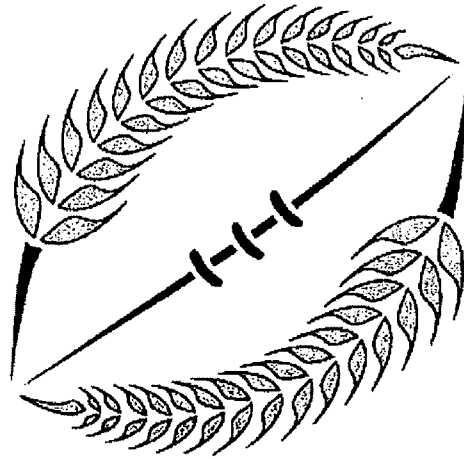


Downs Rugby Limited



***DOWNS  
RUGBY***

**CONSTITUTION**

Corporations Act 2001  
Company Limited by  
Guarantee

**ACN 139 989 745**

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## 1. DEFINITIONS AND INTERPRETATION

1.1 In this Constitution unless the contrary intention appears:

'Act' means the Corporations Act 2001;

'Alternate Director' means a person appointed as an alternate director under Clause 43;

'Auditor' means the Company's auditor;

'Board' means all or some of the Directors acting as a board, and includes the Chairman;

'Board Meeting' means a meeting of the Board convened pursuant to Clause 39(1)(a);

'Chairman' means the person elected to the title and position of Chairman of the Company in accordance with Clause 31(1);

'Chief Executive Officer' means a person appointed by the Board to carry out and control the executive functions of the Company;

'Company' means **Downs Rugby Limited**, a company limited by guarantee;

'Constitution' means the constitution of the Company as amended from time to time;

'Delegate' means a person appointed as such under Clause 7(1);

'Director' means any person occupying the position of director of the Company, including where appropriate an Alternate Director;

'Directors' means all or some of the Directors and includes the Board;

'Founding Member' has the meaning ascribed to this term at Clause 5(2) of this Constitution;

'Honorary Member' means a person appointed as an Honorary Member in accordance with Clause 8;

'Initial Board' means the Board referred to in Clause 30(2);

'Junior Team' means a team competing in a designated Junior competition under the control of or approved by the Board;

'Jurisdiction' when used in relation to the Company means the approximate geographic area referred to in Clause 2(1)(a) and the extent or range of the Company's lawful authority and control over Organisations or persons, as the case may require;

'Laws of the Game' means the laws from time to time in force for the playing and conduct of Rugby Union matches in Australia;

'Life Member' means a person appointed as a Life Member in accordance with Clause 8;

'Life Members' Representative Committee' means the committee appointed by the Board under Clause 8(7);

'Member' means any Ordinary Member, Honorary Member or Life Member as the context may require;

'Office' means the Company's registered office;

'Ordinary Member' means any Organisation listed on the Register as an Ordinary Member and includes all Founding Members;

'Organisation' means a body, whether incorporated or not;

'Referees' Representative' means an organisation or body which the Board considers best represents the interests of Rugby referees throughout Toowoomba, the Darling Downs and the south-west of Queensland and surrounding areas;

'Register' means the register of Members of the Company;

'Registered address' means the last known address of a Member as noted in the Register;

'Rugby', 'Rugby Union' and 'Game' mean the sport of Rugby Union, as played according to or substantially in accordance with the Laws of the Game;

'Schools' Representative' means an organisation or body which the Board considers best represents the interests of the schools' Rugby community throughout Toowoomba, the Darling Downs and

the south-west of Queensland and surrounding areas;

'Seal' means the Company's common seal (if any);

'Senior', 'Junior' and 'Colts' shall have the meanings as defined or stipulated by Queensland Rugby Union Limited or other relevant regulatory body;

'Senior Team' means a team (including Colts) competing in a designated Senior Rugby competition under the control of or approved by the Company or a team competing in Queensland Premier Rugby or similar or other team playing Senior Rugby as approved by the Board;

'Secretary' means any person appointed by the Directors to perform any of the duties of a secretary of the Company;

'Treasurer' means any person appointed by the Directors to perform any of the duties of a treasurer of the Company.

1.2 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) words and expressions defined in the Act have the same meaning in this Constitution;
- (d) headings are for ease of reference only and do not affect the construction of this Constitution; and
- (e) a reference to the Act is a reference to the Act as modified, amended or re-enacted from time to time.

1.3 An expression in a provision of this Constitution has the same meaning as in a provision of the Act that deals with the same matter as the provision, unless the contrary intention appears in this Constitution.

1.4 To the extent permitted by law, the replaceable rules in the Act do not apply to the Company.

## 2. OBJECTS AND POWERS

**The primary purpose for the establishment of the Company is to manage the resources of all elements of rugby ensuring a coherent cooperative relationship with the objective to maximise the growth and exposure of rugby in our region.**

2.1 The objects for which the Company is established are:

- (a) To encourage, foster, promote and control Rugby Union throughout Toowoomba, the Darling Downs and the south-west of Queensland and surrounding areas, and to do all things necessary or desirable in the interests of the Game;
- (b) To encourage, foster, promote and control Rugby matches, competitions and tours;
- (c) To adopt and enforce the Laws of the Game in its jurisdiction;
- (d) To be a member or affiliate of Queensland Rugby Union Limited or any other body with objects relating to the administration and playing of Rugby Union;
- (e) To provide governance and control of, and regulatory and disciplinary procedures, for the Game, including all organisations, officials, players and spectators associated with Rugby Union under its jurisdiction and to enforce the same by suspension, expulsion, disqualification or the imposition of such other penalties as the Company may think fit;
- (g) To seek sponsorship, corporate backing, grants and other funding or contributions for the benefit of Rugby Union and to assist Ordinary Members to do likewise;

(h) To acquire, develop, own, take on licence, protect and commercialise all intellectual property relating to Rugby Union within its jurisdiction and to assist Ordinary Members to do likewise for the benefit of Rugby Union;

(i) To establish, collect and contribute to, either alone or with other companies, trusts or charitable entities, funds for distribution to players, past players, the dependants of players or past players, companies, trusts and charities and to other non-financial supporters of the Game including coaches, managers, physiotherapists and other officials PROVIDED THAT any such company, trust or other charitable entity was formed and established and that such distributions were made in furtherance of these objects.

