



PART 2

RULES, REGULATIONS AND BY-LAWS OF QUEENSLAND RUGBY FOOTBALL
LEAGUE LIMITED RELATING TO THE ESTABLISHMENT AND ADMINISTRATION
OF

DIVISIONS

QUEENSLAND RUGBY FOOTBALL LEAGUE LIMITED

ACN 009 878 013

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2.1 ESTABLISHMENT OF DIVISIONS

In order to facilitate efficient administration of the Game the QRL Board shall determine the Divisions of the QRL from time to time in accordance with Clause 8 of the QRL Constitution.

2.2 DELEGATED AUTHORITY OF DIVISIONS

Subject to any delegation by the QRL Board to a Board of Directors of a Division, each of the Divisions of the QRL shall determine from time to time and specify in writing the following in relation to each Division:-

- (a) The boundaries of the Divisions as determined by the Boundaries Committee from time to time and where necessary vary, alter and redefine such boundaries;
- (b) The authorities, powers and jurisdictions of those several Divisions;
- (c) The status of the Divisions; and
- (d) The privileges, rights, powers duties and obligations of the Divisions.

Any Board of Delegates or Committee so formed shall, in the exercise of power so delegated, conform to any Rules that may be imposed upon them by the QRL Board.

Each Division will be administered by a Divisional Board of Delegates consisting of those persons referred to in Rule 2.2 of this Part 2 who shall strictly apply the Rules and regulations of the QRL as prescribed from time to time.

Each and every Sub-ordinate shall be subject to the jurisdiction of the Division in which their interest or concern is to be found and without limiting the forgoing, includes all Persons interested or concerned in Rugby League in Queensland whether as players or members of any Division, Local League or Club or as officials in any Game of Rugby League or as referees in any Game of Rugby League or as spectators at any Game of Rugby League or as members of the public generally seeking or obtaining access to any place for or in connection with any Game of Rugby League Football and any of the abovementioned otherwise having anything to do with the Game of Rugby League Football or its playing, organisation or administration.

2.3 POWERS OF BOARDS OF DELEGATES OF DIVISIONS

The Divisional Board of Delegates shall have, at all times, all of the powers delegated to it by the Board of the QRL which can be exercised within the jurisdiction of the Division.

The Divisional Board of Delegates shall have, without limiting the foregoing, the following powers:-

- (a) Determining the status of Local Leagues and affiliated bodies operating within the Division;
- (b) Making all rules that it deems necessary for the conduct of competitions and the running of Local Leagues and affiliated bodies;
- (c) Delegating such powers as are necessary to any and all of the Local Leagues operating within its jurisdiction.



Any powers of delegation referred to in Rule 2.3 (c) above shall be exercised by either the Chairperson or alternatively a simple majority of the Divisional Board of Delegates. All such delegations shall be made in writing and a copy shall be provided to the Managing Director of the QRL.

Subject to the provision above, any three (3) or more members of the Divisional Board of Delegates or the Chairperson of the Division purporting jointly to exercise any power of the Divisional Board of Delegates shall be deemed to have the authority of the Divisional Board of Delegates to exercise such power unless the contrary is proved.

2.4 MEMBERSHIP OF DIVISION BOARD OF DELEGATES

Those persons entitled to attend and vote at each annual general meeting shall be:-

- a) Chairperson of the Division;
- b) Chairperson of each Local League in the Division;
- c) a minimum of three (3) and not more than five (5) Independent Delegates; and
- d) The Division Manager appointed by the QRL

2.5 NOTIFICATION OF MEMBERS

Immediately after the Annual General Meeting of the Division and prior to the Annual General Meeting of the QRL, the Division Manager shall provide the Managing Director of the QRL the following:

- a) the names, addresses and respective positions of its Divisional Board of Delegates;
- b) a copy of the Annual Report of the Division and Auditors Report.

2.6 GENERAL MEETINGS

It shall be the responsibility of the Board of Delegates to:-

- (a) Meet at least once monthly or on such occasions as the QRL Board shall approve;
- (b) Shall take all and any necessary steps to ensure that resolutions of the Division are carried out and observed by them
- (c) Maintain sufficient records in writing to clearly identify all material transactions conducted by the Division.

2.6 ANNUAL GENERAL MEETINGS

Each of the delegates on the Divisional Board shall be elected at the Annual General Meeting of the Division conducted no later the fifteenth (15th) day in December.

