rugby League Limited ACN 082 088 962.

NSWRL means New South Wales Rugby League Limited, ACN 002 704 761.

Officer has the same meaning as given to that term in the Corporations Act.

Patron and **Patrons** means the person or persons appointed to that role within the Company in accordance with clause 12.

Referees' Association Member means the organisation that is admitted to Membership of the Company, as the representative of rugby league referees in regional and rural New South Wales, in accordance with the provisions of this Constitution.

Regional Director means a Director of the Board appointed by a CRL Region in accordance with this Constitution.

Register means the register of Members of the Company maintained by the Company in accordance with the requirements of the Corporations Act.

Related Body Corporate has the meaning ascribed to that term in the Corporations Act.

Returning Officer means a person appointed by the Chairman to act as the returning officer at any election of Life Members or Vice Chairmen.

Seal means the common seal of the Company.

Secretary means a company secretary of the Company from time to time who is appointed in accordance with this Constitution and the Corporations Act.

Special Resolution means a resolution passed by at least seventy-five (75) percent of the total number of eligible votes cast in a vote on that question, motion or resolution.

Vice Chairman means a vice chairman of the Company and the Board who is elected in accordance with clause 31 and who is a Director

2 Interpretation

Headings are for convenience only and do not affect interpretation. 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) A reference to a paragraph or sub-paragraph is to a paragraph or sub-paragraph, as the case may be, of the clause or paragraph, respectively, in which the reference appears.
- (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 promulgated 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.
- (h) A reference to a person means and includes a corporation, incorporated association, trust, partnership, unincorporated association or other entity, whether or not it comprises a separate legal entity.
- (i) Any reference to "\$" or "dollars" is a reference to the currency of the Commonwealth of Australia.

3 Replaceable Rules

The rules of the Company specified in this Constitution shall apply to the Company and the replaceable rules contained in the Corporations Act do not apply to the Company.

4

Powers and Actions Authorised Under the Law

- (a) The Company shall have power under this clause 4 to perform any action in any case where the Law confers that power on any public company limited by guarantee if that power is comprised in its constitution documents, despite any other provision of this Constitution.
- (b) The rules of the Company specified in 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 this Constitution and shall prevail over any provision contained in this Constitution but only to the extent of any inconsistency between the Corporations Act and this Constitution.
- (d) The Company may in any way the Corporations Act permits:
 - (i) exercise any power;
 - (ii) take any action; or
 - (iii) engage in any conduct or procedure,which, under the Act, a public company limited by guarantee may exercise, take or engage in.
- (e) Notwithstanding clause 4(d); the Company may do all other things that are incidental or conducive to carrying out the Company's purposes.
- (f) Where this Constitution provides that a person may do a particular act or thing, the act or thing may be done at the person's discretion.
- (g) Where this Constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the same manner and subject to the same conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.
- (h) Where this Constitution confers a power to do a particular thing in respect of particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that thing in respect of some only of those matters or in respect of a particular class or particular classes of those matters and to make different provision in respect of different matters or different classes of matters.
- (i) Where this Constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
 - (i) to appoint a person to act in the office or position until a person is appointed to the office or position; and
 - (ii) subject to any contract between the Company and the relevant person, to remove or suspend any person appointed, with or without cause.
- (j) Where this Constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised

and the duty must be performed from time to time as the occasion requires.

- (k) Where this Constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (l) Where this Constitution confers power on a person or body to delegate a function or power:
 - (i) the delegation may be concurrent with, or (except in the case of a delegation by the Board of Directors) to the exclusion of, the performance or exercise of that function or power by the person or body;
 - (ii) the delegation may be either general or limited in any manner provided in the terms of delegation;
 - (iii) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of a specified office or position;
 - (iv) the delegation may include the power to delegate;
 - (v) where the performance or exercise of that function or power is dependent on the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate on the opinion, belief or state of mind of the delegate in relation to that matter; and
 - (vi) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

NAME AND OBJECTS OF THE COMPANY

5 The name of the Company is “**COUNTRY RUGBY LEAGUE OF NEW SOUTH WALES LIMITED**”.

6 The primary objects of the Company are to:

- (a) maintain connection with and affiliation to the ARL Commission and any successor body established as the peak governing body of the Game within Australia.
- (b) be the organising and controlling body for the conduct and administration of intrastate rugby league competitions, tournaments, premierships, matches and the Game generally in regional and rural areas of the State of New South Wales.
- (c) foster, develop, extend and promote the Game and generally to act in the best interests of the Game.
- (d) select, manage, administer and otherwise be responsible for teams selected to represent the Company in rugby league competitions.
- (e) Conduct, organise, host and stage CRL Competitions and other events in connection with the objects of the Company.

- (f) promote the development, playing and interests of the Game in the State of New South Wales in co-operation with NRL, ARL Commission and NSWRL.
- (g) define the Area boundaries which are designated to each Group Member and Group Junior Rugby League.
- (h) foster, develop, extend and promulgate the Game from the junior to the elite levels and generally to act in the best interests of the Game.
- (i) liaise with NRL, ARL Commission and NSWRL in the fostering, development, extension and promotion of the Game.
- (j) promote and encourage either directly or indirectly the physical, cultural and intellectual welfare of young people in the community and in particular the rugby league community.
- (k) promote and encourage either directly or indirectly sport and recreation, particularly rugby league football, in the interests of social welfare of young persons.
- (l) Foster, develop and promote participation in the Game at all levels by Indigenous Australians.

The Company may undertake other activities not inconsistent with the primary objects set out in this clause 6 to enhance, promote or protect the interests of the Company.

LIABILITY

- 7 The Company is a public company limited by guarantee registered in NSW according to the Corporations Act. The liability of the Members is limited. Every Member of the Company undertakes to contribute, to the assets of the Company in the event of the Company being wound up while the Member is a Member or within one year after the Member ceases to be a Member, for the payment of the debts and liabilities of the Company 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 however not exceeding \$5.00.

WINDING UP

- 8 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company contained in this Constitution and no portion shall be paid or transferred directly or indirectly as a dividend bonus or any other method by way of profit to the Members of the Company provided that nothing shall prevent the payment in good faith of remuneration to any Officers or servants of the Company nor to any Member or other person in return for any services actually rendered to the Company nor prevent the payment of interest on money lent nor reasonable and proper rent for premises demised or let by any Member to the Company.
- 9 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the Members of the Company but shall be given or transferred to an institution or institutions having objects similar to the objects of the Company 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 Company under clauses 8 and 9, such institution or institutions to be determined by the Members unanimously, and in default thereby

the Chief Judge in Equity of the Supreme Court of New South Wales or such other judge of that Court as may have or acquire jurisdiction in the matter.

MEMBERSHIP OF THE COMPANY; THE CHAIRMAN, AND VICE CHAIRMEN

10 Membership

- (a) Membership is limited as follows:
 - (i) Subject to clause 10(a)(ii), the number of Members for which the Company can be registered is unlimited.
 - (ii) Membership of the Company is divided into the classes specified in clause 10(d). Only those organisations or people who satisfy the qualification and admission criteria for Membership in a particular class, and all other requirements set out in this Constitution concerning admission to Membership, shall be eligible to become a Member in that class.
 - (iii) Subject to the requirements of this Constitution regarding obligations upon applicants for Membership, a candidate for Membership shall agree to be bound by this Constitution by signing and forwarding an application to the Company to this effect in a form approved by the Board and agreeing to their name being entered on the register of Members.
 - (iv) Nothing in this Constitution shall be interpreted to restrict or hinder or declare as invalid a resolution of the Board to suspend or otherwise decide to not accept any application for Membership.
 - (v) The Board may create other categories of Membership of the Company and, once any such category is created, make all such rules, policies and determinations in relation to that category that the Board is authorised to make in relation to other categories of Membership, PROVIDED THAT any such category of Membership created by the Board (and any Members admitted in that category) shall not be granted any voting rights.
- (b) No transfer of Membership shall be permitted except as otherwise permitted by this clause 10.
- (c) Where a Member is comprised of more than one entity (together the Joint Members):
 - (i) the Joint Members shall collectively have one vote.
 - (ii) an obligation of the Joint Members under this Constitution shall be joint and several.
 - (iii) a right of the Joint Members is held by the Joint Members jointly.
 - (iv) a resignation received from a Joint Member will be treated as a resignation by all parties comprised in that Joint Membership.

