

Constitution of Australian Rugby
Union Limited
ACN 002 898 544

A company limited by guarantee

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Constitution of Australian Rugby Union Limited (ACN 002 898 544) (the **Company** or the **ARU**), a public company limited by guarantee.

1. Definitions and Interpretation

1.1 Definitions

- (a) The following definitions apply in this Constitution unless the context requires otherwise:

Affiliated Union means a non-voting member of the Company named in rule 3.5(b) or admitted as a member of the Company under rule 3.5(a).

Chair means the Chair of the directors.

Charter Nominations Committee means the charter set out in the schedule in relation to the role and responsibilities of the Nominations Committee.

Commonwealth means the Commonwealth of Australia and its external territories.

Corporations Act means the *Corporations Act 2001* (Cth) and any subsequent legislation amending, varying or replacing that legislation.

Delegate of an Affiliated Union means a representative, proxy or attorney of an Affiliated Union appointed to represent the Affiliated Union at general meetings of the Company.

Delegate of a Voting Member means a representative, proxy or attorney of a Voting Member appointed to represent the Voting Member at general meetings of the Company.

Junior Vice-President means any Junior Vice-President of the Company elected under rule 7.1.

Life Member means a non-voting member of the Company referred to in rule 3.7(b).

Managing Director means the Managing Director and Chief Executive Officer of the Company appointed by the directors under rule 6.1.

Member means a Voting Member or a Non-voting Member.

Nominations Committee has the meaning set out in clause 5.3(a).

Non-voting Member means an Affiliated Union or a Life Member admitted to membership of the Company in accordance with this Constitution.

Participant means those Rugby participants recorded in the Annual Participation Census published by the ARU which at the date of this Constitution includes male and female senior and junior club players, Schools 1 and Schools 2.

President means the President of the Company elected under rule 7.1.

Representative, in relation to a body corporate, means a representative of the body corporate authorised under section 250D of the corporations Act or a corresponding previous law.

Seal means any common seal or official seal of the Company.

Senior Vice-President means any Senior Vice-President President of the Company elected under rule 7.1.

State and Territory Union means a present or future body that controls the Game of Rugby in a State or Territory of the Commonwealth, including as at the date of this Constitution Australian Capital Territory and Southern New South Wales Rugby Union Limited, New South Wales Rugby Union Limited, Northern Territory Rugby Union Inc., Queensland Rugby Union Limited, South Australian Rugby Union Limited, Tasmanian Rugby Union Inc., Victorian Rugby Union Inc. and Western Australian Rugby Union Inc.

Super Rugby Competition means the international provincial rugby competition conducted by the Company, New Zealand Rugby Union Inc. and South African Rugby Union, which in 2012 was known as Super Rugby, and any equivalent successor professional competition.

Super Rugby Licensee means a future or present entity that has an agreement with the Company that permits it to field a team in the Super Rugby Competition.

Voting Member means a voting member of the Company named in rule 3.2(a) or admitted as a member of the Company under rules 3.2(b) or 3.2(c).

- (b) A member is to be taken to be present at a general meeting if the member is present in person or by representative, proxy or attorney.
- (c) A director is to be taken to be present at a meeting of directors if the director is present in person or by alternate director.
- (d) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (e) Unless the contrary intention appears, in this Constitution:
 - (i) headings and underlining are for convenience only and do not affect the interpretation of this Constitution;
 - (ii) words importing the singular include the plural and vice versa;
 - (iii) words importing a gender include every other gender;
 - (iv) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, associate, board, group or other body (whether or not the body is incorporated);
 - (v) a reference to a person includes that person's successors and legal personal representatives;
 - (vi) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute

includes all regulations, proclamations, ordinances and by-laws issued under that statute;

- (vii) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

1.2 Application of the Corporations Act

- (a) This Constitution is to be interpreted subject to the Corporations Act.
- (b) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision of the Corporations Act.
- (c) Subject to rule 1.2(a), unless the contrary intention appears, an expression in a rule that is defined in section 9 of the Corporations Act has the same meaning as in that section.
- (d) The replaceable rules contained in the Corporations Act do not apply to the Company.

1.3 Exercise of powers

- (a) The Company may exercise in any manner permitted by the Corporations Act any power which under the Corporations Act a company limited by guarantee may exercise if authorised by this Constitution.
- (b) Where this Constitution provides that a person or body may do a particular act or thing and the word "may" is used, the act or thing may be done at the discretion of the person or body.
- (c) Where this Constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the like manner and subject to the like conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.
- (d) Where this Constitution confers a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.
- (e) Where this Constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
 - (i) to appoint a person to act in the office or position until a person is appointed to the office or position;
 - (ii) subject to any contract between the Company and the relevant person, to remove or suspend any person appointed, with or without cause; and

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

2. Objects

2.1 Objects of the Company

The objects of the Company are:

- (a) to act as "keeper of the code" of the Game of Rugby in Australia from the grassroots to the elite level;
- (b) to foster, promote and arrange Rugby throughout Australia;
- (c) to act as the co-ordinator of the activities of the various bodies (whether corporate or unincorporated) which organise Rugby within the various States and Territories of Australia;

- (d) to become a member of the International Rugby Board or any body which may succeed it and act in accordance with the By-Laws, Regulations and Resolutions of the Council of that Board or its successor;
- (e) to adopt and enforce the laws of the game of Rugby as promulgated and interpreted by the said Board or any successor;
- (f) to become a member of any other organisation or association of, or representing the interests of, national Rugby Unions;
- (g) to promote goodwill both within Australia and outside Australia by sport and in particular through Rugby ;
- (h) to arrange and conduct overseas and international Rugby tours (both by Australian teams going overseas, and by overseas teams playing in Australia) and the selection, training, transport and assembly of Australian teams and to do all things incidental to such tours;
- (i) to deal with and dispose of disputes and differences which may hereafter arise between the various bodies (whether corporate or unincorporated) which organise Rugby within the various States and Territories of Australia or otherwise relating to any of the objects for which the Union is established;
- (j) to lay out, construct, repair and maintain grounds owned or leased by the Australian Rugby Union Limited for Rugby or other athletics sports or pastimes or otherwise for the purposes of the Union; and
- (k) to approve tours outside Australia in accordance with the Regulations of the International Rugby Board.