2.2 Each of the above objects constitutes a separate object of the Company and no such object may be construed by a reference to any other such object.

- 2.3 (a) The Company has the legal capacity and powers of a Company limited by guarantee under the Act in furtherance of its objects;
- (b) The Company may do all such acts, deeds, matters and things and to enter into and make such arrangements as are necessary for, incidental or conducive to the attainment of the objects of the Company or any of them;
- (c) The Company may make, promulgate, enforce or adjudicate on rules, regulations, and by-laws to attain its objects; and
- (d) In furtherance of its objects the Company may establish, promote or assist in establishing or promoting and to subscribe to, become a member of, co-operate with or amalgamate with any other association or organisation, whether incorporated or not, the objects of which are similar in whole or in part to those of the Company PROVIDED THAT the Company must not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as those imposed on the Company pursuant to Clause 3 of this Constitution.

### 3. INCOME AND PROPERTY OF COMPANY

3.1 The income and property of the Company will be applied primarily towards the promotion of the sport of Rugby Union and in accordance with the objects of the Company.

3.2 No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent by the Member to the Company.

3.3 Nothing in Clause 3.2 will prevent the Company making grants or loans to a Member in furtherance of the objects of the Company.

### 4. PAYMENTS TO DIRECTORS

- 4.1 No payment will be made to any Director of the Company other than the payment of:
- (a) out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;

(c) any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company and are commercially reasonable in the circumstances; and

(d) an insurance premium in respect of a contract insuring a director to which subsection 212(1) of the Act refers or the provision of a financial benefit to a director to which subsection 212(2) of the Act refers.

## **5. MEMBERSHIP**

5.1 The Members of the Company shall consist of:

(a) Ordinary Members;

(b) Life Members.

5.2 The initial membership of the Company shall consist of the Founding Members who shall be ordinary members. The list of Founding Members is contained at Schedule 1 to this Constitution.

5.3 The Secretary must maintain the Register which must contain a separate list of each category of Member shown in Clause 5.1 together with the relevant voting rights of that Member for the current financial year.

## **6. ADMISSION AS AN ORDINARY MEMBER**

6.1 Applications for admission to the membership of the Company as an Ordinary Member may only be made by organisations which are substantially involved in playing, refereeing, or developing Rugby Union throughout Toowoomba, the Darling Downs and the south-west of Queensland and surrounding areas, as designated by the Board, and meet such criteria as the Board may decide from time to time.

6.2 Each application for admission as an Ordinary Member must be in writing, signed by an appropriate officer of the applicant, in a form approved by the Board and lodged with the Secretary.

6.3 Subject to Clause 6(4), each application for admission as an Ordinary Member must be considered by the Board at the next meeting after receipt of such application by the Company.

6.4 Prior to the next Board meeting, the Board may in its discretion require the applicant to supply any evidence of eligibility that it considers reasonably necessary, such evidence to be put before the Board meeting at which the application will be determined. If the Board requires further evidence of eligibility from an applicant organisation, determination of its application will be deferred until such evidence has been supplied.

6.5 The admission of an applicant organisation will be decided by the Board after presentation of any evidence of eligibility supplied pursuant to Clause 6(4) and the decision of the Board may be made in its absolute discretion and will be final and binding.

6.6 (a) As soon as practicable following the determination of an application for admission as an Ordinary Member, the Secretary must send the applicant organisation written notice of the decision and, if the application has been successful, the Secretary will request payment of the applicant's entrance fee and first annual subscription.

(b) Subject to Clause 6.7, an applicant organisation will become an Ordinary Member subject to payment of the amount due under Clause 6.6(a).

6.7 If an amount due under Clause 6(6) is not paid within thirty (30) days after the date the applicant is notified of acceptance, the Board may cancel the acceptance of the applicant organisation as an Ordinary Member.

6.8 The rights and privileges of each Ordinary Member are personal to such Ordinary Member and are not transferable by the act of any Ordinary Member or by operation of law.

6.9 There shall be no more than one Referees' Representative and Schools' Representative admitted to Ordinary Membership.

6.10 The Board may create other categories of membership as it sees fit and prescribe the rights and obligations attaching to such a category.

## **7. ORDINARY MEMBERS -DELEGATES**

7.1 Each Ordinary Member must by written notice to the Secretary nominate a Delegate to attend general meetings of the Company on behalf of such Ordinary Member, to vote on resolutions at general meetings on behalf of such Ordinary Member, to speak on behalf of such Ordinary Member and to act as its representative in all matters connected with the Company.

7.2 An Ordinary Member may remove or replace its Delegate by written notice to the Secretary.

7.3 Subject to Clause 7.4, each Delegate is entitled to:

- (a) exercise at a general meeting all the powers which the Ordinary Member which appointed such Delegate could exercise if it were a natural person;
- (b) stand for election as Chairman or other Director; and
- (c) be counted towards a quorum for the purposes of Clause 16.

7.4 If a Delegate is appointed to the position of Chairman or other Director, that Delegate's position will become vacant and that Delegate's Ordinary Member is entitled to nominate another person to fill the vacancy so created.

7.5 A certificate executed in accordance with section 127 of the Act is rebuttable evidence of the appointment or removal (as applicable) of the Delegate.