- (v) a breach of this Constitution by any of one of the parties making up the Joint Membership is deemed to be a breach of this Constitution by all of the parties comprising the Joint Membership.
 - (vi) the Joint Members must specify to the Company a single address for the service of any notice.
 - (vii) any notice sent by the Company to the address specified under clause 10(c)(vi) or received by the Company from a Joint Member shall be treated as being sent or made to or received from all of the Joint Members of that Joint Membership.
 - (viii) the Company must send any notice to the address of the Joint Member first named in the Register in the absence of any specification by the Joint Members under this clause.
 - (ix) an act or conduct of any of the Joint Members of the Joint Membership is for the purpose of this Constitution deemed to be an act or conduct all of the Joint Members.
 - (x) the Joint Members shall be treated as one Member for all purposes under this Constitution.
- (d) The classes of Membership of the Company and the corresponding qualification and admission criteria for Membership in that class are as follows:
- (i) **Group Members:**
 - (1) Those organisations whose names are recorded in the Register and in **Appendix A** to this Constitution as being Group Members at the date of adoption of this Constitution.
 - (2) Subject to clause 10(d)(i)(3), an organisation which is responsible for control and administration of the Game in a particular or specific Area.
 - (3) No organisation shall be entitled to admission to Group Membership of the Company unless that organisation and its principal place of business is located in either the State of New South Wales or in the Australian Capital Territory.
 - (4) In circumstances where an organisation described in clause 10(d)(i)(2) is an unincorporated association:
 - (A) The organisation must forthwith take all steps necessary to incorporate and become registered as an incorporated association pursuant to the Corporations Act; and

(B) Until such time that the organisation incorporates and becomes registered as an incorporated association pursuant to the Corporations Act, the unincorporated association's chairman shall be admitted to Membership of the Company as the organisation's Member in this class. Upon the organisation complying with clause 10(d)(i)(4) shall be transferred from the organisation's chairman to the new incorporated association.

(ii) **Junior League Member:**

the organisation recorded in **Appendix A** and recognised by the Company as the representative body of the Group Junior Rugby Leagues of which membership is available to all Group Junior Rugby Leagues.

(iii) **Referees' Association Member:**

the organisation recorded in **Appendix A** and recognised by the Company as the representative body of rugby league referees and other match officials for competitions, tournaments and matches played under the auspices of the Company, of which membership is available to all such referees and other match officials.

(iv) **Life Members:**

Those persons whose names are recorded in **Appendix A** and in the Register as being Life Members immediately prior to the date of adoption of this Constitution together with such other persons who satisfy the following qualification criteria for bestowal of Life Membership on that person and who have been admitted to Life Membership in accordance with the provisions of this Constitution:

(1) A natural person, who has provided an extended period of outstanding service to the Company and / or the Game, consistent with the objectives of the Company.

The Board may award a medallion or other item of significance to Life Members upon their election to Life Membership of the Company.

(vi) If the Board establishes any new category of Membership in accordance with the powers of the Board referred to in clause 10(a)(v), the Board shall determine the qualifications for Membership which shall apply.

(e) The Board has the right to make rules, regulations, policies and by-laws relating to the appointment of Affiliates and the terms and conditions of any such appointments.

11 Form of Application

An application for Membership in all classes other than Life Membership, and a nomination in the case of Life Membership, must:

- (a) be in writing in a form approved by the Board.
- (b) be signed:
 - (i) by the applicant; and
 - (ii) completed in accordance with clauses 13(f) to 13(h) in respect of a nomination for Life Membership.
- (c) specify the class of Membership that the application is made in respect of.
- (d) be accompanied by any other documents, information or evidence as to the qualification for Membership in the particular class for which the Directors reasonably require or which is required by this Constitution.
- (e) be accompanied by the requisite membership application fee, annual membership fee and / or any other amount determined by the Board.

12 The Appointment of Patrons

- (a) The Board may appoint a person, or people, as the Patron, or Patrons, of the Company. The Board shall determine the number of Patrons of the Associations to be appointed, and to act, at any particular time.
- (b) Any person appointed by the Board as a Patron shall be a person who has, in the opinion of the Board, made an outstanding contribution to the Company or the Game, and / or who is a highly respected and prominent person in his or her particular field of endeavour in Australia and who is ordinarily resident in the State of New South Wales.
- (c) For the avoidance of doubt, the Company may have more than one Patron at any one time.

13 Admission to Membership

Classes other than Life Membership

In respect of all classes of Membership except for Life Membership the process for admission to Membership of the Company is as set out in clauses 13(a) to 13(e) below:

- (a) The Directors must consider an application for Membership at the next meeting of the Board after its receipt by the Secretary and determine, subject to this Constitution, the admission or rejection of the applicant.
- (b) The Directors may require any applicant for Membership to give such information as they require before admitting the applicant to Membership of the Company.
- (c) If an application for Membership is rejected the:

- (i) Directors need give no reason for the rejection of an application.
 - (ii) Secretary must notify the applicant in writing of the rejection of the application.
 - (iii) Secretary must return to the applicant any amount paid to the Company in accordance with clause 11(e).
- (d) If an application for Membership is accepted the Secretary must enter the name and details of the Member into the Register.
- (e) The Directors can require a Member to execute additional documents once that Member has been admitted to Membership and remains a Member.

Life Membership

In addition to meeting the requirements of clause 11, the process for admission to Life Membership of the Company is as follows:

- (f) A person who is to be considered for admission to Life Membership must be nominated for Life Membership by a proposer and a seconder, each of whom must be a Member and whom must have been a Member for a continuous period of not less than thirty-six (36) months up to and including the date on which the nomination for Life Membership is submitted to the Company.
- (g) The nomination for Life Membership must be signed by the nominee and by each of the proposer and the seconder.
- (h) The nomination form must be submitted to the Company accompanied by a statement which contains all relevant information and particulars necessary for a determination to be made by the Board as to whether the nominee qualifies to have Life Membership conferred on him.
- (i) A nomination for Life Membership must be received by the Company no later than the last day of the financial year of the Company in any particular financial year in order for that nomination to be considered by the Board before the next annual general meeting of the Company. Any nomination received after the deadline specified in this clause and before the next annual general meeting shall not be considered by the Board until after that next annual general meeting, and shall not be eligible for consideration by the Members until the second annual general meeting after the nomination is received by the Company.
- (j) All nominations for Life Membership shall be referred to the Board for consideration at its first meeting after the deadline for submission of nominations set out in clause 13(i). Despite any other provision of this Constitution, the Board shall meet to despatch the business of considering nominations for Life Membership within 30 days after that deadline for submission of Life Membership nominations specified in clause 13(i).
- (k) The Board shall consider each nomination for Life Membership submitted by the deadline set out in clause 13(i) and determine, in respect of each such nomination, whether or not the person nominated satisfies the qualification criteria set out in clause 10(d)(iv).

