



PART 3

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

LOCAL LEAGUES

QUEENSLAND RUGBY FOOTBALL LEAGUE LIMITED

ACN 009 878 013

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3.0 INTRODUCTION

In order to facilitate efficient administration of the Game, the Board of the QRL has resolved to establish (through the various Divisions) Local Leagues which shall exercise those delegated powers set out in Rule 3.3 below together with such further delegated powers as may be considered appropriate from time to time.

It is a requirement of the QRL that all Local Leagues must be incorporated under the provisions of the *Corporations Act 2001 (Cwth)* (Corporations Act) or alternately the *Associations Incorporations Act (1981) Qld*. This requirement is consistent with the mandatory governance principles enunciated by the Australian Sports Commission which requires a national sporting organisation to be a company limited by guarantee incorporated under the Corporations Act.

Local Leagues that have incorporated under the relevant Commonwealth or state legislation have statutory obligations imposed upon them pursuant to the relevant Acts. The QRL Rules contained in this Part 3 are not intended to conflict or override the various statutory provisions relating to, say, membership and voting rights. However, the rules in this Part 3 are intended to complement and extend such obligations. To this end it is acknowledged that an incorporated Local League must comply with its statutory obligations, but if such incorporated Local League wishes to affiliate with the relevant Division and the QRL then it must also meet the obligations upon it as set out in this Part 3.

By way of example, incorporated entities must hold Annual General Meetings within the time frames stipulated by the incorporating Acts. However, to meet the time frames determined by the QRL Board as they apply across all administration units Local Leagues must commit to meeting the time frames stipulated by the QRL. If an incorporated Local League does not comply with the time frames specified by the QRL, then they will not be eligible for affiliation. Further examples apply in relation to membership, voting rights and insolvency processes.

The rules set out in this Part 3 should be applied with the backgrounds set out above.

3.1 ESTABLISHMENT OF LOCAL LEAGUES

A Local League shall not be eligible to play in or to conduct any competition under the control of the QRL, its Divisions, or Local Leagues unless it is incorporated under the provisions of the Corporations Act or alternatively the Associations Incorporations Act by one (1) February in the football year.

No Local League shall lodge its proposed Constitution or any amendments thereto with the Australian Securities Investment Commission or Office of Fair Trading respectively without first:

- a) submitting a copy of same to its supervising Division for approval; and
- b) receiving from its supervising Division a letter consenting to the lodgment of such Constitution, or proposed amendments to an existing Constitution.

3.2 DELEGATED AUTHORITY OF LOCAL LEAGUES

Subject to any delegation by the QRL Board to a Board of Directors of a Local League direct, each of

the Divisions of the QRL shall determine from time to time and specify in writing the following in relation to each Local League:

- a) the boundaries of each Local League and where necessary vary, alter and re-define such boundaries;
- b) the delegated authorities, powers and jurisdictions of those several Local Leagues as they relate to the administration of the Game;
- c) the status of the Local Leagues as either senior or junior Leagues or amalgamation of both; and
- d) the privileges, rights, powers, duties and obligations of the Local Leagues as they relate to the administration of the Game.

All Local League Boards of Directors or Committees so formed shall, in the exercise of power so delegated, conform to any Rules that may be imposed upon them by the QRL Board or their respective Division.

3.3 LOCAL LEAGUE POWERS

Subject to the foregoing, each Local League shall exercise the following delegated powers:

- a) the making and running of competitions including trials and all rules and regulations in relation to those competitions;
- b) the levying of affiliation fees;
- c) the determination of suitable venues of matches having regard to the safety requirements of players, officials and spectators;
- d) the determination of rules and regulations regarding the conduct of players and officials of Clubs at any venue/s approved by the Local League for the conduct of QRL sanctioned matches;
- e) the allocation of prize moneys for matches and for other occasions;
- f) the approval or otherwise of any sponsorship of a Club, provided that all sponsors and sponsorship complies with directions from the QRL, NRL or ARL Commission;
- g) the deferring or cancelling of matches;
- h) the registration of all Club uniforms within its jurisdiction with the relevant Division; and
- i) the appointment of a registrar to oversee the eligibility of players competing in matches sanctioned by the QRL including all finals and representative games.