7.6 The chairperson of a general meeting may allow a person to vote as a Delegate on a resolution of the general meeting on the condition that such person establishes his or her status as a Delegate within a period prescribed by and to the satisfaction of the chairperson of the general meeting.

7.7 The Chairperson of a general meeting may permit more than one representative of an Ordinary Member to attend a general meeting but only the Delegate may vote.

## **8. APPOINTMENT OF LIFE MEMBERS**

8.1 The titles and positions of Life Members will be conferred on individual persons approved by the Board as worthy appointees. No applications shall be received in respect of these positions.

8.2 Any Member or Director may nominate an individual for appointment as a Life Member. Each such nomination must be in writing, signed by the nominator and seconded by another Member or Director, in a form approved by the Board.

8.3 Each nomination for appointment as a Life Member must be determined by the Board at the next Board meeting after receipt of such nomination.



8.4 As soon as practicable following a decision by the Board to confer the title and position of Life Member on a person, the Secretary must notify that person in writing of the decision and request that person's written assent to the appointment.

8.5 The title and position of Life Member, as the case may be, will be conferred and will take effect from receipt by the Company of the appointee's written assent to the appointment. The appointment shall be promulgated at the next general meeting or, alternatively, in writing to all Members beforehand.

8.6 The appointed life members of the Company shall appoint one delegate to be heard and to exercise the right to vote on their behalf as a group.

#### **9. MEMBERSHIP -SUBSCRIPTIONS**

9.1 The Board may determine the entrance fee and annual subscription payable by each Ordinary Member or each category of Member.

9.2 Entrance fees and annual subscriptions are not payable by Life Members.

9.3 The annual subscription period will commence annually on the 1st day of the Company's financial year and the annual subscription will be due in advance within thirty (30) days of this date.

9.4 The Board may determine that any Ordinary Member admitted to membership in the second half of any subscription period will pay only one-half of the annual subscription until that Member's next annual subscription falls due.

9.5 If an Ordinary Member does not pay a subscription within thirty (30) days after it becomes due, the Board:

(a) must give the Ordinary Member written notice of that fact; and

(b) if the subscription remains unpaid twenty-one (21) days from the date of that notice, the Board may notify the Ordinary Member in writing that the Ordinary Member's membership is suspended until the Ordinary Member's subscription arrears have been repaid, and that the Ordinary Member's voting rights have been suspended pursuant to Clause 24.

#### **10. MEMBERSHIP – VOTING RIGHTS**

10.1. Each Ordinary Member shall be entitled to be heard and to cast the number of votes on each resolution at a general meeting, subject to Clause 10.2;

10.2. If an Ordinary Member is a Rugby Club, it shall be entitled to the number of votes determined at the time of the meeting and calculated as follows:

(a) for a Rugby Club fielding one or more registered Senior Teams for the season in the relevant financial year; one vote per 100 fully paid and registered senior players (or part thereof), to a maximum of three votes;

(b) for a Rugby Club fielding one or more registered Junior Teams for the season in the relevant financial year, one vote per 100 fully paid and registered junior players (or part thereof), to a maximum of three votes;

(c) for a Rugby Club fielding two or more registered Senior Teams and three or more registered Junior teams for the season in the relevant financial year shall be entitled to one additional

vote to those granted by way of clause 10.2(a) and 10.2(b) (above). Maximum number of votes for any ordinary member is seven.

(d) The Life Members committee shall be entitled to one vote as set out in Clause 8.6.

## **11. MEMBERSHIP -CEASING TO BE AN ORDINARY MEMBER**

11.1 An Ordinary Member will cease to be a Member of the Company:

(a) if the Ordinary Member give the Secretary written notice of its intention to resign from membership of the Company;

(b) if a majority of three-quarters of those present and voting at a general meeting of the Company by resolution terminate the membership of an Ordinary Member:

PROVIDED THAT the Ordinary Member has been given at least twenty-one (21) days' notice of such proposed resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;

(c) if:

(i) a liquidator or administrator is appointed in connection with the winding-up of the Ordinary Member;

(ii) a receiver is appointed to all or part of the assets of the Ordinary Member;

(iii) the Ordinary Member enters into any arrangement or composition with its creditors;

or

(iv) an order is made by a Court for the winding-up or deregistration of the Ordinary Member;

(d) if the Ordinary Member being a Rugby Club ceases to field any registered Senior or Junior Teams.

11.2 Any Ordinary Member that ceases to be an Ordinary Member pursuant to this Clause:

(a) will not be entitled to any refund (or part refund) of a subscription; and

(b) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be an Ordinary Member.

## **12. MEMBERSHIP -CEASING TO BE A LIFE MEMBER**

12.1 A Life Member will cease to be a Life Member if the Life Member:

(a) dies;

(b) gives the Secretary written notice of the Life Member's intention to resign from membership of the Company, such resignation taking effect from the date of receipt by the Secretary of such notice; or

(c) is convicted of an indictable offence or is guilty of conduct which in the opinion of the Board is prejudicial to the interests of the Company and to the game of Rugby and a majority of the Directors present and voting at a meeting of the Board by resolution terminate the Life Member's membership.

## **13. MEMBERSHIP -POWERS OF ATTORNEY**

13.1. If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.

13.2. If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.

13.3. The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

#### **14. GENERAL MEETINGS -CONVENING GENERAL MEETING**

14.1. The Board or a Director (in accordance with section 249C of the Act) may, at any time, call a general meeting;

14.2. A Member or Delegate may:

(a) only request the Directors to convene a general meeting in accordance with section 249D of the Act provided that the relevant percentage in section 249D(1)(a) shall be 25%; and

(b) not convene or join in convening a general meeting except under section 249E or 249F of the Act;

14.3. The Company must hold an annual general meeting at least once in each calendar year and within four (4) months after the end of its financial year.