Each of the objects above constitutes a separate object of the Union, and no such object shall be construed by reference to any other such object.

2.2 Application of income and property to objects

- (a) Subject to paragraph (b), the income and property of the Company must only be used to further the objects of the Company set out in rule 2.1 and no part of that income or property may be paid or transferred, directly or indirectly, to any Member of the Company by way of dividend, bonus or otherwise.
- (b) Paragraph (a) does not prevent the Company from making a payment in good faith to a Member of the Company:
 - (i) of reasonable and proper remuneration for services provided to the Company;
 - (ii) for goods supplied in the ordinary course of business; or
- (c) of reasonable and proper rent for premises let by a Member.

3. Membership

3.1 Members of the Company

The Members are those persons admitted to the membership of the Company who have consented to being a member of the Company and whose names are entered on the Company's register of members, including the Voting Members and the Non-Voting Members.

3.2 Voting Members

- (a) The Voting Members are:
 - (i) the State and Territory Unions;
 - (ii) the Super Rugby Licensees; and
 - (iii) the Rugby Union Players' Association.
- (b) The Company must admit as a Voting Member of the Company:
 - (i) a new State and Territory Union; and
 - (ii) a new Super Rugby Licensee,
 by entering their name in the register of Members.
- (c) The Company may by special resolution admit any other body as a Voting Member on such terms and conditions as set out in the special resolution by entering their name in the register of Members.
- (d) The Company may expel or suspend a Voting Member by a resolution passed at a general meeting of the Company by unanimous vote of all Voting Members other than the Voting Member proposed to be expelled, being a resolution of which at least 21 days' notice has been given to all Voting Members.
- (e) A Voting Member may resign as a member of the Company by at least 12 months' notice in writing given to the Company.

3.3 Rights of Voting Members

- (a) A Voting Member is entitled to receive notices of, to attend, and to speak and vote at general meetings of the Company.
- (b) A Voting Member is entitled to appoint as its representative, proxy or attorney to attend and to speak and vote at general meetings one person (***Delegate of a Voting Member***) for each vote that the Voting Member has at general meetings of the Company.
- (c) At general meetings of the Company each Voting Member has the number of votes, exercisable by its Delegate or Delegates, set out below:

Voting Member	Number of votes
Each State and Territory Union with 50,000 or less Participants	1

Each State and Territory Union with more than 50,000 Participants	2
Each Super Rugby Licensee	1
Rugby Union Players' Association	1

- (d) If at any time the Company owns or controls a Super Rugby Licensee, that Super Rugby Licensee will not be entitled to vote at general meetings of the Company.

3.4 Non-voting Members

The Company may, by special resolution, admit an Affiliated Union or a Life Member as a Non-voting Member of the Company, on such conditions as are set out in the special resolution (including conditions as to attendance and speaking at general meetings).

3.5 Affiliated Unions

- (a) The Company may, by special resolution, determine a body to be an Affiliated Union.
- (b) As at the date of this Constitution the Affiliated Unions are:
- (i) Australian Junior Rugby Football Union Ltd;
 - (ii) Australian Rugby Football Schools Union Inc.;
 - (iii) Australian Services Rugby Union;
 - (iv) Australian Universities Rugby Union;
 - (v) Australian Barbarian Rugby Club Inc.;
 - (vi) Australian Women's Rugby Football Union;
 - (vii) Classic Wallabies Inc;
 - (viii) New South Wales Country Rugby Union Ltd; and
 - (ix) Sydney Rugby Union Limited.
- (c) The Company may, by special resolution, expel or suspend an Affiliated Union from membership in the Company.
- (d) An Affiliated Union may resign as a Non-voting Member of the Company by at least 12 months' notice in writing given to the Company.

3.6 Rights of Affiliated Unions

- (a) An Affiliated Union is entitled to receive notices of, to attend, and to speak at, but is not entitled to vote at, general meetings of the Company.
- (b) An Affiliated Union is entitled to appoint as its representative, proxy or attorney to attend and to speak at general meetings of the Company one person (***Delegate of an Affiliated Union***).

3.7 Life Members

- (a) The Non-voting Members of the Company also include persons elected as life members of the Company (***Life Members***).
- (b) The Life Members at the date of this Constitution are those persons who had previously been elected as Life Members of the Company.
- (c) Subject to paragraph (d), the Company may, by special resolution passed at an annual general meeting, elect as a Life Member any person who, in the opinion of the Company, has rendered distinguished service to the game of Rugby.
- (d) A special resolution for the election of a person as a Life Member may not be proposed at an annual general meeting unless:
 - (i) the person has been nominated for election by at least 2 Voting Members at least 90 days before the annual general meeting at which the person is to be elected;
 - (ii) the person has agreed to his or her nomination; and
 - (iii) the person's nomination has been endorsed by a resolution of the directors.
- (e) The provisions of this Constitution relating to resolutions of the directors (including rule 5.16) apply to resolutions of the Life Members, except that a quorum at a meeting of the Life Members is 5.
- (f) The vote on a special resolution referred to in paragraph (d) is to be taken by a poll.
- (g) A Life Member may resign as a member of the Company by notice in writing given to the Company.