- (l) In respect of each nominee who satisfies the qualification criteria in clause 10(d)(iv) the Board shall at the Board meeting referred to in clause 13(j) vote on the question of whether or not to recommend that the nominee be elected by the annual general meeting as a Life Member. The Board shall make a recommendation to the annual general meeting that a nominee should have Life Membership conferred on him if the Board does by ordinary resolution decide to make that recommendation in respect of that person.
- (m) At the next annual general meeting following the Board meeting referred to in clause 13(j) a ballot of the Members Present and entitled to vote shall be conducted in respect of the appointment of Life Members. The candidates for appointment as Life Members shall be the candidates recommended by the Board in accordance with clause 13(l).
- (n) Not more than three (3) candidates for Life Membership shall be appointed to Life Membership at each annual general meeting. The following voting procedures shall apply in respect of the appointment of Life Members:

Three (3) or Less Candidates for Life Membership:

- (i) That ballot will be conducted on the basis that each Member Present and entitled to vote shall be asked to cast a vote in the affirmative or the negative on the question of whether each nominee recommended by the Board in accordance with clause 13(l) shall be admitted to Life Membership of the Company.
- (ii) A person shall be conferred with Life Membership of the Company provided that at least sixty (60) percent of the Members Present and entitled to vote at the annual general meeting vote in the affirmative on the question of whether a nominee for Life Membership shall be admitted to Membership of the Company in that class.

In Excess of Three (3) Candidates for Life Membership:

- (iii) That ballot will be conducted on the basis that each Member Present and entitled to vote shall be asked to cast a vote in the affirmative or the negative on the question of whether each nominee recommended by the Board in accordance with clause 13(l) shall be admitted to Life Membership of the Company.
- (iv) A person shall be conferred with Life Membership of the Company provided that:
 - (1) at least sixty (60) percent of the Members Present and entitled to vote at the annual general meeting vote in the affirmative on the question of whether a nominee for Life Membership shall be admitted to Membership of the Company in that class; and
 - (2) subject to clause 13(n)(iv)(3), that person receives the highest, second

highest or third highest number of affirmative votes cast in the vote conducted at the annual general meeting; but

- (3) if more than one (1) candidate for Life Membership ties on the third highest number of affirmative votes, those tying candidates will not be admitted to Life Membership by that ballot.

14 Notification by Members

Each Member must promptly notify the Secretary in writing of any change in the Member's qualification to be a Member of the Company.

15 Register of Members and Payments by Members

- (a) The register of Members of the Company must be kept in accordance with the Corporations Act.
- (b) The following must be entered in the register of Members in respect of each Member:
- (i) the full name of the Member;
 - (ii) the address and electronic mail address, if any, of the Member, together with any other relevant contact details requested by the Secretary;
 - (iii) the date of admission to and cessation of Membership; and
 - (iv) such other information as either the Directors require or which is required by the Law to be kept.
- (c) Each Member must notify the Secretary in writing of any change in that Member's name, address, facsimile number or electronic mail address, or any other information supplied in accordance with clause 15(b), within one (1) month after the change.
- (d) Application, subscription and annual fees in respect of Membership in any class may be determined by the Board; however the Board shall not determine that any such amount is payable by Life Members.
- (e) In the event that the Board determines to apply subscription fees or annual fees to Membership generally or Membership in a particular class then each Member who is affected by that determination shall pay that fee within thirty (30) days after the commencement of the financial year of the Company to which the imposition of fees apply.

16 Cessation of Membership and Suspension of Membership Rights

- (a) A resignation of any Member shall be addressed to and forwarded to the Secretary.
- (b) Without limiting the Board's power to make other rules, regulations, policies and by-laws relating to the discipline of organisations and individuals, and for related purposes, the Board has the power by Special Resolution to expel, suspend, censure, fine or otherwise sanction a Member, in the event of a Member:

- (i) wilfully refusing or neglecting to comply with the provisions of the Constitution;
- (ii) engaging in or allowing any of its Officers, employees or members to engage in any conduct which is or which would have the tendency to be detrimental to the interests of the Company or the Game;
- (iii) engaging in or allowing any of its Officers, employees or members to engage in any conduct which has brought, brings or which would have the tendency to bring the Company, the Game or the Member into disrepute; or
- (iv) acting in or allowing any of its Officers, employees or members to act in a manner which is materially inconsistent with, contrary to or prejudicial to the best interests of the Company or the Game.

(c) However, the Board shall not exercise this power unless at least one week before the meeting of the Board at which such resolution is passed, the Member:

- (i) had notice of the meeting and the allegations against him;
- (ii) had notice of the intended resolution; and
- (iii) had an opportunity of giving orally or in writing any explanation or defence he may think fit,

and provided further that any such Member may by notice in writing lodged with the Secretary at least seventy-two (72) hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Company in a general meeting. In that event a general meeting of the Company shall be called for that purpose and if at that meeting such resolution is passed as a Special Resolution of those present and voting, excluding the Member the subject of the resolution (such vote to be taken by ballot) the Member concerned shall be punished accordingly.

(d) Membership shall cease and the Secretary may remove the Member's name from the register of Members as the case may be upon being satisfied that any one of the following has occurred:

- (i) if the Member dies;
- (ii) if the Member is convicted of an indictable offence that is punishable by imprisonment for twelve (12) months;
- (iii) if the Member is or has become a Mentally Incapacitated Person;
- (iv) an Insolvency Event occurring in relation to a Member;
- (v) a written resignation from the Member has been received by the Secretary with one (1) month's notice;

- (vi) if a resolution expelling the Member from Membership of the Company has been passed in accordance with clause 16(c); or
 - (vii) if clause 16(f) applies.
- (e) In the event that a Member has not paid any subscription, fee or other amount owing by the Member to the Company within thirty (30) days after the due date for the payment of that sum, the Member's rights, including without limitation the right to attend and vote at general meetings of the Company, shall automatically be suspended.
- (f) In the event that Member has not paid any subscription, fee or other amount owing by the Member to the Company within sixty (60) days after the due date for the payment of that sum, the Secretary shall serve notice on the Member that if all outstanding amounts are not paid to the Company within a period of fourteen (14) days from the date of the notice, that Member's Membership shall cease, and that his name and all other details will thereafter be removed from the Register.

MEETINGS OF THE COMPANY

17 Power to convene

- (a) An annual general meeting of the Company shall be held after the end of each financial year of the Company within the time limit prescribed by the Law. Any reference in this Constitution to a general meeting includes a reference to any annual general meeting.
- (b) The Board:
- (i) may, whenever they think fit, convene a general meeting; and
 - (i) must, on the requisition in writing of a Member, immediately convene a general meeting to be held as soon as practicable but, in any case, not later than one (1) month after the date of the submission of the requisition.
- (c) If the Directors do not, within twenty-one (21) days after the date of the submission of a requisition pursuant to clause 17(b)(ii), proceed to convene a general meeting, the requisitioning Member may convene a general meeting to be held not later than two (2) months after the date of submission of the requisition.
- (d) The Board may postpone or cancel by notice in writing to all Members a general 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 the consent of that Member or Members.

18 Notice of general meetings

- (a) Subject to provisions of the Corporations Act relating to special and other resolutions, at least twenty-one (21) days written notice must be given to Members of any general meeting, provided that, subject to the Corporations Act, a general meeting may be called by shorter notice.

- (b) Each notice convening a general meeting shall contain the information required by the Law.
- (c) The non-receipt of a notice convening a general meeting by or the accidental omission to give notice to any person entitled to receive notice shall not invalidate the proceedings at or any resolution passed at the general meeting.

19 Quorum

No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum for a general meeting shall be ten (10) Members Present and entitled to vote on any item of business included in the notice of that general meeting.

20 Chairman of meetings

- (a) Subject to clause 20(b), the Chairman shall preside as Chairman at every general meeting.
- (b) Where a general meeting is held and:
 - (i) there is no Chairman; or
 - (ii) the Chairman is not present within fifteen (15) minutes after the time appointed for the meeting or does not wish to act as chairman of the meeting,

a Vice Chairman shall act as the chairman of that meeting, and failing which the Members Present shall elect as the chairman of that meeting a Member's Representative who is present and willing to act (for the avoidance of doubt, references to the "Chairman" as the references relate to the chairman of a meeting include a reference to such other person who acts as the chairman of a meeting of the Company).

