

DATED 30 October 2014

**ARLC WA LIMITED
ABN 81 602 143 199**

CONSTITUTION

Adopted in accordance with a resolution at the ARLC WA Board Meeting
held on 30th October 2014.

Corporations Act 2001 (Cth)

A company limited by guarantee incorporated in New South Wales

CONSTITUTION

of

ARLC WA LIMITED

GENERAL

1. Definitions

The following definitions apply in this Constitution unless the context otherwise requires.

Affiliate means a Club, Regional League or Referees Association participating in rugby league in Western Australia.

Affiliation means the granting of the right to participate in rugby league competitions and representative programs in Western Australia.

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

Board means the board of Directors of the Company.

Chairman means the chairman of the Board.

Club means a rugby league football club established or recognized by the Company to participate in a competition under the control of the Company or a Regional League.

Company means ARLC WA Limited ABN 81 602 143 199.

Corporations Act means the Corporations Act 2001 (Cth).

Corporations Regulations means regulations promulgated pursuant to the Corporations Act.

Director means a director of the Company from time to time.

Financial Year means the year ending on 31 October in any year.

Game means the playing and administration of the game of rugby league football in Western Australia.

General Manager means the General Manager of the Company appointed from time to time by the ARL Commission.

Insolvency Event means in relation to any Director where that Director commits an act of bankruptcy, enters into an assignment for the benefit of creditors, is unable to pay his or her debts when due, or any application has been made to declare that Director bankrupt.

Law means the Corporations Act and the Corporations Regulations.

Life Member means an existing Life Member of the Western Australian Rugby League and any person who is admitted as a Life Member of the Company pursuant to this constitution.

Member means the Australian Rugby League Commission Limited ABN 94 003 107 293

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

Referees Association means the Western Australia Rugby League Referees Association.

Regional League means a body created by or under the auspices of the Company having authority over the conduct of rugby league football within a defined geographic area, but excluding the Perth metropolitan area, or over categories of persons or clubs participating in rugby league football as may be defined by the Company

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

Seal means the common seal of the Company.

Secretary means a secretary of the Company from time to time.

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 meaning.
- (d) A reference to a **paragraph** or **sub-paragraph** is to a paragraph or sub-paragraph, as the case may be, of the rule 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 issued under it.
- (f) Except in so far as a contrary intention appears in this Constitution, an expression has, in a provision of this Constitution which relates to a particular provision of the Law, the same meaning as in that provision of the Law.
- (g) A mention of anything after **include**, **includes** or **including** does not limit what else might be included.

3. Replaceable Rules

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

4. Actions authorized under the Law

- (a) The Company shall have power under this provision to perform any action in any case where the Corporations Act confers that power on any company, if that power is comprised in its constitution documents, despite any other provision of this Constitution.
- (b) The rules of the Company specified in the provisions of this Constitution shall apply subject to and in compliance with any mandatory provision of the Corporations Act.

- (c) Any mandatory provision of the Corporations Act shall be incorporated into, and apply instead of any provision of, this Constitution in the event of any conflict.

NAME AND OBJECTS

5. The name of the Company is "**ARLC WA Limited**".
6. The primary objects of the Company are to:
- (a) organize and conduct Rugby League competitions and representative programs in Western Australia pursuant to arrangements entered into with the NRL;
 - (b) foster and develop the expansion of rugby league in Western Australia;
 - (c) encourage and promote all rugby league players, coaches, officials and administrators in the Game; and
 - (d) generally act in the furtherance of the objects of the ARL Commission as sole Member of the Company.

LIABILITY OF SOLE MEMBER

7. The liability of the sole Member is limited. The Member undertakes to contribute, to the assets of the Company in the event of its being wound up while the Member is a Member or within one year afterwards, for the payment of the debts and liabilities of the Company contracted before the Member ceased to be a Member and the costs, charges and expenses of winding up the same as may be required not exceeding \$10.00.

APPLICATION OF INCOME AND PROPERTY AND OF SURPLUS ON 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 Member 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 the 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 the 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 to the Member 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 rule 8, such institution or institutions to be determined by the sole Member, and if and so far as effect cannot be given to the aforesaid provisions, then to a charity, to be determined by the Member at or before the time of the dissolution. To the extent permitted by law, nothing in this rule 8 shall disqualify ARLC SA, ARLC VIC or ARLC NT from being an institution or institutions or members of an institution having objects similar to the objects of the Company, to which property of the Company may be transferred upon the winding up or dissolution in circumstances contemplated by this rule 9.