#### **15. GENERAL MEETINGS -NOTICE OF GENERAL MEETING**

15.1. Subject to the provisions of the Act allowing general meetings to be held with shorter notice, at least twenty-eight (28) days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.

15.2.. A notice convening a general meeting:

(a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and

(b) must state the general nature of the business to be transacted at the meeting; and

(c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.

15.3. A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:

(a) the consideration of the annual financial report, Directors' reports and the Auditor's report;

(b) the election of Directors; or

(c) the appointment and fixing of the remuneration of the Auditor.

15.4. (a) The Board may postpone or cancel any general meeting whenever they think fit (other than a meeting convened as the result of a request under Clause 14(2).

(b) The Board must give notice of the postponement or cancellation to all persons entitled to receive notices from the Company.

15.5. The failure or accidental omission to send a notice of a general meeting to any Member or the non-receipt of a notice by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

#### **16. PROCEEDINGS AT GENERAL MEETINGS -DELEGATES**

16.1 In relation to voting and proceedings at general meetings, 'Delegate' includes a Delegate present in person or by proxy or attorney;

16.2 Each Ordinary Member may only vote on resolutions of the Company by its Delegate;

16.3 Directors, including the Chairman are not entitled to vote on resolutions of the Company except as Delegates or pursuant to Clause 22.

#### **17. PROCEEDINGS AT GENERAL MEETINGS -QUORUM**

17.1 No business may be transacted at a general meeting unless a quorum of Delegates is present when the meeting proceeds to business.

17.2 A quorum of Delegates consists of a majority of Delegates from each Ordinary Member listed on the Register.

17.3 If a quorum is not present within thirty (30) minutes after the time appointed for a meeting:

(a) if the meeting was convened on the requisition of one or more Members or Directors, it is automatically dissolved; or

(b) in any other case:

(i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Board; and

(ii) if at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting, the meeting is automatically dissolved.

#### **18. PROCEEDINGS AT GENERAL MEETINGS -CHAIRPERSON**

18.1 The Chairman, or in the Chairman's absence a Board Member, will be the chairperson at every general meeting.

18.2 If the Chairman is not present or is unwilling to act as chairperson, the Directors present may elect a chairperson.

18.3 If no election is made pursuant to Clause 18(2), then:

(a) the Delegates may elect one of the Directors present as chairperson; or

(b) if no Director is present or is willing to take the chair, the Delegates may elect one of the Delegates present as chairperson.

18.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

#### **19. PROCEEDINGS AT GENERAL MEETINGS -ADJOURNMENT**

19.1 The chairperson of a general meeting at which a quorum is present:

(a) in his or her discretion may adjourn a general meeting with the consent of a majority of the Delegates present at the general meeting; and

(b) must adjourn a general meeting if a majority of the Delegates directs the chairperson so to do.

19.2 An adjourned general meeting may take place at a different venue to the initial general meeting.

19.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.

19.4 Notice of an adjourned general meeting must only be given in accordance with Clause 15(1) if a general meeting has been adjourned for more than twenty-one (21) days.

## **20. PROCEEDINGS AT GENERAL MEETINGS -DECISION OF QUESTIONS**

20.1 Subject to the Act in relation to special resolutions and subject to Clauses 11(1)(b) and 60, a resolution is carried if a majority of the votes cast are in favour of the resolution.

20.2 A resolution put to the vote of a general meeting is decided on a show of hands unless a poll is demanded, before or on the declaration of the result of the show of hands, by:

- (a) the chairperson; or
- (b) at least two Delegates entitled to vote on the resolution.

20.3 Unless a poll is demanded:

(a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and

(b) an entry to that effect in the minutes of the general meeting, are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

20.4 The demand for a poll maybe withdrawn.

20.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

## **21. PROCEEDINGS AT GENERAL MEETINGS -TAKING A POLL**

21.1 A poll will be taken when and in the manner that the chairperson directs.

21.2 The result of the poll will be the resolution of the general meeting at which the poll was demanded

21.3 The chairperson may determine any dispute about the admission or rejection of a vote.

21.4 The chairperson's determination, if made in good faith, will be final and conclusive.

21.5 A poll demanded on the election of the chairperson or the adjournment of a meeting must be taken immediately.

21.6 After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

## **22. PROCEEDINGS AT GENERAL MEETINGS -CASTING VOTE**

22.1 In the event of a deadlock of Delegates on a resolution of a general meeting, the chairperson of the general meeting shall have a casting vote.

## **23. PROCEEDINGS AT GENERAL MEETINGS -GENERAL BEHAVIOUR**

23.1 A person may be refused admission to, or required to leave and not return to, a general meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or

- (b) is in possession of any:
- (i) electronic or recording device;
  - (ii) placard or banner; or
  - (iii) other article, which the chairperson considers to be dangerous, offensive or liable to cause disruption to the general meeting.

#### **24. DELEGATES OF ORDINARY MEMBERS -ENTITLEMENT TO VOTE**

24.1 The Delegates of an Ordinary Member are not entitled to vote at a general meeting if a notice has been issued to the Ordinary Member under Clause 9(5)(b) or the Ordinary Member's annual subscription remains in arrears at the date of the general meeting.

#### **25. QUALIFICATION OF DELEGATES -OBJECTIONS**

25.1 An objection to the qualification of a Delegate may only be raised at the meeting or adjourned meeting at which the Delegate tendered his or her vote.

25.2 Any objection under Clause 25.1 must be referred to the chairperson of the meeting, whose decision made in good faith is final.

25.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

#### **26. VOTES BY PROXY**

26.1 If a Delegate appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may vote on a show of hands.

26.2 A proxy may demand or join in demanding a poll.

26.3 A proxy or attorney may vote on a poll.

#### **27. INSTRUMENT APPOINTING PROXY**

27.1 A Delegate may appoint a proxy by a written appointment signed by the appointer or the appointer's attorney duly authorised in writing.