- (c) Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the Chairman of the meeting, whose decision is final.

21 Adjournments

- (a) The Chairman may adjourn the general meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a general meeting is adjourned for twenty-one (21) days or more, notice of the adjourned general meeting shall be given as in the case of an original general meeting.
- (d) Except as provided by clause 21(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned general meeting.

22 Voting at general meetings

- (a) Any resolution to be considered at a general meeting shall be decided on a show of hands unless a poll is demanded.
- (b) A declaration by the Chairman that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the general meeting shall be taken as conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.
- (c) Despite the Law, a poll for a resolution may be requested by the Chairman or by at least two (2) Members Present and entitled to vote on the resolution. A request for a poll may be withdrawn.

23 Procedure for polls

- (a) Subject to this clause, a poll when requested shall be taken in the manner and at the time the Chairman directs.
- (b) The result of the poll shall be a resolution of the general meeting at which the poll was requested.
- (c) The request for a poll shall not prevent a general meeting from continuing with the transaction of any business other than that on which a poll has been requested.

24 No casting vote for Chairman

In the event of an equality of votes on a show of hands or on a poll the Chairman of the general meeting shall not have a casting vote.

25 Representation and voting of Members

- (a) Subject to this Constitution including clauses 16(e) and 16(f), and subject to clause 26 in relation to the appointment of proxies:
 - (i) Members other than Life Members shall have the right to attend and vote at general meetings of the Company provided that, where the Member is not a natural person, the Member shall appoint one (1) Member's Representative who is entitled to attend the meeting as the representative of that Member and exercise all of the powers of that Member which are exercisable at that meeting.
 - (ii) Life Members have the right to attend but not vote at general meetings.
 - (iii) A Member shall be entitled to appoint a Member's Representative by a written instrument executed by the Member, which is delivered to the Chairman.
 - (iv) The Member's Representative of a Member must be the chairman, a director, a member of the executive committee, the chief executive officer or the public officer of that Member unless the Chairman otherwise provides a Member with written authority for the Member to appoint some other person as its Member's

Representative on whatever terms as are determined by the Chairman.

- (b) Subject to this Constitution:
 - (i) at meetings of the Company each Member entitled to attend and vote may attend and vote in person (including through a Member's Representative) or by proxy;
 - (ii) on a show of hands, every Member Present having the right to vote at a general meeting has one vote; and
 - (iii) on a poll, every Member Present having the right to vote at a general meeting has one vote.
 - (iv) for the avoidance of doubt, at any meeting of the Company at which a Director attends in the capacity of being a Member's Representative, any votes cast by that person are cast in the capacity of that person being a Member's Representative, and not as a Director. Directors have no voting rights exercisable at meetings of the Company by virtue of holding office as a Director.
- (c) An objection to the qualification of a person to vote at a general meeting:
 - (i) Must be raised before or at the general meeting of which the vote objected is given or tendered;
 - (ii) Must be referred to the Chairman, his decision is final.
- (d) A vote not disallowed by the Chairman of a meeting under clause 25(c) is valid for all purposes.

26

Proxies and Postal Voting

- (a) A Member may appoint a proxy. A proxy must be another Member who is by reference to this Constitution entitled to attend and vote at that general meeting either in person or through the appointment of a Member's Representative.
- (b) An instrument appointing a proxy must be in writing under the hand of the appointor personally.
- (c) An instrument appointing a proxy shall be in the form which appears at **Appendix B**.
- (d) A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated; however, if the instrument appointing a proxy specifies the way in which a proxy is to vote on any particular matter put to a vote at a general meeting then the proxy must vote in the manner indicated in the instrument appointing the proxy.
- (e) The documents to be received under the Law and this Constitution for an appointment of a proxy to be effective must be received by the Company not less than twenty-four (24) hours before the meeting commences or resumes (as the case may be).

- (f) Voting at meetings of the Company may be conducted by postal voting subject to the prior consent of the Chairman, which may be given on terms and conditions which the Chairman determines.

27 Right of Officers and advisers to attend general meeting

- (a) The Directors, the Chief Executive Officer and the Secretary shall be entitled to be present and, at the request of the Chairman, to speak at any general meeting.
- (b) Any other person (whether a Member or not) requested by the Directors to attend any general meeting shall be entitled to be present and, at the request of the Chairman, to speak at that general meeting.

28 Circulating resolutions

Subject to the Law, nothing in this Constitution limits the Company's power to pass a resolution as a circulating resolution.

29 Constitutions of Members and Affiliates

- (a) Any constitution which is intended to be adopted by a Member in any class (other than a Life Member) or Affiliate must be in a form which is approved in writing by the Board before that document is adopted by that organisation.
- (b) Any proposed replacement, amendment, modification or alteration to the constitution of a Member in any class (other than a Life Member) or an Affiliate must be in a form which is approved in writing by the Board before that document is adopted by that organisation.
- (c) The Board may at any time require a Member in any class (other than a Life Member) or an Affiliate to replace, amend, modify or alter its constitution, rules or regulations in such manner as the Company reasonably directs. An organisation in receipt of such a direction by the Company shall comply with the direction in accordance with its terms.

DIRECTORS

30 The Board

- (a) The Board of the Company shall consist of a maximum of ten (10) Directors and a minimum number of Directors as prescribed by the Corporations Act.
- (b) No person shall be eligible for appointment as a Director if that person has not attained the age of eighteen (18) years.
- (c) The Board shall be comprised of:
 - (i) The Chairman;
 - (ii) Two (2) Vice Chairmen; and
 - (iii) Six (6) Regional Directors; and
 - (iv) The Chief Executive Officer.

each of whom shall be elected or appointed (as the case requires in each instance) in accordance with the relevant provisions of this Constitution.

31

How Directors are appointed

The Chairman

- (a) The Chairman is nominated by, and appointed by, the Members (excluding the Life Members) for the term determined by clause 32.
- (b) A person:
 - (i) is only eligible to be elected as Chairman if the person is a director, member of the board of, or a full member of a Group Member, the Junior Rugby League Member or the Referees' Association Member; or if a person is a Life Member; but
 - (ii) if the person is elected as Chairman, that person must within seven (7) days thereafter resign from any position of director or member of the board of any Group Member, the Junior Rugby League Member and / or the Referees' Association Member; and
 - (iii) may not serve as a Director while the person is employed by the Company.
- (c) Nomination of an eligible person for election as Chairman must be made in writing in a form prescribed by the Board. That document must be signed by the candidate and the Member nominating the person pursuant to clause 31(a).
- (d) Nominations made in compliance with clause 31(c) must be received by the Secretary no later than 4:00pm on the day which is 14 days before the date of the meeting at which the election of the Chairman shall take place. Nominations received by the Secretary after this deadline shall be deemed invalid.
- (e) Each candidate nominated for election as Chairman may, no later than ten (10) days before the meeting at which the election shall occur, provide the Secretary with a statement not exceeding 300 words, stating the candidates qualifications, experience and a statement by the candidate as to the merits of his candidacy for election as Chairman.
- (f) The Secretary shall distribute any statements received in accordance with clause 31(e) to the Members entitled to vote at the election of the Chairman; however the Secretary shall not be obliged to do so if the Secretary forms the opinion that the contents of a statement include material which is either defamatory of any other person, or of the kind which is likely to bring the Company into disrepute.
- (g) The Election of the Chairman shall be conducted in accordance with clause 32 and the Voting Rules set out at Appendix 3.