PROVIDED that at all times when exercising the above powers, the Local League must act in conformity with the rules of the QRL.

A Local League shall require all competitions played under its respective jurisdiction to adhere as closely as practicable to the same guidelines for finals eligibility to ensure that continuity exists

between competitions being played in the Local League and State-wide Competitions.

3.4 MEMBERSHIP OF LOCAL LEAGUES

The membership of a Local League shall be determined by the Board of Directors from time to time in accordance with the Constitution of that Local League. Any categories and memberships shall be set out in the Constitution of the Local League together with admission to and dismissal of membership. All current members of a Local League shall be entitled to attend and vote at each Annual General Meeting of that Local League.

3.5 ELECTION OF BOARDS OF DIRECTORS OF LOCAL LEAGUES

For purposes of this Part 3, a reference to a Board of Directors means and includes a Board of Directors established in accordance with the provisions of the Corporations Act 2001 and/or those persons constituting a Management Committee established under the provisions of the Associations Incorporations Act 1981 (Qld), as amended from time to time.

Each of the Directors on a Local League Board shall be elected in accordance with their respective Constitutions provided that where the Local League has been incorporated under the Associations Incorporation Act then the relevant Management Committee shall be elected under the provisions of that Act.

All acts of a person acting bona fide as an office holder of a Local League shall be deemed to be valid, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in the role of any of such Local League office holder.

The Board of Directors may meet together in Person or by electronic device provided that at all times the office holders shall be able to hear and may be heard by all other office holders at the meeting, for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

Where the office holders are not all in attendance at one place and are holding a meeting using an electronic device and each office holder can hear and be heard by all other office holders at the meeting:

- a) the participating office holders shall, for the purposes of every provision of this Part 3 of these Rules concerning meetings of Local Leagues, be taken to have assembled together at a meeting and be present at that meeting; and
- b) all proceedings of those Local League Meetings conducted in that manner shall be as valid and effective as if conducted at a meeting at which all of them were present.

3.6 PROCEDURE FOR ELECTION OF BOARD OF DIRECTORS OF LOCAL LEAGUES

Introduction:

The procedure for election of Office Bearers as set out in this Rule 3.6 applies in all circumstances where the constituent document of incorporation does not set out a comprehensive process for that purpose. Where a Local League was already in existence and operating under the relevant provisions of the QRL Rules, then the election process set out below shall continue to apply.

Where however the Local League is incorporated after the promulgation of these Rules then the specific provisions relating to the Constitution of the Board of Directors and the process of the appointment of that Board shall apply.

It is noted that all new Constitutions must be approved by the relevant Division prior to lodgment with the Australian Securities Investment Commission or the Office of Fair Trading and the approval process will include adoption of the proposed Constitution in the same procedure set out below for the election of Office Bearers.

- a) Election of Office Bearers of a Local League
 - (i) an Office Bearer of a Local League standing for re-election shall not require nomination but any other candidate shall require the nomination by a member of the Board of Directors. Such nomination form shall then be counter signed by the nominee and lodged with the Operations Manager/Secretary no later than seven (7) days prior to the Annual General Meeting.
 - (ii) existing Office Bearers shall stand down from their position immediately following the tabling of nominations for the position of Office Bearers of a Local League. In the absence of the Chairperson of the QRL or the relevant Chairperson of the Division, the Division Manager or their nominee shall assume the chair for procedural purposes only.
 - (iii) a Person who is nominated for the position of an Office Bearer shall not be entitled to vote on their appointment or appointments of other Office Bearers to the position and where more than one nomination is received, the appointment to the position of an Office Bearer shall be conducted by secret ballot. All such ballot papers shall be destroyed immediately after the appointment of the Office Bearers.
- b) The Operations Manager (or the secretary where appointed) shall notify the Division Board of Delegates in writing of the appointment of the Chairperson of a Local League and his or her alternate.

c) Election of Independent Directors

Prior to the Annual General Meeting of the Local League in each Financial Year, the Operations Manager (or secretary where appointed) shall call for nominations in the prescribed form for the appointment of an Independent Delegate/s to the Board for a term of three (3) years.