3.8 Rights of Life Members

A Life Member is entitled to receive notices of, to attend, and to speak at, but is not entitled to vote at, general meetings of the Company.

3.9 Limited liability of Members

The liability of the Members of the Company is limited.

3.10 Members' liability on winding up

Each Member undertakes to contribute to the assets of the Company in the event of it being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the Company and of the costs, charges and expenses of winding up, such amount as may be required not exceeding One Hundred Dollars (\$100.00).

3.11 Membership not transferable

Membership of the Company is personal to the member and is not transferable.

3.12 Equitable and other claims

Except as otherwise required by law or provided by this Constitution, the Company is not:

- (a) compelled in any way to recognise a person as holding a membership upon any trust, even if the Company has notice of that trust; or
- (b) compelled in any way to recognise, or bound by, any equitable, contingent, future or partial claim to or interest in a membership on the part of any other person except an absolute right of ownership in the registered member, even if the Company has notice of that claim or interest.

4. General Meetings

4.1 Convening of general meetings

- (a) The directors may, whenever they think fit, convene a general meeting.
- (b) The directors must convene at least one general meeting during each calendar year called the annual general meeting.
- (c) The directors must, if requested to do so by at least two Voting Members, convene a general meeting.
- (d) A general meeting may be convened only as provided by this rule 4.1 or as provided by the Corporations Act.
- (e) A general meeting convened under rule 4.1(c) must be held as soon as reasonably practicable after the request by the Voting Members.
- (f) The directors may postpone, cancel or change the venue for a general meeting, but:
 - (i) a general meeting convened under rule 4.1(c) may not be postponed or cancelled without the consent of the Voting Members who requested the meeting; and
 - (ii) a general meeting convened under section 250N of the Corporations Act may not be postponed beyond the date by which section 250N requires it to be held and may not be cancelled without the consent of the requisitioning member or members.

4.2 Notice of general meetings

- (a) Subject to this Constitution, notice of a general meeting must be given within the time limits prescribed by the Corporations Act and in the manner authorised by rule 15.1 to each person who is at the date of the notice:
 - (i) a member;
 - (ii) a Delegate;
 - (iii) the President, the Senior Vice-President or the Junior Vice-President;
 - (iv) a director; or

- (v) an auditor of the Company.
- (b) A notice of a general meeting must specify the time and place of the meeting and, except as provided in rule 4.2(c), state the general nature of the business to be transacted at the meeting.
- (c) It is not necessary for a notice of an annual general meeting to state that the business to be transacted at the meeting includes the consideration of accounts and the reports of the directors and auditor, the election of directors and the President and Vice-Presidents, the appointment and fixing of the remuneration of the auditor of the Company or any other business which under the Corporations Act ought to be transacted at the annual general meeting.
- (d) A person may waive notice of any general meeting by notice in writing to the Company.
- (e) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting under this rule 4.2 does not invalidate any act, matter or thing done or resolution passed at the general meeting if:
 - (i) the non-receipt or failure occurred by accident or error; or
 - (ii) before or after the meeting, the person:
 - (A) has waived or waives notice of that meeting under rule 4.2(d); or
 - (B) has notified or notifies the Company of the person's agreement to that act, matter, thing or resolution by notice in writing to the Company.
- (f) A person's attendance at a general meeting:
 - (i) waives any objection that person has to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
 - (ii) waives any objection that person has to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting or in rule 4.2(c), unless the person objects to considering the matter when it is presented.

4.3 Quorum at general meetings

- (a) No business may be transacted at any general meeting, except the election of a chair and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of at least 12 Delegates of Voting Members. If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (i) where the meeting was convened upon the requisition of members, the meeting must be dissolved; or
 - (ii) in any other case:

- (A) the meeting stands adjourned to such day, and at such time and place, as the directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place; and
- (B) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

4.4 Chair of general meetings

- (a) The Chair must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chair at each general meeting.
- (b) If at a general meeting:
 - (i) the Chair is not present within 15 minutes after the time appointed for the meeting; or
 - (ii) the Chair is present within that time but is not willing to act as chair of the meeting,
the members present must elect as chair of the meeting:
 - (iii) another director who is present and willing to act; or
 - (iv) if no other director willing to act is present at the meeting, a Delegate of a Voting Member who is present and willing to act.

4.5 Conduct of general meetings

- (a) Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting, whose decision is final.
- (b) The chair of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in rule 4.5(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

4.6 Decisions at general meetings

- (a) Except in the case of any resolution which as a matter of law or under this Constitution requires a special majority, questions arising at a general meeting are to be decided by a majority of votes cast by the Delegates of Voting Members present at the meeting and any such decision is for all purposes a decision of the members.

- (b) The Company may by special resolution adopt a voting system and procedures to apply to the election of directors under rule 5.1 and the election of the President, Senior Vice President, and Junior Vice-President under rule 7.1.
- (c) In the case of an equality of votes upon any proposed resolution the chair of the meeting, in addition to his deliberative vote (if any), has a casting vote.
- (d) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded before or immediately after the declaration of the result of the show of hands:
 - (i) by the chair of the meeting; or
 - (ii) by any Delegate of a Voting Member.
- (e) A demand for a poll does not prevent the continuance of a general meeting for the transaction of any business other than the question on which the poll has been demanded.
- (f) Unless a poll is duly demanded, a declaration by the chair of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (g) If a poll is duly demanded at a general meeting, it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair of the meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- (h) A poll demanded at a general meeting on the election of a chair of the meeting or on a question of adjournment must be taken immediately.
- (i) The demand for a poll may be withdrawn.