MEMBERSHIP

10. Membership

The sole Member of the Company is the ARL Commission.

11. Register of Members

The register of Members of the Company must be kept in accordance with the *Corporations Act*.

MEMBER RESOLUTIONS

12. Member Action

A resolution is passed by the Member recording it and signing the record in accordance with the *Corporations Act*.

13. Member Consent

The Directors may not, without the consent of the Member:

- (a) undertake the sale, transfer or assignment of a legal or beneficial right to or other disposition of all or substantially all of the main assets or undertaking of the Company (or an agreement to take any such action);
- (b) sub-contract or cede conduct of the rugby league competition and representative program in Western Australia to any person other than another Related Body Corporate of the Company;
- (c) change the name of the Company;
- (d) amend, vary or replace this Constitution;
- (e) give a Financial Benefit to a Related Party of the Company that would require Member approval under the Corporations Act; or
- (f) change the Company's type pursuant to section 162 of the Corporations Act, and

in this rule 13, the terms **Financial Benefit** and **Related Party** have the meaning given in the Corporations Act.

DIRECTORS

14. Appointment and Removal of Directors

- (a) The Board of Directors of the Company shall consist of 3 (three) persons.
- (b) The Directors shall be appointed and removed by the ARL Commission by notice in writing.

15. Vacation of office

The office of a Director becomes vacant:

- (a) in the circumstances prescribed by the Law;
- (b) if an Insolvency Event occurs in relation to the Director;
- (c) if the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) if the Director is removed from office pursuant to this Constitution;
- (e) if the Director resigns by notice in writing to the Secretary or refuses to act;
- (f) is absent without the consent of the Board from 3 (three) consecutive meetings of the Board; or
- (g) dies.

16. General Manager

- (a) The ARL Commission may from time to time appoint a General Manager of the Company for such period and on such terms, and with such powers, duties and authorities, as they think fit and, subject to the

terms of any agreement entered into in a particular case, may revoke such appointment.

- (b) The General Manager may be a Director of the Company.
- (c) The General Manager must report to the Board on a regular basis and as and when required by the Board.

POWERS AND DUTIES OF DIRECTORS

17. Powers of Directors

- (a) Subject to the Law and this Constitution, the business of the Company shall be managed by the Directors, who may exercise all powers of the Company, including but not limited to the making of rules, regulations 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, provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made and provided further that the Directors shall not sell or otherwise dispose of the main undertaking of the Company, subdivide for the purpose of sale any land holdings of the Company without the prior approval of the Company in general meeting.
- (b) Without limiting the generality of rule 17(a), the Directors may exercise all the powers of the Company to borrow money and to charge any property or business of the Company.

18. Appointment of attorneys

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.

19. 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.

20. Director Authorization

Any Director is authorized to act in the best interests of the ARL Commission in the circumstances contemplated by section 187 of the Corporations Act, as if the Company was a wholly owned subsidiary of that holding company within the meaning of the Corporations Act.

PROCEEDINGS OF DIRECTORS

21. Proceedings

- (a) The Directors shall meet together for the dispatch of business of the Company and may adjourn and otherwise regulate their meetings as they think fit.
- (b) Any 1 (one) Director may, at any time, by written notice to the Secretary 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. 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.
- (d) Directors shall have power at any time and from time to time, to make,

substitute, amend or repeal rules not inconsistent with this Constitution by way of ordinary resolution of the Board.

- (e) Meetings of Directors shall occur at least 4 (four) times per calendar year.

22. 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 a 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 rules.
- (b) A Director may withdraw the consent given under this rule 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.

23. Quorum at meetings

A quorum for a meeting of Directors is the presence or, subject to rule 22, participation as permitted by law of at least 2 (two) Directors.

24. Chairman

- (a) The Chairman shall be a Director who is appointed by the ARL Commission.
- (b) Where a meeting of Directors is held and the Chairman is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting, 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.

25. Proceedings at meetings

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

26. 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 body corporate or firm stating the nature and extent of the Director's interest in the body corporate or firm shall, in relation to a matter involving the Company and that body corporate or firm, be a sufficient declaration of the Director's interest, provided the extent of that interest is no 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 this rule 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 rule 26.
- (g) The Company shall maintain register of those interests notified to the Company from time to time in accordance with rule 26(f) and rule 26(c).

27. Remuneration

- (a) The Directors may be entitled to payment of fees for their service as Directors of the Company.
- (b) 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 otherwise in connection with the business of the Company.