- (i) the Board of Directors shall appoint a panel comprising the Chairperson, the Operations Manager (or secretary where appointed) and one other office holder to consider and make recommendations regarding the nominations received.
- (ii) the Board of Directors shall at the Board Meeting prior to each Annual General Meeting consider the recommendations of the Committee and, subject to approval by the Division Board, appoint a minimum of zero (0) but no more than five (5) Independent Directors.
- (iii) prior to their appointment to the Board of Directors of a Local League, those Independent Directors recommended for appointment by the Board of Directors shall be submitted for approval by the Division Board, at the discretion of the respective Division.
- (iv) at each Annual General Meeting of the Local League, one of the Independent Directors shall retire from office.
- (v) the Director to retire shall be determined according to the length of time each Director has spent in office, with the one having spent the longest time in office retiring.
- (vi) as between two or more Directors who have been in office an equal length of time, the Director to retire shall, in default of agreement between them, be determined by lot.
- (vii) a retiring Director shall retain office until his or her successor is appointed in accordance with the agenda for the relevant Annual General Meeting.
- (viii) a retiring Director shall be eligible for re-appointment.

d) Resignation and Removal of Directors

Any Director may resign from the Board of Directors by giving the Operations Manager (or secretary where appointed) 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 Directors may determine. The Board of Directors may, by resolution of more than seventy-five percent (75%) of those Board members of the Local League, and with the prior written approval of the Division Board, resolve to censure, suspend or expel any Director upon being satisfied that that Director:

- (i) has engaged in any serious misconduct;
- (ii) has engaged in acts or omissions materially injurious to the Game;

- (iii) has, in the reasonable opinion of a majority of the Board of Directors, acted in a manner that is contrary to the interests of the Local League;
- (iv) has failed to comply with a material provision of the published 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 Directors for three (3) consecutive meetings of the Board.

3.7 ATTENDANCE AND VOTING ENTITLEMENTS AT ANNUAL GENERAL MEETINGS

The Annual General Meeting of a Local League must be held not less than fourteen (14) days prior to the Annual General Meeting of the relevant Division each year.

Subject to the statutory provisions relating to meeting attendance and voting entitlements, none of those parties entitled to attend and/or vote at an Annual General Meeting of a Local League as set out in this Rule 3.7 shall be able to vote unless and until the party they are representing has:

- a) held a properly constituted Annual General Meeting; and
- b) lodged the following documents with the Local League:
 - (i) annual report and financial statements;
 - (ii) auditor's certificate;
 - (iii) clearance declaration in the official form provided by the QRL signed by the duly appointed office bearers;
 - (iv) evidence of currency of incorporation status from the relevant Commonwealth or Queensland State government authority; and
 - (v) duly completed QRL affiliation application.

Where reasonably practicable and subject to Rule 3.7 as set out above, all voting entitlements and protocols shall apply to general meetings and extraordinary meetings of a Local League.

In the event of a conflict between the relevant provisions of the Corporations Act and the provisions of this Rule 3.7 then the first mentioned provisions of this Rule shall apply.

Subject to the above, the following persons shall be entitled to attend such Annual General Meetings of a Local League:

- a) the Chairperson of the relevant Division;
- b) for a Senior Local League, the Chairperson of the Junior Local League/s affiliated with it. For a Junior Local league, the Chairperson of the senior Local League/s with which it is affiliated;

- c) the Chairperson of the Referees Association within the Local League;
- d) the CEO of the State-wide Competition Club (if applicable);
- e) the Chairperson of each of the affiliated Clubs within the Local League;
- f) the Independent Appointee/s of the Local League (if applicable);
- g) the Division Manager or his or her nominee;
- h) a Game Development Officer or his or her nominee.

Subject to any statutory requirements and unless the Board of the QRL determines otherwise, the meeting shall adopt the following agenda for each Annual General Meeting held by the Local League:

- a) to receive reports from the outgoing Board of Directors;
- b) to receive and consider the financial statements of the Local League for the preceding financial year;
- c) to receive and consider the report of the auditors;
- d) to appoint an independent auditor whose duties shall be regulated in accordance with the Corporations Act;
- e) to elect and appoint the Board of Directors of the Local League in accordance with the Constitution of the Local League;
- f) to confirm the appointment of the Chairperson of the Local League as a delegate of the Divisional Board if that Local League controls and conducts the local senior competition. [Note: appointment as a delegate of a Divisional Board shall not apply to the Chairperson of a junior Local League];
- g) to elect an Alternate Delegate to represent the Local League when the chairperson is not available; and
- h) any other business stipulated under the relevant incorporating Act together with such other business normally transacted at an Annual General Meeting.