4.7 Voting rights

- (a) At a general meeting each Delegate of a Voting Member present has that number of votes delegated to the Delegate of a Voting Member by the Voting Member.
- (b) An objection to the qualification of a person to vote at a general meeting:
 - (i) must be raised before or at the meeting at which the vote objected to is given or tendered; and
 - (ii) must be referred to the chair of the meeting, whose decision is final.
- (c) A vote not disallowed by the chair of a meeting under rule 4.7(b) is valid for all purposes.

4.8 Representation at general meetings

- (a) Each Voting Member may attend and vote at general meetings, and each Affiliated Union may attend general meetings:

- (i) by representative;
 - (ii) by proxy; or
 - (iii) by attorney,
- (Delegate).**
- (b) A Delegate may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (c) Unless otherwise provided in a certificate under the seal of the Voting Member or Affiliated Union evidencing the appointment of a representative or in the instrument appointing a proxy or attorney, a Delegate will be taken to have authority:
 - (i) to agree to a general meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
 - (ii) to agree to a resolution being proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given;
 - (iii) to speak to any proposed resolution;
 - (iv) to demand or join in demanding a poll on any resolution on which the Delegate may vote;
 - (v) even though the certificate or instrument may refer to specific resolutions and may direct the Delegate how to vote on those resolutions:
 - (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (B) to vote on any procedural motion, including any motion to elect the chair, to vacate the chair or to adjourn the meeting; and
 - (C) to act generally at the meeting; and
 - (vi) even though the certificate or instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at, or to attend (as the case may be), the re-scheduled or adjourned meeting or at the new venue.
- (d) A certificate under seal evidencing the appointment of a representative and an instrument appointing a proxy or attorney may direct the manner in which the Delegate is to vote in respect of a particular resolution and, where a certificate or instrument so provides, the Delegate is not entitled to vote on the proposed resolution except as directed in the certificate or instrument.
- (e) Subject to rule 4.8(g), an instrument appointing a proxy or attorney need not be in any particular form provided it is in writing, legally valid and:
 - (i) signed by a person duly authorised by the governing body of the Voting Member or Affiliated Union; or
 - (ii) executed under the seal of the Voting Member or Affiliated Union.

- (f) Subject to rule 4.8(g), a Delegate may not attend and/or vote at a general meeting or adjourned meeting or on a poll, or attend a general meeting or adjourned meeting (as the case may be), unless a certificate under the seal of the Voting Member or Affiliated Union evidencing the appointment of the representative, or the instrument appointing the proxy or attorney is:
 - (i) deposited at the registered office of the Company or at such other place specified for that purpose in the notice convening the meeting before the time for holding the meeting or adjourned meeting or taking the poll (as the case may be);
 - (ii) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (iii) in the case of a poll, produced when the poll is taken.
- (g) The directors may waive all or any of the requirements of rules 4.8(e) and (f) and in particular may, upon the production of such other evidence as the directors require to prove the validity of the appointment of a Delegate, accept:
 - (i) an oral appointment of a proxy or attorney;
 - (ii) an appointment of a proxy or attorney which is not signed or executed in the manner required by rule 4.8(e); and
 - (iii) the deposit, tabling or production of a copy (including a copy sent by facsimile) of a certificate under seal evidencing the appointment of a representative or of an instrument appointing a proxy or attorney.
- (h) A vote given in accordance with the terms of a certificate under seal evidencing the appointment of a representative or of an instrument appointing a proxy or attorney is valid despite the revocation of the certificate or of the instrument, if no notice in writing of the revocation has been received by the Company by the time and at one of the places at which the certificate or instrument is required to be deposited, tabled or produced under rule 4.8(f).

5. Directors

5.1 Appointment and removal of directors

- (a) There must be not less than 6 independent directors (excluding, for the avoidance of doubt, the Managing Director, if one has been appointed). The board of directors of the Company will consist of:
 - (i) the Managing Director;
 - (ii) six directors appointed by Members by a two thirds majority vote following nomination by the Nominations Committee; and
 - (iii) up to two directors appointed by ordinary resolution of the directors following nomination by the Nominations Committee.

A former Chief Executive Officer of the Company may not be appointed as a director until at least three years have elapsed since the end of his employment with the Company.

- (b) The directors may at any time appoint a person to be a director to fill a casual vacancy. Any director appointed under this clause may hold office only until the next general meeting and is then eligible for election at that meeting, subject to rule 5.1(a).

5.2 Maximum term

- (a) Subject to rule 5.2(b) in the case of the Chair, the maximum term any director may serve is 9 years.
- (b) The Board may in its discretion, if it considers it to be in the best interests of the Company, extend the maximum term which the Chair may serve as a director by additional 1 year periods so long as the total term does not exceed 12 years.
- (c) If the Chair's maximum term has been extended in accordance with rule 5.2(b), the Chair must be re-elected as a director by Members by a two thirds majority vote at each annual general meeting following the ninth annual general meeting for which the Chair has been a director.

5.3 Nominations Committee

- (a) A nominations committee, consisting of:
 - (i) the Chair;
 - (ii) one person elected by an ordinary resolution of the directors; and
 - (iii) two persons elected by a two-thirds majority of votes eligible to be cast by Voting Members,

(Nominations Committee) must be established to source, consider and nominate persons for the directors positions under rule 5.1(a)(ii).
- (b) A person must not be nominated as a director under rule 5.1(a)(ii) unless the nomination has been made by the Nominations Committee.
- (c) With the exception of the Chair, a member of the Nominations Committee may not serve as a member of the Committee for more than four years without being re-elected by the Voting Members (in the case of a member appointed under rule 5.3(a)(iii)) or without being re-appointed by an ordinary resolution of the directors (in the case of a member appointed under rule 5.3(a)(ii)), and the maximum term that any person (other than the Chair) may serve as a member of the Nominations Committee is eight years.
- (d) No person (other than the Chair) may serve as a member of the Nominations Committee if they hold, or have at any time in the previous three years held, a formal position with a Voting Member or with the Company.