The business of each annual general meeting of a division shall comply strictly with the following agenda:-

- (a) To receive reports from the outgoing Board of Delegates;



- (b) To receive and consider the financial statements of the Division tabled by the outgoing finance officer for the preceding Financial Year;
- (c) To receive and consider the report of the auditors;
- (d) To accept the appointment of the Chairpersons of each of the Major Local Leagues or Regions;
- (e) To accept the appointment of the Independent Delegates;
- (f) To elect the Chairperson of the Division who shall become a Director of the QRL Board pursuant to Clause 7.2(b) of the Constitution of the QRL;
- (g) To elect an Alternate Director pursuant to Clause 7.2(b) of the Constitution of the QRL;
- (h) To acknowledge the appointment of the Auditors for the QRL and any related bodies appointed by the QRL Board; and
- (i) Any other business normally transacted at an Annual General Meeting.

2.6.1 Delegate voting eligibility

Delegates from any local league are ineligible to vote at any meeting of the division unless the local league they are representing has:-

- (a) held a properly constituted Annual General Meeting; and
- (b) lodged the following documents with the Division:-
 - i. an Annual Report and Financial Statements with Auditor's Certificate and Clearance Declaration in the official form provided by the QRL (signed by the Chairperson, Secretary and Treasurer) attached thereto;
 - ii. a copy of the Certificate of Incorporation; and
 - iii. a completed QRL Affiliation Application.

2.7 QUORUM AT MEETINGS

No business shall be transacted at any Meeting unless a quorum of Delegates is present at the time when the Meeting proceeds to business.

- a) A quorum for a Meeting is not less than 50% of the total number of Delegates of the Division entitled to attend and vote on any item of business.

2.5 ELECTION OF DIVISION BOARD OF DELEGATES

The following procedures shall apply in relation to the election of those officers referred to above:

(a) Election of Chairperson of a Division

- i. A Chairperson of the Division standing for re-election shall not require nomination but any other candidate shall require the nomination by a member of the Board of



Delegates. Such nomination, in the prescribed form*, shall be counter signed by the nominee and lodged with the Division Manager no later than seven (7) days prior to the Annual General Meeting.

- ii. The existing Chairperson shall stand down from the position immediately following the tabling of nominations for the position of Chairperson of the Division, and in the absence of the Chairperson of the QRL, the Division Manager shall assume the chair for procedural purposes only.
- iii. A Person who is nominated for the position of Chairperson shall not be entitled to vote on their election to the position and where more than one nomination is received the election of Chairperson shall be conducted by secret ballot. All such ballot papers shall be destroyed by the Division Manager immediately after the election of the Chairperson.
- iv. A person is ineligible to be nominated by a Division as a Director of the QRL pursuant to clause 7.2(b) of the Constitution if the person:-
 - is not a member of a Division Board of Delegates;
 - holds any position with any Football Club competing in the National Rugby League Competition or QRL State-wide Competitions; or
 - has a material conflict of interest (including a potential material conflict of interest) with the QRL, the ARL Commission or the NRL.

The Division Manager shall notify the QRL Board in writing of the appointment of the Chairperson of the Division, and consequent appointment as a Director of the QRL Board.

- v. The Division Manager is ineligible to vote in the election of the Chairperson of the Division.
- vi. The Chairperson of the Division shall enjoy and be entitled to all powers, authorities, rights, functions and privileges of a member of the Board of Delegates together with any other rights and entitlements conferred upon the position by the QRL Board.

(b) Election of Alternate Director to the QRL Board

- i. Any member of the Board of Delegates (other than the Chairperson) shall be entitled to stand for election to the position of Alternate Director representing the Chairperson in accordance with clause 7.2(b) of the Constitution of the QRL. Such election shall be conducted immediately after the election of all members of the Board of Delegates in accordance with the provisions above and when more than one application is received then the election shall be conducted by secret ballot. All ballot papers shall be destroyed by the Division Manager immediately after election of the Alternate Director.
- ii. The Chairperson of the Division shall have a casting vote (if required) in respect of the election of the Alternate Director.



- iii. A member of the Board of Delegates standing for the position of Alternate Director shall notify the Division Manager accordingly. An applicant to the position of Alternate Director shall not be entitled to vote on such election provided that where more than one member stands for the position then each such member shall be entitled to vote in relation to the election of the other applicants for the position. As noted above, such election is to be conducted by secret ballot.
- iv. A person is ineligible to be nominated by a Division as an Alternate Director of the QRL pursuant to clause 7.2(b) of the Constitution if the person:-
 - is not a member of a Division Board of Delegates;
 - holds any position with any Football Club competing in the NRL competition or QRL State-wide Competition; or
 - has a material conflict of interest (including a potential material conflict of interest) with the QRL, the ARL Commission or the NRL.