Subject to written exemption by the Division Manager of the relevant Division, any person who is elected to the Board of Directors must resign immediately from any position held in a football Club participating in a competition controlled by that Local League. The Division Manager may exercise his or her absolute discretion in deciding whether there are sufficient special circumstances to warrant an exemption.

The secretary of the Local League shall forward to the Division a copy of the Annual Report of the Local League including the Auditors report within seven (7) days of the Annual General Meeting.

3.8 FINANCIAL REQUIREMENTS

By no later than twenty (20) November each year, each Local League shall deposit with its Division its Annual Report and Financial Statements with an Auditor's Certificate and completed QRL Clearance Declaration Form attached thereto for the preceding Financial Year.

By no later than fifteen (15) November each year, each Club within a Local Leagues jurisdiction shall deposit with the relevant Local League its Annual Report and Financial Statements with an Auditor's Certificate and completed QRL Clearance Declaration Form attached thereto for the preceding Financial Year.

The Local League shall examine forthwith these Financial Statements and advise the Division forthwith of any Club which in the opinion of the Local League is unable to pay its debts as and when they fall due and/or whose liabilities exceed its assets.

Each Club within a Local Leagues' jurisdiction is required to notify its Local League forthwith of any significant change to the Club's financial position that could affect the financial viability of the Club to the extent that it could place the Club in a position where it cannot meet its debts as and when they fall due and/or where its anticipated liabilities will exceed its assets.

Each Senior Club which is associated with a Leagues Club shall submit the following to its supervising Local League and/or Division:

- a) on or before the last day of November in each year, a budget for the forthcoming season for the Club and its associated Leagues Club prepared by the Auditor of the Club and its associated Leagues Club incorporating a statement of the estimated total commitment for players including bonuses and coaching fees;
- b) on or before the last day of May in each year, the audited balance sheet and profit and loss accounts for the Club and associated Leagues Club for the preceding six (6) months ending thirty-one (31) March and on or before the last day of November in each year the audited balance sheet and profit and loss accounts for the Club and associated Leagues Club for the whole preceding year ending thirty (30) October; and
- c) such other financial information concerning the Club and/or associated Leagues Club as its Local League and/or Division may from time to time require.

The above obligations are in addition to all statutory obligations relating to the financial affairs of the Local League.

3.9 AFFILIATION

Where a Local League is in operation, all Clubs in that Local League's defined area must affiliate with and play under the QRL Rules.

All teams in the Local League area must normally be controlled by Clubs.

Where any Club is seeking to affiliate with a Club participating in the NRL Competition, such Club will require the written approval of the Division Manager prior to any affiliation agreement being endorsed.

Each Local League shall complete the online QRL affiliation application and affiliation agreement by the dates specified in those documents or prior to controlling a competition in the current football year.

Each Club which desires to participate in the Game under the control of a Local League in the current football Year must complete the online QRL affiliation application and affiliation agreement distributed by the Local League by the dates prior to fielding a team in a match in the current football year.

A Local League has the right to accept or refuse an affiliation application and without limiting that right, such application may be refused if the following events occur:

- a) the Club has failed to meet its financial commitments with the Local League or Division; or
- b) the Club is in material breach of the QRL Rules or any other sub-ordinate Rules and has failed to remedy such breach within a reasonable time not exceeding fourteen (14) days after written notice from the Operations Manager/Secretary of the Local League.

In addition to any other grounds determined by the Division and/or Local League for rejection of an affiliation application by a Club, should that Club not complete and lodge an affiliation application for the next year, by the date specified in the application, the Local League shall be entitled to reject such application and the Club will be ineligible to vote at the Annual General Meeting of the Local League.

Each Local League shall within fourteen (14) days of receipt of the documents referred to in this Rule 3.9 forward such fully completed documents to its Division.

Notwithstanding the provisions above in this Rule 3.9 Clubs may apply to the Division and/or Local League for approval to participate in other competitions outside their Local League territory. Any such application shall be forwarded to the relevant Division Manager and should include reasons why it would be to the benefit of both the Club and Local League for approval to be granted.