- (e) The Nominations Committee must act in accordance with the Nominations Committee Charter, including, without, limitation assessing candidates based on their skills and experience and the board of directors' requirements.

5.4 Retirement and election of directors

- (a) At each annual general meeting, the directors who must retire from office as directors are any director, other than the Managing Director, who, if they do not retire, will at the conclusion of the meeting have been in office for three or more years or three or more annual general meetings (whichever is the shorter) since they were last elected to office.
- (b) A retiring director will be eligible for re-election without needing to give any prior notice of an intention to submit for re-election and will hold office as a director (subject to re-election) until the end of the meeting at which the director retires.
- (c) A director appointed under rule 5.1(a)(iii) may not hold office as a director for more than three years without being re-elected by ordinary resolution of the directors following nomination by the Nominations Committee.

5.5 Vacation of office

The office of a director becomes vacant:

- (a) in the circumstances prescribed by the Corporations Act;
- (b) if the director becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (c) if the director resigns by notice in writing to the Company; or
- (d) if the director's continued appointment would contravene rule 5.2.

5.6 Remuneration of directors

- (a) Each director is entitled to such remuneration out of the funds of the Company as the directors determine, but if the Company in general meeting has fixed a limit on the amount of remuneration payable to the directors, the aggregate remuneration of the directors under this rule 5.6(a) must not exceed that limit.
- (b) The remuneration of directors:
 - (i) may be a stated salary or a fixed sum for attendance at each meeting of directors or both; or
 - (ii) may be a share of a fixed sum determined by the Company in general meeting to be the remuneration payable to all directors, which is to be divided between the directors in the proportions agreed between them or, failing agreement, equally,and if it is a stated salary under rule 5.6(b)(i) or a share of a fixed sum under rule 5.6(b)(ii), will be taken to accrue from day to day.
- (c) In addition to their remuneration under rule 5.6(a), the directors are entitled to be paid all travelling and other expenses properly incurred by them in connection with

the affairs of the Company, including attending and returning from general meetings of the Company or meetings of the directors or of committees of the directors.

- (d) If a director renders or is called upon to perform extra services or to make any special exertions in connection with the affairs of the Company, the directors may arrange for a special remuneration to be paid to that director, either in addition to or in substitution for that director's remuneration under rule 5.6(a).
- (e) Nothing in rule 5.6(a) restricts the remuneration to which a director may be entitled as an officer of the Company or of a related body corporate in a capacity other than director, which may be either in addition to or in substitution for that director's remuneration under rule 5.6(a).

5.7 Membership qualification

- (a) A director is not required to be a member of the Company to qualify for appointment.
- (b) A director who is not a member of the Company is nevertheless entitled to attend and to speak at general meetings.

5.8 Interested directors

- (a) Subject to rules 5.8(i) and 5.8(j) a director may hold any other office or place of profit (other than auditor) in the Company or any related body corporate in conjunction with their directorship and may be appointed to that office or place upon such terms as to remuneration, tenure of office and otherwise as the directors think fit.
- (b) Subject to rules 5.8(i) and 5.8(j) a director of the Company may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the director as a director or officer of, or from having an interest in, that body corporate.
- (c) The directors may exercise the voting rights conferred by shares in any body corporate held or owned by the Company in such manner in all respects as the directors think fit (including voting in favour of any resolution appointing a director as a director or other officer of that body corporate or voting for the payment of remuneration to the directors or other officers of that body corporate) and a director may, if permitted by law, vote in favour of the exercise of those voting rights notwithstanding that he is, or may be about to be appointed, a director or other officer of that other body corporate and, as such, interested in the exercise of those voting rights.
- (d) A director is not disqualified merely because of being a director from contracting with the Company in any respect including, without limitation:
 - (i) selling any property to, or purchasing any property from, the Company;

- (ii) lending any money to, or borrowing any money from, the Company with or without interest and with or without security;
 - (iii) guaranteeing the repayment of any money borrowed by the Company for a commission or profit;
 - (iv) underwriting or guaranteeing the subscription for securities in the Company or in any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a shareholder or otherwise, for a commission or profit; or
 - (v) being employed by the Company or acting in any professional capacity (other than auditor) on behalf of the Company.
- (e) No contract made by a director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any director may be in any way interested is avoided or rendered voidable merely because of the director holding office as a director or because of the fiduciary obligations arising out of that office.
- (f) No director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the director holding office as a director or because of the fiduciary obligations arising out of that office.
- (g) Subject to rule 5.8(h), a director who is in any way interested in any contract or arrangement or proposed contract or arrangement may, despite that interest:
 - (i) be counted in determining whether or not a quorum is present at any meeting of directors considering that contract or arrangement or proposed contract or arrangement;
 - (ii) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement; and
 - (iii) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement to which the seal is affixed.
- (h) Rule 5.8(g) does not apply if, and to the extent that, it would be contrary to the Corporations Act.
- (i) A director shall declare to the directors any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that director becomes aware of their interest in the matter. Where a director declares a material personal interest or in the event of a related party transaction, that director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the directors. In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting. The Company shall maintain a register of directors' declared interests.

- (j) A director of the Company must not, during the tenure of their appointment, hold, take up or accept any position as an executive or non-executive officer, employee, consultant, coach or contractor with a Voting Member (or an affiliate of a Voting Member), or as President, Senior Vice-President or Junior Vice-President of the Company.