27.2 A proxy need not be a Delegate.

27.3 (a) An appointment of a proxy must comply with the requirements of the Act or be in a form approved by the Board.

(b) Schedule 6 sets out a form which will be taken to be approved by the Board unless the Board resolves otherwise.

27.4 A proxy may vote or abstain as the proxy chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll in accordance with any instructions on the appointment.

27.5 A proxy's appointment is valid at an adjourned meeting.

#### **28. LODGEMENT OF PROXY**

28.1 The written appointment of a proxy or attorney must be received by the Secretary, at least forty-eight (48) hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

(a) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or

(b) the taking of a poll on which the appointee proposes to vote.

28.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:

- (a) the Office;
- (b) a facsimile number at the Office; or
- (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

#### **29. VOTES OF DELEGATES -VALIDITY**

- 29.1 A vote cast by a Delegate or in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointer:
- (a) died;
  - (b) became of unsound mind; or
  - (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant meeting or adjourned meeting.

#### **30. COMPOSITION OF BOARD -NUMBER OF DIRECTORS**

- 30.1 The Board of the Company consists of the following Directors:

- (a) Chairman;
- (b) Secretary;
- (c) Finance Director;
- (d) no more than four (4) other Directors;

30.2 Notwithstanding Clause 30.1, from the date of incorporation of the Company until the annual general meeting next following the second complete financial year of the Company, the Initial Board shall consist of the persons set out in Schedule 3, who will hold the appropriate office or position as shown; and

30.3 Notwithstanding any other provisions of this Constitution, none of the members of the Initial Board may be removed from office within the time referred to in Clause 30(2) without the written consent of the Queensland Rugby Union Limited, unless such member of the Initial Board is lawfully disqualified from so acting.

#### **31. ELECTION OF CHAIRMAN, SECRETARY AND FINANCE DIRECTOR**

31.1 The position of Chairman, Secretary and Finance Director shall be elected annually by the Board by way of nominations and votes by the elected Board of Directors, with each Director entitled to one vote;

31.2 If the position of Chairman, Secretary or Finance Director becomes vacant for any reason, the Board shall elect a replacement

#### **32. ELECTION AND REMOVAL OF DIRECTORS**

32.1 Any Member may nominate an individual for election as a Director;

32.2 There shall be no share or membership qualification for a Director;

32.3 All nominations for election as a Director must be in writing, in a form approved by the Board, signed by the nominator and seconded by another Member and lodged with the Secretary;

32.4 All nominees for election as a Director must have complied with Clause 36 before being voted on at a general meeting;

32.5 The Company may by resolution passed in general meeting:

(a) elect the Director; and

(b) remove the Director for cause before the end of the Director's term of office.

### **33. APPOINTMENT OF CASUAL DIRECTORS**

33.1 Subject to Clause 36.1, the Board may appoint any person as a Director to fill a casual vacancy.

33.2 A Director appointed under Clause 33(1) will hold office until the next annual general meeting of the Company when the Director may be re-elected.

### **34. RETIREMENT AND RE-ELECTION OF DIRECTORS**

34.1 At the annual general meeting referred to in Clause 30(2), and at each following annual general meeting, three longest serving Directors must retire from office;

34.2 The Directors to retire from office in accordance with Clause 34(1) will be determined:

(a) firstly, by written notice of a Director that he or she intends to so retire at least seven (7) days prior to the relevant general meeting; and

34.3 A Director shall not be included in a ballot referred to in Clause 34(2)(b) if that Director was elected at the immediately preceding annual general meeting or at a subsequent general meeting;

34.4 A retiring Director will be eligible for re-election.

### **35. DIRECTORS -FILLING VACATED OFFICE**

35.1 When a Director retires at a general meeting the Company must elect a person to fill the vacated office in accordance with the procedures set out in Clause 32.

35.2 If a vacated office is not otherwise filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:

(a) It is resolved not to fill the vacated office; or

(b) the resolution for the re-election of the Director is put and lost.

### **36. DIRECTORS -NOMINATION OF DIRECTOR**

36.1 A person other than a retiring Director is not eligible for election as a Director at a general meeting unless the person, or a Member who intends to propose the person, has left at the Office a written notice signed by him or her:

(a) giving the person's consent to the nomination; and

(b) stating either that the person is a candidate for such office or that the Member intends to propose the person for election.



36.2 A notice given in accordance with Clause 36.1 must be left at the Office at least fourteen (14) days before the relevant general meeting.

36.3 A written notice referring to all Director vacancies and each candidate for election, must be sent to all Members at least seven days before every general meeting at which an election of a Director will take place.

### **37. DIRECTORS -VACATION OF OFFICE**

37.1 The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Act from holding office or continuing as a Director;
- (b) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
- (c) cannot manage the Company because of his or her mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it;
- (d) resigns by notice in writing to the Company;
- (e) is removed by a resolution of the Company;
- (f) is absent from three consecutive Directors' meetings without leave of absence from the Directors;
- (g) holds any unauthorised office of profit under the Company; or
- (h) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Act.

### **38. POWERS AND DUTIES OF DIRECTORS**

38.1 The business of the Company is managed by the Directors acting as a Board, which may exercise all powers of the Company that this Constitution and the Act do not require to be exercised by the Company in general meeting.

38.2 Without limiting the generality of Clause 38(1), the Board may exercise all the powers of the Company to:

- (a) borrow money or obtain any other form of financial accommodation;
- (b) charge any property or business of the Company; and
- (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

38.3 The following powers may not be exercised by the Board but are reserved for the resolution of the Company at a general meeting:

- (a) the election of Directors;
- (b) the removal for cause of any Director; and
- (c) the amendment of this Constitution.