The Vice Chairmen

- (h) The two (2) Vice Chairmen are nominated, by and appointed by, the Members (excluding the Life Members) for the term determined by clause 32.
- (i) A person:
 - (i) is only eligible to be elected as a Vice Chairman if the person is a director, member of the board of, or a full member of a Group Member, the Junior Rugby League Member or the Referees' Association Member; or if the person is a Life Member; and
 - (ii) if the person is elected as a Vice Chairman, that person must within seven (7) days thereafter resign from any position of director or member of the board of any Group Member, the Junior Rugby League Member, the NSW Rugby League Member and / or the Referees' Association Member.
- (j) Nomination of an eligible person for election as Vice Chairman must be made in writing in a form prescribed by the Board. That document must be signed by the candidate and the Member nominating the person pursuant to clause 31(h).
- (k) Nominations made in compliance with clause 31(j) must be received by the Secretary no later than 4:00pm on the day which is 14 days before the date of the meeting at which the election shall take place. Nominations received by the Secretary after this deadline shall be deemed invalid.
- (l) Each candidate nominated for election as a Vice Chairman may, no later than ten (10) days before the meeting at which the election shall occur, provide the Secretary with a statement not exceeding 300 words, stating the candidates qualifications, experience and a statement by the candidate as to the merits of his candidacy for election.
- (m) The Secretary shall distribute any statements received in accordance with clause 31(e) to the Members entitled to vote at the election of a Vice Chairman; however the Secretary shall not be obliged to do so if the Secretary forms the opinion that the contents of a statement include material which is either defamatory of any other person, or of the kind which is likely to bring the Company into disrepute.
- (n) Elections of Vice Chairmen shall be conducted in accordance with clause 32 and the Voting Rules set out at Appendix 3.

Regional Directors

- (o) Each CRL Region shall be entitled to appoint one (1) Regional Director.
- (p) In order to be eligible for appointment by a CRL Region as a Regional Director a person must be the chairman of, or a member of the board or the CRL Region which he is appointed to represent.

- (q) A CRL Region's nomination of its Regional Director must be made in writing in a form prescribed by the Board. The nomination form must be signed by the Region and by the nominee.
- (r) Nominations of Regional Directors made in accordance with clause 31(q) must be received by the Secretary no later than seven (7) days before the date on which the appointment shall take effect by operation of clause 32.
- (s) The Chief Executive Officer shall be appointed ex officio as a member of the Board for so long as his appointment as Chief Executive Officer continues.

Directors Generally

- (t) Prior to appointment as a Director a prospective appointee shall provide the Company with a schedule of potential conflicting interests with the Company. The person must not be appointed as a Director in any class if the person has a material conflicting interest with the interests of the Company.
- (u) The Company in general meeting may by ordinary resolution remove a Director provided that:
 - (i) not less than 21 days' written notice is given to the Director concerned that the resolution will be put to a vote of the Members at the meeting;
 - (ii) the Director is given notice of his right to attend the meeting and address the meeting prior to any vote on the motion to remove him being conducted; and
 - (iii) the Company at all times maintains a minimum number of Directors which is not less than the quorum prescribed by clause 40.
- (v) Any person removed from the office of Director pursuant to clause (u) shall be ineligible for appointment as a Director for three (3) years commencing on the day the resolution is passed.
- (w) The Directors have the power to appoint a person to fill a casual vacancy in the office of Chairman or Vice Chairman. The person appointed to fill the casual vacancy shall be deemed to fill the vacancy until the time that the person vacating that office would have remained as a Director but for the vacancy being created **SUBJECT TO** the appointment being ratified by an ordinary resolution passed at the next general meeting of the Company.
- (x) Any casual vacancy in the office of a Regional Director shall be filled by a nomination received from the CRL Region which appointed the Director whose office has been vacated. The nomination shall comply with the requirements of clauses 31(p) and 31(q).

32

Retirement and rotation of Directors

General

- (a) Directors elected or appointed by operation of this Constitution take office immediately after the conclusion of the meeting of the Company at which the appointment is made.

- (b) Directors retiring from office at the expiry of the relevant term of appointment by operation of this Constitution vacate office at the conclusion of the meeting of the Company at which this Constitution states that the appointment ceases.
- (c) Directors appointed to fill a casual vacancy shall be determined to fill a vacancy in accordance with clauses 31(w) and 31(x).
- (d) The Chairman is elected in accordance with this Constitution for a term that expires at the conclusion of the second annual general meeting of the Company held after the election of that person.
- (e) Each Vice Chairman is elected in accordance with this Constitution for a term that expires at the conclusion of the second annual general meeting of the Company held after the election of that person, on the basis that at each annual general meeting there shall be an election conducted for the purposes of appointing one (1) Vice Chairman.
- (f) A Regional Director shall remain in office until the conclusion of the annual general meeting of the Company immediately subsequent to the annual general meeting of the Company at which he was appointed. At each annual general meeting each CRL Region shall appoint a Regional Director in accordance with this Constitution.
- (g) Despite any other provision of this Constitution, a person who retires from office by operation of this clause 32 shall be entitled to stand for re-election or reappointment as a Director (as the case may be) provided that the relevant qualification criteria is met.

33

Vacation of office

- (a) The office of a Director becomes vacant, and a casual vacancy in that office is created, in any of the following circumstances:
 - (i) in the circumstances prescribed by the Law;
 - (ii) if an Insolvency Event occurs in relation to a Director;
 - (iii) if the Director becomes a Mentally Incapacitated Person;
 - (iv) if the Director is removed from office by the Members pursuant to this Constitution;
 - (v) if the Director is removed from office by the Members under any procedure prescribed in the Law;
 - (vi) if the Director resigns by notice in writing to the Secretary or refuses to act;
 - (vii) is absent without the consent of the Board from three (3) consecutive meetings of the Board;
 - (viii) dies;
 - (ix) in the case of the Chairman, ceases to hold the qualification for appointment required by clause 31(b);
 - (x) in the case of a Vice Chairman, ceases to hold the qualification for appointment required by clause 31(i);

- (xi) in the case of a Regional Director, ceases to hold the qualification for appointment required by clause 31(p);
 - (xii) in the case of the Chief Executive Officer, ceases to be employed in that office;
 - (xiii) if either of clauses 31(b)(ii) or 31(i)(ii) is not complied with by any Director who must comply with the requirements of either of those clauses.
- (b) In circumstances of a casual vacancy in the office of any Director:
- (i) The remaining Directors may appoint a person as a Director; and
 - (ii) A person can be appointed as a Director under this clause in order to make up a quorum for a directors' meeting even if the total number of directors of the Company is not enough to make up that quorum.
- (c) Any appointment made pursuant to clause 33(b) shall be on terms determined by the remaining Directors subject to the requirements of this Constitution.

34 Chief Executive Officer and Employees

- (a) The Directors may from time to time appoint a Chief Executive Officer of the Company for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.
- (b) The Chief Executive Officer is a Director and member of the Board.
- (c) The Chief Executive Officer must report to the Board on a regular basis and as and when required by the Board.
- (d) The Company has all the powers necessary to employ any person on terms and conditions determined by the Board.

POWERS AND DUTIES OF DIRECTORS

35 Powers of Directors

- (a) Subject to the Law, this Constitution and particularly clause 35(e), the business of the Company shall be managed by the Board who may exercise all powers of the Company, including but not limited to the making of rules, regulations, by-laws, policies, clauses, determinations and all other decisions consistent with fulfilling the objects of the Company, which are not, by the Law or this Constitution, required to be exercised by the Company in general meeting.
- (b) No exercise of power made in accordance with clause 35(a) shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
- (c) The Directors shall not sell or otherwise dispose of the main undertakings of the Company or any land holdings of the Company without the prior approval of the Company in general meeting.