5.9 Powers and duties of directors

- (a) The directors are responsible for managing the business of the Company and may exercise to the exclusion of the Company in general meeting all the powers of the Company which are not required, by the Corporations Act or by this Constitution, to be exercised by the Company in general meeting.
- (b) Without limiting the generality of rule 5.9(a), the directors may exercise all the powers of the Company to borrow or otherwise raise money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.
- (c) The directors may determine how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of the Company.
- (d) The directors may:
 - (i) appoint or employ any person to be an officer, agent or attorney of the Company for such purposes with such powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for such period and upon such conditions as they think fit;
 - (ii) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (iii) subject to any contract between the Company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney of the Company at any time, with or without cause.
- (e) A power of attorney may contain such provisions for the protection and convenience of the attorney or persons dealing with the attorney as the directors think fit.

5.10 Proceedings of directors

- (a) The directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit. The directors must meet at least five times in any calendar year.
- (b) The contemporaneous linking together by telephone or other method of audio or audio visual communication of a number of the directors sufficient to constitute a quorum constitutes a meeting of the directors, and all the provisions in this Constitution relating to meetings of the directors apply, so far as they can and with

such changes as are necessary, to meetings of the directors by telephone or audio or audio visual communication.

- (c) A director participating in a meeting by telephone or audio or audio visual communication is to be taken to be present in person at the meeting.
- (d) A meeting by telephone or audio or audio visual communication is to be taken to be held at the place determined by the chair of the meeting provided that at least one of the directors involved was at that place for the duration of the meeting.

5.11 Convening of meetings of directors

- (a) A director may, whenever the director thinks fit, convene a meeting of the directors.
- (b) A secretary must, on the requisition of a director, convene a meeting of the directors.

5.12 Notice of meetings of directors

- (a) Subject to this Constitution, notice of a meeting of directors must be given to each person who is at the time of giving the notice:
 - (i) a director, other than a director on leave of absence approved by the directors; or
 - (ii) an alternate director appointed under rule 5.17 by a director on leave of absence approved by the directors.
- (b) A notice of a meeting of directors:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting;
 - (iii) may be given immediately before the meeting;
 - (iv) may be given in person or by post, telex, facsimile transmission, telephone or other method of written, audio or audio visual communication; and
 - (v) will be taken to have been given to an alternate director if it is given to the director who appointed that alternate director.
- (c) A director or alternate director may waive notice of any meeting of directors by notifying the Company to that effect in person or by post, telex, facsimile transmission, telephone or other method of written, audio or audio visual communication.
- (d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the director or an alternate director appointed by the director:
 - (A) has waived or waives notice of that meeting under rule 5.12(c); or

- (B) has notified or notifies the Company of his or her agreement to that act, matter, thing or resolution personally or by post, telex, facsimile transmission, telephone or other method of written, audio or audio visual communication; or
 - (iii) the director or an alternate director appointed by the director attended the meeting.
- (e) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, an alternate director of a director on leave of absence approved by the directors does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the alternate director or the director who appointed the alternate director:
 - (A) has waived or waives notice of that meeting under rule 5.12(c); or
 - (B) has notified or notifies the Company of his or her agreement to that act, matter, thing or resolution personally or by post, telex, facsimile transmission, telephone or other method of written, audio or audio visual communication; or
 - (iii) the alternate director or the director who appointed the alternate director attended the meeting.
- (f) Attendance by a person at a meeting of directors waives any objection for failure to give notice of the meeting of that person and:
 - (i) if the person is a director, an alternate director appointed by that person; or
 - (ii) if the person is an alternate director, the director who appointed that person as alternate director.

5.13 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) A quorum consists of five directors present at the meeting of directors. If there is a vacancy in the office of a director, the remaining director or directors may act but, if the number of remaining directors is not sufficient to constitute a quorum at a meeting of directors, the remaining director or directors may act only in an emergency or for the purpose of increasing the number of directors to a number sufficient to constitute a quorum or of convening a general meeting of the Company.

5.14 Chair of directors

- (a) The directors may elect one of the directors to the office of Chair of directors (the **Chair**), with the position to be formally reconsidered at least every three years. For

the avoidance of any doubt, the Managing Director appointed under rule 6.1 may not be elected as Chair.

- (b) The office of Chair may, if the directors so resolve, be treated as an extra service or special exertion performed by the director holding that office for the purposes of rule 5.6(d).
- (c) The Chair must (if present within 10 minutes after the time appointed for the holding of the meeting and willing to act) preside as chair at each meeting of directors.
- (d) If at a meeting of directors:
 - (i) there is no Chair;
 - (ii) the Chair is not present within 10 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chair is present within that time but is not willing to act as chair of the meeting,

the directors present must elect one of themselves to be chair of the meeting.

5.15 Decisions of directors

- (a) A meeting of directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the directors under this Constitution.
- (b) Questions arising at a meeting of directors are to be decided by a majority of votes cast by the directors present and any such decision is for all purposes a determination of the directors.
- (c) In the case of an equality of votes upon any proposed resolution, the Chair of the meeting will have a second or casting vote.

5.16 Written resolutions

- (a) If:
 - (i) all of the directors, other than:
 - (A) any director on leave of absence approved by the directors;
 - (B) any director who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest; and
 - (C) any director who the directors reasonably believe is not entitled at law to do the act, matter or thing or to vote on the resolution in question,

assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and

- (ii) the directors who assent to the document would have constituted a quorum at a meeting of directors held to consider that act, matter, thing or resolution,

then that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the directors.