The Division Manager shall notify the QRL Board in writing of the election of the Alternate Director of the Division to the QRL Board.

(c) Appointment of Independent Delegates

Prior to the Annual General Meeting of the Board of Delegates in each Financial Year, the Division Manager shall call for nominations in the prescribed form for the appointment as Independent Delegates of the Board for a term of three (3) years.

- i. The Board of Delegates shall appoint a committee comprising the Chairperson, the Division Manager and one (1) of the Chairpersons of the affiliated Local Leagues to consider and make recommendations regarding the nominations received by the Division Manager.
- ii. The Board of Delegates shall at the Board Meeting prior to each Annual General Meeting of the Division consider the recommendations of the Committee and appoint a minimum of three (3) but no more than five (5) Independent Delegates.
- iii. At each Annual General Meeting of the Division one of the Independent Delegates shall retire from office.
- iv. The Delegate to retire shall be determined according to the length of time each Delegate has spent in office, with the one having spent the longest time in office retiring.
- v. As between two or more who have been in office an equal length of time, the Delegate to retire shall, in default of agreement between them, be determined by lot.
- vi. A retiring Delegate shall retain office until his or her successor is appointed in accordance with the Agenda for the relevant Annual General Meeting.
- vii. A retiring Delegate shall be eligible for re-appointment.



b) Resignation and Removal of Members

Any member may resign from the Board of Delegates by giving the Division Manager 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 of Delegates may determine. The Board of Delegates may, by resolution of more than seventy-five percent (75%) of those Members of the Board of Delegates entitled to attend and vote at meetings of the Board, and with the prior written approval of the QRL Board, resolve to censure, suspend or expel any member upon being satisfied that that Member:

- i. has engaged in any serious misconduct;
- ii. has engaged in acts or omissions materially injurious to the QRL;
- iii. has, in the reasonable opinion of a majority of the Board of Delegates, acted in a manner that is contrary to the interests of the QRL;
- iv. has failed to comply with a material provision of the Constitution, the Rules of the QRL or the NRL Code of Conduct;
- v. has become insane;
- vi. has suffered an insolvency event; or
- vii. is absent without the consent of the Board of Delegates for three (3) consecutive meetings of the Board.

(e) Eligibility of Delegates

Any person who is elected to a Board of Delegates as Chairperson or Independent Delegate of a Division must resign from any committee position held in a Local League or Club.

2.7 ESTABLISHMENT OF COMMITTEES AND TRIBUNALS

At the first meeting following the Annual General Meeting held by each Division or such later date as the QRL may determine/approve (but in any event prior to the commencement of any Rugby League Competition for that year), the following committees shall be appointed:-

- (a) Those Tribunals and committees referred to in Part 5.1 of these Rules;
- (b) Such other committees as shall be approved by the Board of Delegates of the Division, each of which will be chaired by an Independent Delegate of the Division.

Each of the committees established in accordance with Rule 2.7 (b) above shall meet as required and shall act in an advisory capacity only for the benefit of the Divisional Board of Delegates.

Any person who is elected to a Divisional Board of Delegates as Chairperson, Alternate Director or Independent Delegate of a Division must resign from any committee position held in a Local League or Club.



The provisions of Rule 2.1 and Rule 2.2 above relating to the convening of meetings by electronic means and otherwise shall apply mutatis mutandis to meetings of those committees referred to above.

2.8 APPOINTMENT OF INTERIM COMMITTEE

Where any Local League or affiliated body:-

- (a) is unable to pay its debts as they fall due;
- (b) has liabilities which exceed its assets;
- (c) fails to submit to its Local League or Division any documents referred to in Rule 2.8 below;
- (d) brings the Game into disrepute in the reasonable opinion of the Divisional Board of Delegates;
- (e) fails to apply the Rules of the QRL and any written directions by the QRL in a consistent and timely manner.

The Divisional Board of Delegates may appoint a committee, hereinafter called the Interim Committee, to oversee the management of the Local League or affiliated body and exercise each and every power referred to in Rule 2.8 below. The Chairperson may also declare that the Local League's or affiliated bodies' executive comply with all directions of the Interim Committee consistent with those powers referred to in Rule 2.8 below.

The term of appointment of an Interim Committee shall not exceed an initial period of three (3) months after which the Board of Delegates shall reconvene for purposes of determining whether or not to extend the period for a further periods of three (3) months.

2.8.1 Notice of appointment of interim committee

Full details of the appointment of an Interim Committee shall be provided, in writing, by the relevant Division, to both the QRL and the relevant Local League or affiliated body.