- (d) Without limiting the generality of clause 35 the Directors may exercise all the powers of the Company to borrow money and to charge any property or business of the Company.
- (e) For the purpose of managing the business of the Company between Board meetings the Board may delegate and of its powers to the Executive. The Board may by resolution make any determination as to the terms, conditions and limitations of the delegation of its powers to the Executive, including any power of delegation granted to the Executive.

36 Appointment of Attorneys and Returning Officers

- (a) The Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes, with the powers, authorities and discretions vested in or exercisable by the Board as may be specified by them and for such period and subject to such conditions as they think fit.
- (b) The Chairman shall appoint a Returning Officer to act in respect of any election of Life Members or Vice Chairman.

37 Negotiable instruments

All negotiable instruments of the Company shall be executed by the persons and in the manner that the Directors decide from time to time.

MEETINGS OF DIRECTORS

38 Meetings

- (a) The Directors shall meet together as often as is necessary for the despatch of business of the Company and may adjourn and otherwise regulate their meetings as they think fit.
- (b) Any one (1) Director may, at any time, by written notice to the Chairman request that a meeting of the Directors be convened. The Secretary shall forthwith convene a meeting in accordance with such a request.
- (c) Reasonable notice must be given to every Director of the place, date and time of every meeting of the Directors.
- (d) Where any Director is for the time being outside of Australia, notice need only be given to that Director if contact details have been given.
- (e) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting; and
 - (i) may be given in person or by post or by telephone, facsimile or other electronic means.
- (f) A Director may waive notice of any meeting of Directors by notifying the Company to that effect in person or by post, telephone, facsimile or other electronic means.

- (g) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the Director waived or waives notice of that meeting or has notified or notifies the Company of his or her agreement to that thing or resolution personally or by post, telephone, facsimile or other electronic means; or
 - (iii) the Director attended the meeting.
- (h) A person who attends a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting.

39 Meetings by technology

- (a) For the purposes of the Law, each Director, on becoming a Director (or on the adoption of this Constitution), consents to the use of the following technology for calling or holding an Board meeting:
 - (i) video;
 - (ii) telephone;
 - (iii) electronic mail;
 - (iv) any other technology which permits each Director to communicate with every other Director; or
 - (v) any combination of the technologies described in the above paragraphs.
- (b) A Director may withdraw the consent given under this clause in accordance with the Law.
- (c) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
 - (i) the participating Directors shall, for the purpose of every provision of this Constitution concerning meetings of the Directors, be taken to be assembled together at a meeting and to be present at that meeting; and
 - (ii) 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.

40 Quorum at meetings

A quorum for a meeting of the Board is the presence or, subject to clause 39, participation of at least five (5) Directors.

41 Chairman

- (a) The chairman of all meetings of the Board and the Company shall be the Chairman appointed in accordance with clauses 31 and 32.
- (b) Where a meeting of Directors is held and:
 - (i) a chairman has not been elected in accordance with clauses 31 and 32; or
 - (ii) the Chairman is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting,

a Vice President shall act as the chairman of that meeting, and failing which the Directors present shall elect one of their members to be the chairman of the meeting.
- (c) The Chairman does not have a casting vote in addition to any vote to which the Chairman may be entitled as a Director.

42 Proceedings at meetings

Subject to this Constitution, questions arising at a meeting of Directors shall be decided by a majority vote of Directors present and voting and any such decision shall for all purposes be taken to be a decision of the Board.

DIRECTORS' OWN INTERESTS

43 Disclosure of interests

- (a) A Director is not disqualified by the Director's office from contracting with the Company in any capacity.
- (b) A contract or arrangement made by the Company with a Director or in which a Director is in any way directly or indirectly interested shall not be avoided merely because the Director is a party to or interested in it.
- (c) A Director is not liable to account to the Company for any profit derived in respect of a matter in which the Director has a material personal interest, merely because of the Director's office or the fiduciary relationship it entails, if the Director has:
 - (i) declared the Director's interest in the matter as soon as practicable after the relevant facts have come to the Director's knowledge; and
 - (ii) not contravened this Constitution or the Law in relation to the matter.

A general notice that the Director is an officer or member of a specified entity or organisation stating the nature and extent of the Director's interest in the entity or organisation shall, in relation to a matter involving the Company and that entity or organisation, be a sufficient declaration of the Director's interest, provided the extent of that interest is not materially greater at the time of first consideration of the relevant matter by the Directors than was stated in the notice.

- (d) Subject to the Law, a Director may not vote in respect of a matter in which that Director has a material personal interest.

- (e) If the provisions of clause 43 and the Law have been observed by any Director with regard to any contract or arrangement in which the Director is in any way interested, the fact that the Director signed the document evidencing the contract or arrangement shall not in any way affect its validity.
- (f) Each Director must provide the Company with notification from time to time of that Director's interests for the purposes of this clause 43.
- (g) The Company shall maintain register of those interests of Directors notified to the Company from time to time.
- (h) Nothing in this clause 43 shall operate to limit the operation of the Corporations Act as it applies to the interests of members of the board of a public company limited by guarantee.

44 Remuneration

- (a) The Directors shall be entitled to payment of fees for their service as Directors of the Company in any maximum aggregate amount specified at any time by a resolution passed as a Special Resolution in general meeting.
- (b) Any proposal for a resolution to increase the maximum aggregate fee amount referred to in clause 44(a), and the proposed increased amount, shall be specified in the notice calling any general meeting to pass that resolution.
- (c) Fees payable to Directors under this clause 44 shall accrue from day to day and be allocated among the Directors in any proportions agreed by the Directors or, in the absence of agreement, equally.
- (d) Any Director shall be entitled to payment or reimbursement of any travelling and other cost properly incurred by that Director in attending and returning from any meeting of Directors, or committee of Directors, or general meeting or otherwise in connection with the business of the Company.
- (e) The Company may pay to any Director, who performs any extra service, travels or makes any special effort for the benefit of the Company, any special remuneration as a fixed amount, as decided by the Directors, whether in addition to or in substitution for the share of fees payable to that Director under this clause 44.
- (f) Any fees or special or additional remuneration payable to Directors under this provision shall not comprise or be calculated by reference to any commission on or percentage of profits, operating revenue or turnover.

45 Sub-Committees

- (a) The Directors may delegate any of their powers to a committee or committees consisting of such number of them and / or other persons as the Directors may determine. A committee may consist of one or more persons. The Chairman shall be an ex officio member of every committee established by the Directors.
- (b) A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of

the Directors. A power so exercised shall be taken to have been exercised by the Directors.

- (c) The number of members whose presence at a meeting of a committee is necessary to constitute a quorum is the number determined by the Directors and, if not so determined, is two (2). Unless the Directors determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.
- (d) Minutes of all the proceedings and decisions of every committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Law to be made, entered and signed.
- (e) Without limiting the Board's power to establish additional committees, the following are established upon the adoption of this Constitution:
 - (i) The Selection Committee; and
 - (ii) The Referees Appointments Board.
- (f) The powers delegated to each of the committees listed in clause 45(e) shall be determined by the Board in accordance with clause 45(b).
- (g) The composition of each of the committees listed in clause 45(e) shall be determined by the Board in accordance with clause 45(a), provided that the Football Management Committee shall include representatives from each of the Company's geographical regions as determined by the Board.

46

Written resolutions

- (a) If a document:
 - (i) is sent to all those entitled to receive notice of a meeting at which a resolution could be put;
 - (ii) contains a statement that the signatories to it, being the Directors entitled to vote, are in favour of that resolution;
 - (iii) the terms of the resolution are set out or identified in the document; and
 - (iv) has been signed by all of the Directors entitled to vote on that resolution,

a resolution in those terms is passed on the day on which and at the time at which the document was signed by the last of those Directors and the document has effect as a minute of the resolution.
- (b) For the purposes of clause 46(a):
 - (i) Two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be taken to constitute a document containing a statement in those terms signed by those Directors at the time at which the last of those documents to be signed was signed by a Director; and

- (ii) a facsimile or electronic mail which is received by the Company or an agent of the Company and is sent for or on behalf of a Director shall be taken to be signed by that Director not later than the time of receipt of the facsimile or electronic mail by the Company or its agent in legible form.