- (b) For the purposes of rule 5.16(a):
 - (i) the meeting is to be taken as having been held:
 - (A) if the directors assented to the document on the same day, on the day on which the document was assented to and at the time at which the document was last assented to by a director; or
 - (B) if the directors assented to the document on different days, on the day on which, and at the time at which, the document was last assented to by a director;
 - (ii) two or more separate documents in identical terms each of which is assented to by one or more directors are to be taken as constituting one document; and
 - (iii) a director may signify assent to a document by signing the document or by notifying the Company of the director's assent in person or by post, telex, facsimile transmission, telephone or other method of written, audio or audio visual communication.
- (c) Where a director signifies assent to a document otherwise than by signing the document, the director must by way of confirmation sign the document at the next meeting of the directors attended by that director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.
- (d) Where a document is assented to in accordance with rule 5.16(a), the document is to be taken as a minute of a meeting of directors.

5.17 Alternate directors

- (a) A director referred to in rule 5.1(a) may, with the approval of the directors, appoint a person to be the director's alternate director for such period as the director thinks fit.
- (b) An alternate director may, but need not, be a director of the Company.
- (c) One person may act as alternate director to more than one director.
- (d) An alternate director is entitled, if the appointer does not attend a meeting of directors, to attend and vote in place of and on behalf of the appointer.
- (e) An alternate director is entitled to a separate vote for each director the alternate director represents in addition to any vote the alternate director may have as a director in his own right.

- (f) In the absence of the appointer, an alternate director may exercise any powers that the appointer may exercise and the exercise of any such power by the alternate director is to be taken to be the exercise of the power by the appointer.
- (g) The office of an alternate director is vacated if and when the appointer vacates office as a director.
- (h) The appointment of an alternate director may be terminated at any time by the appointer even though the period of the appointment of the alternate director has not expired.
- (i) An appointment, or the termination of an appointment, of an alternate director must be in writing signed by the director who makes or made the appointment and does not take effect unless and until the Company has received notice in writing of the appointment or termination.
- (j) An alternate director is not to be taken into account in determining the minimum or maximum number of directors allowed under this Constitution.
- (k) In determining whether a quorum is present at a meeting of directors, an alternate director who attends the meeting is to be counted as a director for each director on whose behalf the alternate director is attending the meeting.
- (l) An alternate director is entitled to be paid such remuneration as the directors think fit, either in addition to or in reduction of the remuneration payable to the director for whom the alternate director acts as alternate.
- (m) An alternate director is not entitled to be remunerated by the Company for his services as alternate director except as provided in rule 5.17(l).
- (n) An alternate director, while acting as a director, is responsible to the Company for his own acts and defaults and is not to be taken to be the agent of the director by whom he was appointed.

5.18 Committees of directors

- (a) Subject to clause 5.18(d):
 - (i) the directors may delegate any of their powers to a committee or committees consisting of such number of persons, a majority of whom must be directors, as they think fit, and may revoke that delegation; and
 - (ii) a committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors, including through the adoption of any charters setting out the role and responsibilities of the relevant committee.
- (b) The provisions of this Constitution applying to meetings and resolutions of directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee of directors.
- (c) Membership of a committee of directors may, if the directors so resolve, be treated as an extra service or special exertion performed by the members of the committee for the purposes of rule 5.6(d).

- (d) The role and responsibilities of the Nominations Committee, as set out in rule 5.3 and the Nominations Committee Charter, shall not be amended except by an ordinary resolution of the Voting Members.

5.19 Delegation to individual directors

- (a) The directors may delegate any of their powers to one director.
- (b) A director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.
- (c) Acceptance of such a delegation may, if the directors so resolve, be treated as an extra service or special exertion performed by the delegate for the purposes of rule 5.6(d).

5.20 Powers of individual directors

An individual director, other than the Managing Director, may not exercise any of the powers of the Company, except to the extent any of those powers have been delegated to him under rule 5.19.

5.21 Validity of acts

An act done by a person acting as a director or by a meeting of directors or a committee of directors attended by a person acting as a director is not invalidated by reason only of:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified to be a director or having vacated office; or
- (c) the person not being entitled to vote,

if that circumstance was not known by the person or the directors or committee (as the case may be) when the act was done.

6. Managing Director

6.1 Managing Director

- (a) The directors may from time to time appoint a person to the office of Managing Director and Chief Executive Officer.
- (b) A person so appointed is not, while holding the office, subject to retirement by rotation and will not be taken into account in determining the rotation of retirement of directors, but his appointment automatically terminates if he ceases from any cause to be a director.

7. President and Vice-Presidents

7.1 Election of President and Vice-Presidents

- (a) The Company may at its annual general meeting elect a President, a Senior Vice-President and a Junior Vice-President.

- (b) A person must not be elected as President, Senior Vice-President or Junior Vice-President unless he has been nominated for election by at least two Voting Members at least 14 days before the annual general meeting at which he is to be elected and unless his nomination has been endorsed by a resolution of the directors.
- (c) The President, the Senior Vice-President and the Junior Vice-President hold office for a term ending at the conclusion of the second annual general meeting following their election, and the elections of the President, the Senior Vice-President and the Junior Vice-President take effect at the conclusion of the annual general meeting at which the elections take place.
- (d) If there is a casual vacancy in the position of President, Senior Vice-President or Junior Vice-President, the Company in general meeting may appoint a person who has been nominated by at least two Voting Members and whose nomination has been approved by a resolution of the directors to fill the vacancy, and a person so appointed holds office only until the end of the term of the person in whose place he was elected.
- (e) A person may not hold office as President, Senior Vice-President or Junior Vice-President for more than one term. For the purposes of this rule, the holding of office under rule 7.1(d) will be disregarded. For the avoidance of doubt, a person may hold more than one of these offices, as long as no one office is held for more than one term.
- (f) The Company may by resolution at an annual general meeting at which the election of a President, Senior Vice-President or Junior Vice-President is to take place determine not to elect a President, Senior Vice-President or Junior Vice-President, as the case may be.
- (g) The President, Senior Vice-President and Junior Vice-President of the Company must not, during the tenure of their appointments, be a director of the Company or hold, take up or accept any position on the Board of Directors of a Voting Member (or an affiliate of a Voting Member). Where the President and/or Senior Vice-President and/or Junior Vice-President holds such a position prior to his appointment, unless otherwise directed by the Board he must step down from that position:
 - (i) at the earliest opportunity and in any event not later than three months of his appointment, where the President or Senior Vice-President or Junior Vice-President of the Company is a director of a Voting Member (or an affiliate of a Voting Member); and
 - (ii) immediately, where the President or Senior Vice-President or Junior Vice-President of the Company is a director of the Company.