3.10 ESTABLISHMENT OF LOCAL LEAGUE COMMITTEES AND TRIBUNALS

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

- a) those Tribunals and committees referred to in Part 5 of these Rules; and
- b) such other committees as shall be approved by the Board of Directors of the League, each of which will be chaired by an Independent Director of the League.

Each of the committees established in accordance with this Rule 3.10 shall meet as required and shall act in an advisory capacity only for the benefit of the League Board of Directors.

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

The provisions of QRL Part Rule 3.5 above relating to the convening of meetings by electronic means and otherwise shall apply where practicable to meetings of those committees referred to above.

3.11 INCORPORATION REQUIREMENTS FOR CLUBS

No Senior or Junior Club shall be eligible to play in and/or to conduct any competition under the control of the QRL, its Divisions, or Local Leagues unless it is incorporated under the provisions of the Corporations Act or alternatively the Associations Incorporations Act 1981 (Qld) (as amended or replaced from time to time) by one (1) February in the football Year in which it desires to participate in the competition.

Every senior and junior Club shall submit to its supervising Local League:

- a) a copy of its Constitution; and
- b) on or before one (1) February in each year a copy of all proposed amendments to its Constitution.

No senior or junior Club shall lodge a proposed Constitution or any proposed amendments to an existing Constitution with the Australian Securities and Investments Commission (Cwth) or Office of Fair Trading respectively without first:

- (i) submitting a copy of same to its supervising Local League for approval;
- (ii) where the Local League approves such Constitution or proposed amendments to an existing Constitution it shall on forward a copy of same to the relevant Division for its approval; and
- (iii) receiving from its supervising Local League and Division, a letter consenting to the lodgment of such Constitution or proposed amendments to an existing Constitution.

3.12 JUDICIARY AND DISCIPLINARY POWERS

The Local League shall have such judiciary and disciplinary powers as are specified in Part 5 of the QRL Rules.

3.13 COMPLIANCE WITH STATUTORY OBLIGATIONS, QRL AND DIVISIONAL RULES

All Local Leagues shall conduct their affairs and operations in accordance with such statutory obligations as may be imposed upon them, together with all relevant Rules of the QRL provided that such Rules do not conflict with such statutory obligations. Subject to the foregoing all Local Leagues shall be answerable to the relevant Division which defined the geographical area in which each of those Local Leagues operates.

3.14 CODE OF CONDUCT

In addition to the obligations imposed by the NRL Code of Conduct upon Local Leagues and Clubs, they shall also use their best endeavours to ensure that all players, officials and spectators observe the Rules and directions of the Local League, Division and QRL as the case may be.

3.15 PLAYING UNIFORMS AND EQUIPMENT

The design of playing uniforms (jerseys, shorts and socks) of all Clubs affiliated with a Local League shall be registered with the Operations Manager/Secretary (or relevant office bearer) of that Local League on or before one (1) January of each Football Year and the Operations Manager/Secretary shall ensure that such registration is recorded with the relevant Division.

Subject to any grace periods approved by the QRL Board, all registered uniform designs must also display the current QRL logo on jerseys and shorts and comply with current policies and directions of the QRL regarding advertising on playing uniforms.

The Local League shall refuse to register any Club's uniform design that does not comply with the QRL Rules, Divisional Rules or any policies and directions of the QRL and/or is not distinctive from other registered designs.

No Club shall allow its registered players to compete in a QRL sanctioned Game unless he or she is wearing a uniform which complies with the provisions of this Rule. Without derogating from the foregoing, referees shall refuse to allow any player to take part in any match under his or her control or supervision unless the player is wearing the full registered uniform of the Local League or Club.

The Local League shall require all affiliated Clubs to acknowledge the intellectual property rights of the QRL including use of the QRL logo and shall not use such intellectual property without the authority of the QRL. They may not remove nor cover the QRL logo on or from registered uniforms or allow any QRL intellectual property, including the logo, to be affixed to unregistered uniforms.

Subject to any grace period approved by the QRL Board, the Local League shall require all Clubs within its jurisdiction to ensure that all footballs used in matches are QRL licensed and display the current QRL logo.