47 Defects in appointments

- (a) All acts done by any meeting of the Directors, committees of Directors or any person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of the committee.
- (b) Clause 47(a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a committee or to act as a Director or that a person so appointed was disqualified.

MINUTES OF MEETINGS

48. The Directors shall cause minutes to be duly entered in books provided for the purpose:

- (a) of all appointments of Officers;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee;
- (c) of all orders made by the Directors and of any committee;
- (d) all resolutions of the Company; and
- (e) of all resolutions and proceedings of meetings of the Company, of all meetings of the Directors of the Company, and of all meetings of any committee,

and such minutes, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

49. Copies of all minutes shall be forwarded to the Secretary as soon as possible.

SECRETARY AND OTHER OFFICERS

50 Secretary

- (a) Subject to clause 50(b) a Secretary shall be appointed at the first meeting of Directors after a vacancy in that office occurs.
- (b) The Secretary shall be the Chief Executive Officer except in circumstances where no appointment of a Chief Executive Officer has been made, in which case the Board shall appoint another person as the Secretary.

51 Other Officers

- (a) The Directors may from time to time:
 - (i) create any other position or positions in the Company with such powers and responsibilities as the Directors from time to time confer; and
 - (ii) appoint any person, whether or not a Director to a position or positions created under clause 51(a)(i).
- (b) The Directors may at any time terminate the appointment of a person holding a position created under clause 51(a)(i) and may abolish the position.

SEAL AND EXECUTING DOCUMENTS

52 Seal and its use

- (a) The Company may, but need not have a Seal.
- (b) If the Company has a common seal, the Seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal. Every document to which the Seal is affixed shall be signed by:
 - (i) two (2) Directors; or
 - (ii) a Director and a Secretary (or another person appointed by the Directors to countersign that document or a class of documents in which that document is included).
- (c) This clause 52 does not limit the other ways in which the Company may execute a document.

INSPECTION OF RECORDS, ACCOUNTS AND AUDIT

53 Inspection of records

- (a) The Directors have the power to authorise a Member to inspect books of the Company (to the extent, at the time and places and under the conditions the Directors consider appropriate).
- (b) A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by the Law or authorised by the Directors.

54 Accounts and Reporting to Members

The Directors shall, subject to the requirements of the Corporations Act:

- (a) cause proper accounts and other records to be kept and audited subject to the requirements of the Law;
- (b) send copies of the financial report, directors' reports and auditor's report to the Members in accordance with the requirements set out in the Corporations Act.

- (c) cause to be laid before each annual general meeting the financial report, the Directors' report and the auditor's report for the last financial year that ended before the annual general meeting.

55 Audit and financial year

- (a) Subject to the requirements of the Corporations Act, a properly qualified auditor or auditors shall be appointed to the Company to review the financial statements, the notes thereto and the Directors' declaration about the financial statements and the notes thereto and report to the Members on whether the auditor is of the opinion that the financial report is in accordance with the Law, complies with accounting standards and presents a true and fair view.
- (b) The financial year of the Company shall be determined by the Directors in accordance with the requirements of the Corporations Act.

NOTICES

56 Notices generally

- (a) Any Member who has not left at or sent to the registered office a place of address, facsimile number or an electronic mail address (for registration in the Register) at or to which all notices and documents of the Company may be served or sent shall not be entitled to receive any notice.
- (b) A notice may be given by the Company to any Member by:
 - (i) serving it on the Member personally;
 - (ii) sending it by post to the Member or leaving it at the Member's address as shown in the register or the address supplied by the Member to the Company for the giving of notices;
 - (iii) facsimile to the facsimile number supplied by the Member to the Company for the giving of notices; or
 - (iv) transmitting it electronically to the electronic mail address given by the Member to the Company for the giving of notices.
- (c) Notice to a Member whose address for notices is outside Australia shall be sent by airmail, facsimile or electronic mail.
- (d) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected:
 - (i) in the case of a notice of a meeting, on the day next after the date of its posting; and
 - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (e) Where a notice is sent by facsimile or electronic transmission, service of the notice shall be taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the business day after it is sent.

57 Notices of general meeting

- (a) Notice of every general meeting shall be given in the manner authorised by clause 56:
 - (i) to every Member and to each Director;
 - (ii) to the auditor to the Company; and
 - (iii) any other person entitled to receive such notice under this Constitution or by operation of the Law.
- (b) Except as required by the Law, no other person is entitled to receive notice of general meetings.

INDEMNITY

58 Indemnity and insurance

- (a) To the extent permitted by law and without limiting the powers of the Company, the Company must indemnify each person who is, or has been, a Director or Secretary or Officer of the Company against any liability which results from facts or circumstances relating to the person serving or having served in that capacity in relation to the Company:
 - (i) to any person (other than the Company or a related body corporate), which does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
 - (ii) 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 any application in relation to such proceedings in which the court grants relief to the person under the Law.
- (b) The Company need not indemnify a person as provided for in clause 58(a) in respect of a liability to the extent that the person is entitled to the benefit of an indemnity in respect of that liability under a contract of insurance.
- (c) To the extent permitted by law and without limiting the powers of the Company, the Directors may authorise the Company to, and the Company may enter into any:
 - (i) documentary indemnity in favour of; or
 - (ii) insurance policy for the benefit of,a person who is, or has been, a Director, Secretary, employee or other Officer of the Company.
- (d) The benefit of each indemnity given in clause 58(a) continues, even after its terms or the terms of this paragraph are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

Appendix A

Schedule of Members at the Date of Adoption of this Constitution

Group Members

Group 2 Country Rugby League Incorporated

ABN 11 670 100 589

Group Three Rugby Football League Incorporated

ABN 53 713 874 884

Group 4 Rugby League Incorporated

ABN 20 368 838 016

Group 6 Country Rugby League Incorporated

ABN 69 042 075 417

South Coast Rugby League Group Seven Incorporated

ABN 28 995 010 982

Country Rugby League of New South Wales Group Nine Incorporated

ABN 70 174 812 449

Group Ten Rugby League Incorporated

ABN 61 964 511 423

Group Eleven Rugby League Incorporated

ABN 93 234 267 459

Castlereagh Rugby League Incorporated

ABN 52 790 370 012

Group 16 (Far South Coast) Rugby League Incorporated

ABN 38 695 258 166

New England Group 19 of the Country Rugby League of NSW Incorporated

ABN 75 266 311 703

Group 20 Rugby League Incorporated

ABN 47 578 586 104

Hunter Valley Group 21 Rugby League Incorporated

ABN 77 475 009 583

Canberra Region Junior Rugby League Incorporated

ABN 18 860 858 942

Central Coast Division of Country Rugby League Incorporated

ABN 83 944 638 236

Illawarra Division Rugby League Incorporated

ABN 62 620 740 870

Newcastle Rugby League Limited

ABN 39 003 833 654

Northern Rivers Regional Rugby League Incorporated

ABN 18 476 994 931

Junior League Member

John Richard Anderson

Referees' Association Member

Country Rugby League Referees Association of NSW Incorporated
ABN 91 934 753 680

Life Members

Messrs. *F J Cahill, *H C Ferris, *J McGuire, *M J Gleeson, *T L Thirwell, *J Quinn, *D O'Malley, *A C Elliott, *W Flanigan, *H Brazil, *T Loveday, *F Meaney, *E Chandler, *A M Kingston, *J O'Toole, *H Gillard, *J Ward, *E Rigby, *V Roach, *J Gahan, *J Hattam, V Byrne, *K Walsh, *J Thom, *J Wilson, A P Hagan, *D Moreland, *F Smith, *R Baker, *G Slogget, *S Sercombe, *V Barrett, *B Maitland, F Devlin, *L McIntyre, *J Sharpe, N Gale, *E McAlpine, A Byrnes, D Barnhill, W Kimberley, R Lanesbury, *K Cosgrove, *K McNamara, *J Bartlett, J O'Dwyer, *J Fawkner, J Bowden, J Kelly, R Miller, G Mayhew, N Charters, J Marchant, *R Tilson, *M Kelly, *H Middleton, T Nelson, J Riordan, K Riolo, N Best, G Wright, E Lumsden, R Hamilton, K Hardy, *G Tiernan, F Fish, T Farmer, D Harrison, *W Williams, T Marsh, B Carroll, *K Smith, G Barker, Dr J Hollingsworth, P Rossiter, J Anderson and N Smith

(* denotes deceased).