### **39. PROCEEDINGS OF DIRECTORS – BOARD MEETINGS**

- 39.1 (a) A Director may at any time, and the Secretary must on the request of a Director, convene a Board meeting.
- (b) Notice of a Board Meeting may be given in writing, or the meeting may be otherwise

called using any technology consented to by all the Directors.

- 39.2 (a) Subject to the Act, a Board Meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (b) The Directors need not all be physically present in the same place for a Board Meeting to be held
- (c) Subject to Clause 42, a Director who participates in a Board Meeting held in accordance with this Constitution is taken to be present and entitled to vote at the Board Meeting.

39.3 Clause 39.2 applies to meetings of Directors' committees as if all committee members were Directors.

39.4 The Directors may meet together, adjourn and regulate Board Meetings as they think fit.

39.5 A quorum is a majority of Directors for the time being.

#### **40. PROCEEDINGS OF DIRECTORS -CHAIRPERSON**

40.1 The Chairman, or in the absence of the Chairman the Director appointed as acting Chairman pursuant to Clause 31.2, will act as chairperson at each Board Meeting.

#### **41. PROCEEDINGS OF DIRECTORS -DECISION OF QUESTIONS**

41.1 Subject to this Constitution, questions arising at a Board Meeting are to be decided by a majority of votes of the Directors present and voting and, subject to Clause 42, each Director has one vote.

#### **42. PROCEEDINGS OF DIRECTORS -DIRECTORS' INTERESTS**

42.1 Every Director who has a material personal interest in a matter that is to be considered at a Board Meeting:

- (a) must not vote on the matter or be present while the matter is being considered at the Board Meeting; and
- (b) will not be counted in a quorum in relation to that matter, if to do so would be contrary to the Act.

42.2 Each Director must disclose his or her material personal interests to the Company in accordance with the Act and the Secretary must record all declarations in the minutes of the relevant Board Meeting.

42.3 Voting by a Director contrary to this Clause 42, or failure by a Director to make disclosure under this Clause 42, does not render void or voidable a contract or arrangement in which the Director has a material personal interest.

42.4 A Director may join in executing in accordance with section 127 of the Act any document relating to a contract or arrangement or proposed contract or arrangement in which the Director has an interest.

#### **43. PROCEEDINGS OF DIRECTORS – REMAINING DIRECTORS**

43.1 The Directors may act even if there are vacancies on the Board.

43.2 If the number of Directors is not sufficient to constitute a quorum at a Board Meeting, the Directors may act only to:

- (a) appoint a Director to fill a casual vacancy; or
- (b) convene a general meeting.

#### 44. PROCEEDINGS OF DIRECTORS – DELEGATION OF POWERS

44.1 The Board may delegate any of its powers to:

- (a) a committee of Directors;
- (b) a committee of one or more Directors and other persons;
- (c) a Director;
- (d) an employee of the Company; or
- (e) any other person.

44.2 A committee or person to which any powers have been delegated must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.

44.3 A committee or person to which any powers have been delegated may, subject to Board approval, sub-delegate all or any of the powers for the time being vested in it;

44.4 Meetings of any committee will be governed by the provisions of this Constitution which deal with Board Meetings so far as they are applicable and are not inconsistent with any directions of the Board.

44.5 The Board must ensure that (at minimum) its powers are properly delegated to and exercised by the committees listed in Schedule 4. Nothing in this sub-Clause is intended to either:

- (a) limit the Board's capacity to appoint other committees; or
- (b) prevent the Board from varying, revoking or adding to the composition, powers and rules of procedure of a committee; or
- (c) prevent the Board from re-allocating powers between the listed committees, dividing powers of a listed committee between two or more substitute committees; or
- (d) removing a listed committee or member thereof;

44.6 All committee decisions with the exception of the Judicial Committee or Queensland Rugby Union Judicial Appeals Committee shall be recommendations only to the Board and are subject to the Board's acceptance, variation or rejection;

44.7 The Board must report to the Company annually on all committees so appointed;

44.8 The Board may vary the size, representation, membership or function of each committee as it sees fit from time to time;

44.9 The Board must appoint and maintain a Judicial Committee with the composition, powers and rules of procedure set out in Schedule 5. Nothing in this sub-Clause will prevent the Board from varying, revoking or adding to the composition, powers and rules of procedure as may be required for the proper governance, control, regulation, discipline and management of the Game in its jurisdiction. **All judicial appeals are to be made directly to the Queensland Rugby Union Judicial Appeals Committee.**

44.10 All Members must submit to the jurisdiction and use their best endeavours to observe, give effect to aid extra determinations, decisions and orders of the Judicial Committee and the Queensland Rugby Union Judicial Appeals Committee;

#### **45. CIRCULAR RESOLUTIONS**

45.1 The Board may pass a resolution without a Board Meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.

45.2 Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

45.3 Any document referred to in this Clause may be in the form of a facsimile or electronic transmission.

45.4 The minutes of Board Meetings must record that a resolution was passed in accordance with this Clause.

45.5 This Clause applies to meetings of Directors' committees as if all members of the committee were Directors.

#### **46. PROCEEDINGS OF DIRECTORS -VALIDITY OF ACTS OF DIRECTORS**

46.1 If it is discovered that:

(a) there was a defect in the appointment, or in the continuance of the appointment, of a person as a Director or member of a Directors' committee: or

(b) a person appointed to one of those positions was disqualified

all acts of the Board or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

#### **47. PROCEEDINGS OF DIRECTORS -MINUTES AND REGISTERS**

47.1 The Board must cause minutes to be made of:

(a) the names of the Directors present at all general meetings, Board Meetings and meetings of Directors' committees;

(b) all proceedings and resolutions of general meetings, Board Meetings and meetings of Directors' committees;

(c) all resolutions passed by circular resolution;

(d) all appointments of officers;

(e) all orders made by the Board and by Directors' committees; and

(f) all disclosures of interests made pursuant to Clause 42.