During such time as such Local League or affiliated body is in default under Rule 2.4 above and pending the appointment of an Interim Committee neither the Division nor Local League shall allow such a Local League or affiliated body to participate in any Game of Rugby League Football whether a competition match under the control of the QRL, its Divisions or Local Leagues or a trial match in Queensland whether or not the participating team is a team under the control of the QRL.

2.8.2 Powers of interim committee

Where the Division appoints an Interim Committee pursuant to Rule 2.5 above the Committee shall have and may exercise such powers as are necessary to manage the affairs of the Local League or affiliated body including but not restricted to the following powers:-

- (a) to call for and examine all documents and records relating to the financial affairs of the Local League or affiliated body;
- (b) to enter into possession and take control of property of the Local League or affiliated body in accordance with the provisions of Rule 2.5 above;



- (c) to lease, let or hire or dispose of property of the Local League or affiliated body;
- (d) to grant options over property of the Local League or affiliated body on such conditions as the Interim Committee thinks fit;
- (e) to borrow money on the security of property of the Local League or affiliated body;
- (f) to insure property of the Local League or affiliated body;
- (g) to repair, renew or enlarge property of the Local League or affiliated body;
- (h) to convert property of the Local League or affiliated body into money;
- (i) to carry on business of the Local League or affiliated body;
- (j) to take on lease or hire, or to acquire, any property necessary or convenient in connection with the carrying on of a business of the Local League or affiliated body;
- (k) to execute any document, bring or defend any proceedings or do any other act or thing in the name of and on behalf of the Local League or affiliated body;
- (l) to draw, accept, make and endorse a bill of exchange or promissory note;
- (m) to use a seal of the Local League or affiliated body;
- (n) to engage or discharge employees on behalf of the Local League or affiliated body;
- (o) to appoint a solicitor, accountant or other professionally qualified person to assist the Interim Committee;
- (p) to appoint an agent to do any business that the Interim Committee is unable to do or that can more conveniently be done by an agent;
- (q) where a debt or liability is owed to the Local League or affiliated body - to prove the debt or liability in a bankruptcy, insolvency or winding up and, in connection therewith, to receive dividends and to assent to a proposal for a composition or a scheme of arrangement;
- (r) upon the giving of a proper indemnity to a liquidator of the Local League or affiliated body - in the name of the liquidator, to make a call in respect of money unpaid on account of the nominal value of shares in the Local League or affiliated body;
- (s) to enforce payment of any call that is due and unpaid, whether the calls were made by the Interim Committee or otherwise;
- (t) to make or defend an application for the winding up of the Local League or affiliated body;
- (u) to refer to arbitration any question affecting the Local League or affiliated body;
- (v) to require the appointment or removal of any members of the management committee of any Leagues Club to which the Local League or Club shall be affiliated where the Local League



or Club has power under its constitution to appoint or remove any members of the management committee. PROVIDED ALWAYS that such power to appoint or remove shall be exercised only when the Interim Committee is satisfied (in its reasonable opinion) that the said Leagues Club is or may become unable to meet in full, an actual or contingent liability to the Local League or Club;

- (w) to call for the appointment of a newly constituted executive of the Board of Delegates of a Local League or affiliated body.

2.8.2 Indemnity of interim committees

The QRL shall indemnify and keep indemnified, all Interim Committees duly appointed pursuant to Rule 2.5 above other than in the case of gross negligence or fraud and shall ensure that adequate insurance is maintained at all times so as to protect and indemnify the aforementioned Interim Committees.

Upon the Division being satisfied that it is in the interest of the Local League or affiliated body to do so, the Interim Committee will be dissolved and management of the Local League or affiliated body will be re-invested in that Local League or affiliated body.

2.9 COMPLIANCE WITH AUDIT AND RISK COMMITTEE RECOMMENDATIONS AND RULINGS

Each Division shall at all times comply with all recommendations and rulings of the Audit and Risk Committee of the QRL and shall promptly deal with all queries or concerns raised by the Committee including access to all financial transactions involving the Division and its affiliated bodies.

2.10 FINANCIAL STATEMENTS OF DIVISIONS

The Board of Delegates of each Division shall comply, so far as it is relevant to do so, with the obligations and undertakings set out in the Constitution of the QRL relating to the preparation, circulation and approval of financial statements relevant to that Division.

All financial statements prepared for a Division shall accurately record any and all grants and other income received from the QRL, and shall confirm that it has been expended in accordance with any guidelines or instructions relating to those grants and income distributions.