Appendix B

Notice of Proxy

To: The Secretary
COUNTRY RUGBY LEAGUE OF NEW SOUTH WALES LIMITED
[ADDRESS]
[ADDRESS]
[ADDRESS]

[NAME OF MEMBER] hereby appoints [NAME OF PROXY] of [ADDRESS OF PROXY] as proxy to vote on [NAME OF MEMBER]'s behalf at the meeting of COUNTRY RUGBY LEAGUE OF NEW SOUTH WALES LIMITED to be held on [DATE OF MEETING] and any adjournment thereof.

CRL Constitution – Clause 26

	RESOLUTION IN NOTICE OF MEETING	HOW PROXY IS TO VOTE
1		
2		
3		
4		
5		

Signed:

Dated:

Appendix C

Rules Governing Elections

Part A

BALLOT PAPERS IN CRL ELECTIONS

Note: The capitalised terms used in this Part A of Appendix C are ascribed the same meanings as given to those terms in clause 1 of the Constitution of COUNTRY RUGBY LEAGUE OF NEW SOUTH WALES LIMITED unless expressly stated to the contrary.

Informal Ballot Papers

1 The following rules shall apply in the conduct of any election provided for pursuant to the Constitution of the Company or otherwise conducted by the Company:

(a) Subject to the provisions of Rule 2 below, ballot paper shall be informal if:

- (i) it is not authenticated by the initials of the presiding Returning Officer.
- (ii) it is not an original ballot paper.
- (iii) (in the case of a preferential election) the voter makes any mark or obliteration to the ballot paper other than writing consecutive ascending numbers in the squares adjacent to each candidate's name printed on the ballot paper for the purpose of the voter indicating his first preference (being the candidate indicated by the voter writing the number "1" inside the square adjacent to that candidate's name) and then his order of preference for all the other remaining candidates (by the voter writing the number "2" inside the square adjacent to the voter's second preference, number "3" inside the square adjacent to the voter's third preference, et cetera);
- (iv) (in the case of a first-past-the-post or affirmative / negative elections) if the voter makes any mark or obliteration on the ballot paper other than indicating his preferred candidate or his affirmative or negative vote in respect of each candidate.
- (v) It has no vote indicated on it, or does not indicate the voter's first preference for one candidate and an order of preference for all the remaining candidates, provided that:
 - (1) where the voter has indicated a first preference for one candidate and an order of preference for all the remaining candidates except for a single candidate and where the square opposite that single candidate is left blank, it shall be deemed that the voter's preference for that single candidate is the voter's last preference in the order of preferences and accordingly the voter shall be deemed to have indicated a preference for all the candidates in the election; and

(2) where there are two candidates only and the voter has indicated a first preference vote for one candidate and where the square opposite the other candidate is left blank, it shall be deemed that the voter's preference for that other candidate is the voter's last preference and accordingly the voter shall be deemed to have indicated a preference for both candidates in the election.

(vi) It has upon it any mark, obliteration or writing by which, in the opinion of the Returning Officer, the voter can be identified.

Returning Officer Amendment to Ballot Paper Not to Render Ballot Paper Informal

2 Any mark or obliteration on the face of a ballot paper, which is made and appropriately initialled by the Returning Officer for the purpose of denoting which candidates, whose names are listed on the ballot paper, are properly entitled to stand for election to the office that the named person is listed as a candidate for, shall be deemed to be a valid amendment to the ballot paper which shall not render the ballot paper informal for the purposes of Rule 1 above.

Part B

Voting Rules

In the conduct of any election provided for under the provision of this Constitution a Returning Officer shall act in accordance with the following procedures.

Preferential Voting for Vice Chairman Elections

- 1 In the case of the election of one (1) candidate only:
 - (a) A candidate who receives the number of first preference votes greater than half the total number of formal ballot papers shall thereupon be elected.
 - (b) Where no candidate has received an absolute majority of first preference votes in accordance with clause 1.1, the Returning Officer shall proceed with scrutiny as follows:
 - (i) The candidate who receives the fewest first preference votes shall be excluded, and each ballot paper counted to him shall be counted to the candidate next in the order of the voter's preference; and
 - (ii) Then, if no candidate has an absolute majority of votes, the process shall be repeated by excluding the next candidate who has the fewest votes, and counting each of his ballot papers to the unexcluded candidates next in the order of the voter's preference, until one candidate has an absolute majority of votes and is elected
- 2 In any case where two (2) or more candidates are to be elected:
 - (a) The votes shall be classified into two (2) categories as follows:
 - (i) The preference votes to the number of vacancies to be filled shall be termed the 'Primary Votes', and shall have

equal value in the first count and be credited to the candidate for whom they are cast, regardless of whether they are marked as first, second or third preference, et cetera, according to the number of vacancies for which the election is held and the votes cast.

- (ii) The preference votes beyond those votes referred to at clause 2.1.1 above shall be termed the 'Secondary Votes', and shall rank in accordance to their numerical order.
- (b) The Primary Votes shall first be counted and a list shall be prepared of the candidates in order to the according to the Primary Votes cast for them. The candidate who polls the fewest Primary Votes shall be excluded from the election.
- (c) Each ballot paper on which the candidate excluded in accordance with clause 2.2 received the first preference of the Primary Vote shall then be scrutinised as regards the Secondary Votes, and the next available Secondary Vote preference on each of these ballot papers shall be added to the total credited to each unexcluded candidate on the first count.
- (d) On the conclusion of the second count the candidate then lowest on the list of polling candidates shall be excluded. Each ballot on which such candidate received the first preference Primary Vote shall be scrutinised as regards to the Secondary Votes, and the next available Secondary Vote preference on each ballot paper shall be added to the total credited to the respective remaining candidates from the first and second counts. Should the next available Secondary Preference vote be cast in favour of an excluded candidate, it shall be disregarded, and the next available Secondary Vote preference cast in favour of a remaining candidate shall be added to the total credited for that candidate. This process of exclusion and distribution of Secondary Vote preferences shall be repeated until only the number of candidates to fill the vacancies for which the election has been held remain.
- (e) In the case of an equality of votes during the progress of the count, that candidate shall be excluded who has the lower number of higher preference votes, for which purpose the whole of the preference on the ballot form shall rank according to the numerical order. That is, the candidate who has the lowest progressive total at the previous count is excluded. In the event of there still being equality the position at the second last count is taken and this procedure is repeated back to the first count if necessary. In the event that there remains an equality of votes, the Chairman shall decide by his casting vote which candidate shall be excluded.
- (f) Where, in this Constitution or in any Rules or Regulations made thereunder, provision is made for the election of a deputy member of a Committee or sub-committee, the election of that deputy member shall be conducted by a separate ballot immediately after the election of the members of the Committee or sub-committee.

Affirmative / Negative Voting for Life Members

- 3 Elections shall be conducted in accordance with the procedure set out in clause 13(n) of the Constitution.