47.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

47.3 The Company must keep all registers required by this Constitution and the Act.

#### **48. LOCAL MANAGEMENT -LOCAL MANAGEMENT**

48.1 The Board may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

48.2 Without limiting Clause 48.1 the Board may:

- (a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
- (b) delegate to any person appointed under Clause 48.2(a) any of the powers, authorities and discretions which may be exercised by the Board under this Constitution, on any terms and subject to any conditions determined by the Board.

48.3 The Board may at any time revoke or vary any delegation under this Clause 48.

#### **49. LOCAL MANAGEMENT -APPOINTMENT OF ATTORNEYS AND AGENTS**

49.1 The Board may from time to time by resolution or power of attorney executed in accordance with section 127 of the Act appoint any person to be the attorney or agent of the Company:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);
- (c) for the period; and
- (d) subject to the conditions, determined by the Board.

49.2 An appointment by the Board of an attorney or agent of the Company may be made in favour of:

- (a) any member of any local board established under this Constitution;
- (b) any company;
- (c) the members, directors, nominees or managers of any company or firm; or
- (d) any fluctuating body of persons whether nominated directly or indirectly by the Board.

49.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board thinks fit.

49.4 The Board may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.

49.5 An attorney or agent appointed under this Clause may be authorised by the Board to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

#### **50. SEALS -COMMON SEAL**

50.1 If the Company has a Seal:

- (a) the Board must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Board or a Directors' committee authorised to use the Seal;
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Board to countersign the document.

## **51. SEALS -DUPLICATE SEAL**

51.1 If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:

- (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
- (b) must not be used except with the authority of the Board.

## **52. INSPECTION OF RECORDS**

52.1 Except as otherwise required by the Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members or Delegates other than Directors.

52.2 A Member or Delegate other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member or Delegate is authorised to do so by a court order or a resolution of the Board.

## **53. NOTICES -SERVICE OF NOTICES**

53.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or
- (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- (c) A notice sent by post is taken to be served on the day after the day on which it was posted.
- (d) A notice sent by facsimile transmission or electronic notification is taken to be served on the day after its despatch.

53.2 If a Member has no registered address a notice will be taken to be served on that Member twenty-four (24) hours after it was posted on a notice board at the Office.

53.3 A Member whose registered address is not in Australia may specify in writing an address in Australia to be taken to be the Member's registered address within the meaning of this Clause.

53.4 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

53.5 Subject to the Act the signature to a written notice given by the Company may be written or printed.

53.6 All notices sent by post outside Australia must be sent by prepaid airmail post.

## **54. NOTICES -PERSONS ENTITLED TO NOTICE**

54.1 Notice of every general meeting must be given to:

- (a) every Member;
- (b) every Director; and

- (c) any Auditor.

54.2 No other person is entitled to receive notice of a general meeting.

## 55. AUDIT AND ACCOUNTS

55.1 The Board must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Act.

55.2 The Board must cause the financial records of the Company to be audited in accordance with the requirements of the Act.

## 56. WINDING UP

56.1 If the Company is wound up:

- (a) each Ordinary Member; and
- (b) each Ordinary Member that has ceased to be an Ordinary Member in the preceding year; undertakes to contribute to the property of the Company for the:
- (c) payment of debts and liabilities of the Company (in relation to Clause 56.1(b), contracted before the person or organisation ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding the amount of twenty dollars (\$20.00).

56.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to some other institution or company:

- (a) having objects similar to the objects of the Company; and
- (b) 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 Clause 3, such institutions and/or companies to be determined by the Members by majority vote  
at or before the winding up or dissolution, or in default of such determination, by a Court of competent jurisdiction.

## 57. INDEMNITY AND INSURANCE

57.1 To the extent permitted by law and to the extent that the officer is not indemnified by directors' and officers' liability insurance maintained by the Company, the Company indemnifies every person who is or has been an officer of the Company against any liability:

- (a) incurred by that person as such an officer to another person other than the Company or a related body corporate of the Company unless the liability arises out of conduct involving a lack of good faith; and
- (b) for costs and expenses incurred by the person as such an officer:
  - (i) 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
  - (ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Act.

57.2 The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer or auditor of the Company against a liability:

- (a) incurred by the person as such an officer or auditor unless the liability arises out of conduct involving:
  - (i) a wilful breach of duty in relation to the Company; or
  - (ii) without limiting subclause (i) above, a contravention of Section 182 or 183 of the Act; or
- (b) for costs and expenses incurred by the person as such an officer or auditor in defending proceedings, whether civil or criminal and whatever their outcome.

57.3 In this Clause, 'officer' means a Director, Secretary, Treasurer or Chief Executive Officer of the Company.

#### **58. AMENDMENT OF CONSTITUTION**

58.1 This Constitution may only be amended pursuant to a resolution passed by three-quarters of those present and voting at a general meeting of the Company.

#### **59. FINANCIAL YEAR**

59.1 The Financial Year of the Company shall commence on the 1<sup>st</sup> day of January in each year and shall end on the 31<sup>st</sup> day of December in that year.