All annual financial statements prepared for a Division must be provided to the QRL immediately after the Annual General Meeting of the Division and prior to the Annual General Meeting of the QRL for that financial year or such other period as the QRL shall determine from time to time.

Duly appointed QRL officials and auditors appointed by the QRL shall be provided with access to all financial information relating to a Division and Divisional financial statements shall comply with direction from such officials and auditors relating to the formatting of such financial information and any Chart of Accounts determined by the QRL from time to time.

- (a) The assets and liabilities shown in the audited financial statements lodged with the QRL by each Division shall be and remain for the purpose of the accounts of the QRL the assets and liabilities of the relevant Division of the QRL.



- (b) No asset of any Division shall be transferred to any other Division or any person or body without the approval first had or obtained of the relative Division.
- (c) Each Division shall be at liberty to deal with any asset or liability shown in its financial statements or subsequent Divisional accounts as that Division thinks fit subject to the Rules of that Division.
- (d) The funds of each Division will be banked in the name of the relevant QRL Division and will be operated by any two (2) of the Chairperson, Division Manager, Finance Officer.
- (e) The affairs of the QRL shall be conducted, within the respective areas of the Divisions, on a Divisional basis with the accounts of each of the Divisions being separately conducted and prepared annually or for such other periods as may be determined in accordance with the Constitution and Rules of the QRL. To that intent each Division shall be at liberty to deal with or dispose of its net income including by making grants and disbursements as the Division may, subject to the requirements for the Division to maintain Divisional solvency, think fit.
- (f) The QRL (other than acting as a Division) shall not without the approval of the Division make any decision disposing of any earned income shown in the lodged financial statements or any subsequent Divisional accounts of any Division.

2.11 TREATMENT OF THE NET ASSETS OF A DIVISION

The assets and liabilities included in the annual audited Financial Statements lodged with the QRL by each Division shall be and remain for the purpose of the accounts of the QRL the assets and liabilities of the relevant Division of the QRL.

- (a) No asset of any Division shall be transferred to any other Division or any person or body without the approval first had or obtained of the relative recipient and in any decision-making process relating to the disbursement of assets, the solvency or otherwise of the Division must be given priority.
- (b) Subject to published Australian accounting standards, each Division shall be at liberty to deal with any asset or liability shown in its Financial Statements or subsequent Divisional accounts as that Division sees fit, subject to the rules of that Division.
- (c) The affairs of the QRL shall be conducted within the respective areas of the Divisions on a Divisional basis with the accounts of each of the Divisions being separately conducted and prepared annually or for such other periods as may be determined in accordance with the relevant accounting standards.
- (d) Subject to Paragraph (a) above, each Division shall be at liberty to deal with or dispose of its net assets including by making grants and disbursements as the Division may see fit.

Where the Board of the QRL decides to dispose or deal with any net assets of a Division, as identified in the Financial Statements of that Division, the written approval of the Board of Delegates of that Division must be first had or obtained.



2.12 APPOINTMENT OF A BOUNDARIES COMMITTEE

The QRL Board shall from time to time appoint a Boundaries Committee to determine the boundaries of the area of each Division and its Local Leagues and where considered necessary, vary, alter and redefine such boundaries.

The Boundaries Committee shall consist of not more than five (5) persons who shall be appointed by the QRL Board.

Appointments to the Boundaries Committee shall be made at the discretion of the QRL Board and for the term specified when such appointments are made. Any Person appointed to the Boundaries Committee shall be eligible for re-appointment at the discretion of the QRL Board.

Any member of the Boundaries Committee who dies, resigns or is incapacitated so as to prevent him or her from carrying out his or her functions as a member of the Boundaries Committee shall be replaced by a nominee of the Board.

2.13 AFFILIATION DOCUMENTATION

Affiliation Applications shall be distributed by each Division to their respective Local Leagues, Clubs and Referees' Associations no later than seven (7) days prior to the Annual General Meetings of those Local Leagues, Clubs and Referees' Associations.

All successful affiliation applications must be completed in full and returned to the Secretary of their Local League or Division by the date specified in the affiliation application.

Within seven (7) days of receipt of a completed Application, the Division Manager shall determine, at his or her absolute discretion, the suitability of the applicant body. Affiliation Agreements shall be distributed for completion in full and returned by successful applicant bodies by the date specified in the Affiliation Agreement.

All approved Affiliation Agreements received by the above bodies shall be on-forwarded to the QRL and a copy shall be maintained by each such body.

No Local League or affiliated body shall be entitled to participate in the Game unless they are party to an Affiliation Agreement filed with the QRL.