28. Board Committees

- (a) The Directors may delegate any of their powers to a committee or committees consisting of such number of them and/or the Member or any advisory committee or any other person as they think fit. A committee may consist of 1 (one) or more persons.
- (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 the committee is necessary to constitute a quorum is the number determined by the

Directors and, if not so determined, is 2 (two). 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.

29. 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 are in favor 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 such Directors and the document has effect as a minute of the resolution.

- (b) For the purposes of rule 29(a):
 - (i) 2 (two) 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 1 (one) 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 fax 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 fax or electronic mail by the Company or its agent in legible form.

30. 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) Rule 30(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

31. 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 of the Directors;

- (c) of all orders made by the Directors and of any committee of the Directors; and
- (d) of all resolutions of the Member of the Company, of all meetings of the Directors of the Company, and of all meetings of any committee of the Directors,

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.

32. Copies of all minutes and resolutions shall be forwarded to the Secretary as soon as possible.

SECRETARY AND OTHER OFFICERS

33. Secretary

- (a) Subject to this rule, a Secretary of the Company holds office on the terms and conditions, as to remuneration and otherwise, as the ARL Commission decides.
- (b) The ARL Commission may at any time terminate the appointment of a Secretary.

34. Other officers

- (a) The ARL Commission may from time to time:
 - (i) create any other position or positions in the Company with such powers and responsibilities as the Member from time to time confers; and
 - (ii) appoint any person, whether or not a Director to a position or positions created under rule 34(a)(i).
- (b) The Member may at any time terminate the appointment of a person holding a position created under rule 34 (a) (i) and may abolish the position.

SEAL AND EXECUTING DOCUMENTS

35. Seal and its use

- (a) The Company may, but need not, have a common 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 authorized by the Directors to authorize the use of the Seal. Every document to which the Seal is affixed shall be signed by:
 - (i) 2 (two) 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).

This rule does not limit the ways in which the Company may execute a document.

INSPECTION OF RECORDS, ACCOUNTS AND AUDIT

36. Inspection of records

The Directors must allow the Member to inspect books of the Company (to the extent, at the time and places and under the conditions the Directors consider appropriate).

37. Accounts

The Directors if required under the Law:

- (a) cause proper accounts and other records to be kept and audited;
- (b) send the Member copies of the financial report for the financial year, the Directors' report for the year and the auditor's report on the financial report which shall include a profit and loss statement for the year, a balance sheet as at the end of the year and a statement of cash flows for the year and every document required by law to be attached thereto within 4 (four) months after the end of the financial year.

38. Audit

A properly qualified auditor or auditors shall be appointed by the Member to review the financial statements, the notes thereto and the Directors' declaration about the financial statements and the notes thereto and report to the Member 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.

NOTICES

39. Notices generally

- (a) A notice may be given by the Company to the 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) fax to the fax 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.
- (b) 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.
- (c) Where a notice is sent by fax 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.

INDEMNITY AND INSURANCE

40. 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, 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 favor 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 rule 40(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 authorize the Company to, and the Company may enter into any:
- (i) documentary indemnity in favor 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 rule 40(a) continues, even after its terms or the terms of this rule are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

CONSENT AND NOTICE FROM SOLE MEMBER

41. Consent and Notice from Sole Member

The Member may exercise a power or discretion or give its consent under this Constitution by notice in writing:

- (a) executed by the Member; or
- (b) executed on behalf of the Member by a Director, Secretary or executive officer of the Member, and

delivered to or sent by facsimile or other electronic means to the Company.

LIFE MEMBERS

42. Life Members

- (a) The Board may at any time confer honorary life membership on persons who have given sufficiently meritorious service to rugby league in Western Australia.
- (b) Persons appointed as Honorary Life Members are not Members of the Company, and shall have no entitlement to vote at any meeting of the Company.
- (c) The selection criteria for life memberships will be in accordance with the procedures prescribed by the Board from time to time.

AFFILIATION

43. Affiliation

- (a) Applications for affiliation shall be made to the General Manager on the form prescribed from time to time.
- (b) The approval process for affiliation will be in accordance with the procedures

prescribed by the Board from time to time.

44.

Cessation of affiliation

An affiliate will cease to be an affiliate if:

- (a) the affiliate abandons participation in an authorized Company competition;
- (b) the affiliate breaches or fails to comply with any regulations prescribed by the Company; or
- (c) the affiliate is guilty of an act or omission constituting conduct which is unbecoming or damaging to the reputation of the Company or the Member.