**SCHEDULE 1**

**LIST OF FOUNDING ORDINARY MEMBERS**

<b>MEMBER</b>	<b>HOME GROUND</b>
Condamine Cods Rugby Union Club	
Dalby & District Rugby Club (incl Juniors)	Ritter Oval, Orpen Street, Dalby 4405
Goondiwindi Rugby Club (incl Juniors)	Riddles Oval, Lagoon Street, Goondiwindi
Highfields Rugby Union Club (incl Juniors)	Kuhls Road, Highfields 4352
Roma Rugby Club (incl Juniors)	
South Burnett Rugby Club	
Saints Rugby Club	USQ Rugby Oval, Baker Street, Toowoomba 4350
St George & District Rugby Union	
South Toowoomba Junior Rugby Club	PO Box 7577, Toowoomba Q 4350
Toowoomba Bears Rugby (incl Juniors)	Heritage Oval, North Street, Toowoomba 4350
Toowoomba Grammar Junior Rugby Club	24 Margaret Street, Toowoomba 4350
Toowoomba Prep School Rugby Club	2 Campbell Street, Toowoomba 4350
Toowoomba Rangers Rugby (incl Juniors)	Gold Park, Hume Street, Toowoomba
University of Southern Qld Rugby Club	USQ Rugby Oval, Baker Street, Toowoomba 4350
Warwick & District Rugby Union (incl Juniors)	PO Box 113, Warwick Q 4370

**SCHEDULE 2**

**LIST OF VOTING RIGHTS  
(correct as at 1 October 2009)**

<b>CLUB</b>	<b>VOTES</b>
Condamine	2
Dalby & District	4
Goondiwindi	5
Highfields	4
Roma	4
Saints Junior Rugby	1
Saint George & District	1
South Burnett	1
South Toowoomba	2
Toowoomba Bears	5
Toowoomba Rangers	4
Toowoomba Grammar School (Junior students only)	1
Toowoomba Prep School (Students only)	2
University of Southern Qld	2
Warwick Rugby Union	3

**SCHEDULE 3**  
**INITIAL BOARD**

<b>Name</b>	<b>Position</b>
PatrickBrown	Director (Chairman)
Michael Horan	Director
Matthew Strahorn	Director (Secretary)
Paul Tindal	Director
Brendan Marquis Ryan	Director (Finance )
Justin Garvie	Director

## **SCHEDULE 4**

### **COMMITTEES**

1. Competition Management – Senior  
- Teenager
2. Rugby Operations -Junior
3. High Performance/Development
4. Judicial

**SCHEDULE 5**  
**JUDICIAL COMMITTEE**

**1. Composition**

- (1) The Judicial Committee must consist of three (3) people appointed by the Board from a panel of suitable persons nominated and maintained by the Board;
- (2) The Chairman of the Judicial Committee must be appointed by the Board;
- (3) At least one member of the Judicial Committee must be a person who is legally qualified with at least five (5) years experience in private legal practice.

**2. Jurisdiction**

- (1) The Judicial Committee shall have jurisdiction to enquire into and make orders relating to and determine any of the following:
  - (a) matters requiring determination under any rules, regulations, codes, laws, by-laws or similar relating to Rugby Union played under the promotion, management, authority or control of the Company;
  - (b) misconduct by a Rugby player, official, referee or other person while participating in or attending a Rugby game played under the promotion, management, authority or control of the Company;
  - (c) other matters concerning the playing, administration or control of Rugby Union or otherwise relating to the Game;
  - (d) decisions of the Board or its officers or Delegates imposing any fine, sanction or other penalty (financial or otherwise) on any person;
  - (e) other matters referred to it by the Board.
- (2) The Judicial Committee may only exercise its jurisdiction upon referral of a matter to it by the Board or another party having standing.
- (3) The Judicial Committee may refuse to hear or determine a matter and may remit it to the Board.

**3. Meetings and Quorum**

- (1) The Judicial Committee shall meet at such times and places as it may from time to time determine and must endeavour to deal with matters expeditiously having regard to the nature of the matter, the facts of the matter and the interests of natural justice.
- (2) Any two members of the Judicial Committee shall form a quorum provided that one of them is a legal practitioner referred to in Clause 1(3) above.

**4. Conduct of Hearings**

- (1) The Judicial Committee:
  - (a) must conduct enquiries, hearings and determinations and make orders in accordance with the principles of natural justice;
  - (b) is not bound by the rules of evidence;
  - (c) may inform itself of anything in any manner it considers appropriate;
  - (d) has power to grant a stay of proceedings if it thinks fit;

- (e) must determine its own rules of procedure (subject to direction of the Board);
- (f) may, if it thinks appropriate, appoint any person to act as a consultant or adviser;

#### **5. Determinations and Orders**

(1) The Judicial Committee may make any determinations, decisions and orders, including the imposing of suspensions, expulsions, fines, penalties or other sanctions, as it deems fit in the circumstances.

#### **6. Appeal Process**

(1) Any appeal against a determination, decision or order made by the Judicial Committee must be made to the Queensland Rugby Union Judicial Appeals Committee and must be lodged in writing with the Secretary before 4pm on the second business day after the determination appealed against has been made.

(2) The appeal must be accompanied by such fee as may be determined by the Queensland Rugby Union from time to time, which may be refunded at the discretion of the Queensland Rugby Union Judicial Appeals Committee in whole or in part.

(3) The Queensland Rugby Union Judicial Appeals Committee may grant a stay of proceedings on the application of an appellant as it thinks fit.

(4) The Queensland Rugby Union Judicial Appeals Committee must endeavour to deal with an appeal expeditiously having regard to the nature of the appeal, the facts of the matter and the interests of natural justice.

(5) Decisions of the Queensland Rugby Union Judicial Appeals Committee are final and binding on the Company, the Board, officers of the Company, Members, Delegates, players, officials and any other person appearing before it or otherwise subject to its jurisdiction and no further appeal shall lie to any other body or Court.

#### **7. Determinations and Orders**

(1) The Judicial Appeals Committee may hear or re-hear any matter the subject of an appeal and may uphold, reverse, suspend or amend any determination or order the subject of an appeal or otherwise make such findings as it thinks fit including a substituted determination or order.