7.2 Rights of President, Senior Vice-President and Junior Vice-President

The President, Senior Vice-President and Junior Vice-President are:

- (a) entitled to receive notice of, to attend, and to speak at, but are not entitled to vote at, general meetings of the Company; and
- (b) are not entitled to receive notice of, attend, speak at or vote at meetings of directors unless invited to attend and speak by the directors from time to time.

8. Secretaries

8.1 Secretaries

- (a) The directors must appoint at least one secretary and may appoint additional secretaries.
- (b) The directors may appoint one or more assistant secretaries.

9. Executive Officers

9.1 Provisions applicable to all executive officers

- (a) A reference in this rule 9.1 to an executive officer is a reference to a Managing Director, secretary or assistant secretary appointed under rule 6 or 8.
- (b) The appointment of an executive officer may be for such period, at such remuneration and upon such conditions as the directors think fit.
- (c) Subject to the terms of any contract between the Company and the relevant executive officer, any executive officer of the Company may be removed or dismissed by the directors at any time, with or without cause.
- (d) The directors may:
 - (i) confer on an executive officer such powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the directors) as they think fit;
 - (ii) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
 - (iii) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on the executive officer.
- (e) An act done by a person acting as an executive officer is not invalidated by reason only of:
 - (i) a defect in the person's appointment as an executive officer; or
 - (ii) the person being disqualified to be an executive officer,if that circumstance was not known by the person when the act was done.

10. By-Laws

10.1 Power to make by-laws

The Company may, by special resolution, make by-laws regulating any aspect of the Game of Rugby, including but not limited to by-laws relating to:

- (a) participation in the game;
- (b) remuneration of participants;
- (c) codes of conduct for participants; and
- (d) the conduct and organisation of matches, competitions, tournaments and tours.

10.2 Duty to comply with by-laws

Each Voting Member and each Affiliated Union is obliged to comply with, and to require Rugby Unions, Clubs and other bodies and persons in membership with or affiliated to it to comply with, the Company's by-laws.

11. Seals

The Company may execute a document by any means permitted under the Corporations Act.

12. Distribution of profits

The income and property of the Company must be applied solely towards the promotion of the objects of the Company as set out in rule 2.1, and no portion of the income or property is to be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the members of the Company.

13. Winding up

13.1 No distribution of surplus

If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it must not be paid to or distributed amongst the Members of the Company but must be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which prohibit 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 2.2, such institution or institutions to be determined by the Delegates of the Voting Members at or before the time of dissolution and in default thereof by the Chief Justice of the Supreme Court of New South Wales or another Judge of that Court who has or acquires jurisdiction in the matter, and if and so far as effect cannot be given to the above provision then to some charitable object.

14. Minutes and records

14.1 Minutes

The directors must cause minutes of all proceedings of general meetings and of meetings of the directors and of committees of the directors to be entered, within one month after the relevant meeting is held, in books kept for that purpose.

14.2 Signing of minutes

Except in the case of documents which are taken to be minutes under rule 5.16(d), those minutes must be signed by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting.

14.3 Minutes as evidence

Any minutes of a meeting purporting to be signed by the Chair of the meeting or of the next succeeding meeting are (in the absence of proof to the contrary) sufficient evidence of:

- (a) the matters stated in the minutes of the meeting;
- (b) the meeting having been duly convened and held; and
- (c) the validity of all proceedings at the meeting.

14.4 Inspection of records

- (a) A Voting Member is entitled to inspect the minute books, accounting records and other documents of the Company.
- (b) The directors may determine whether and to what extent, and at what time and places and under what conditions, the books, records and other documents of the Company or any of them will be open to the inspection of other members. .

15. Notices

15.1 Notices by the Company to members

- (a) A notice may be given by the Company to a member:
 - (i) by serving it personally at, or by sending it by post in a prepaid envelope to, the member's address as shown in the register of members or such other address as the member has supplied to the Company for the giving of notices;
 - (ii) by sending it to the fax number nominated by the member to the Company for the giving of documents;
 - (iii) by sending it to the electronic address nominated by the member or by other electronic means nominated by the member; or
 - (iv) if the member does not have a registered address and has not supplied another address to the Company for the giving of notices, by exhibiting it at the registered office of the Company.

- (b) A signature to any notice given by the Company to a member under this rule 15.1 may be in writing or a facsimile printed or affixed by some mechanical or other means.
- (c) A certificate signed by a director or secretary of the Company to the effect that a notice has been given in accordance with this Constitution is conclusive evidence of that fact.

15.2 Notices by the Company to directors

Subject to this Constitution, a notice may be given by the Company to any director or alternate director either by serving it personally at, or by sending it by post in a prepaid envelope to, the director's or alternate director's usual residential or business address, or such other address, or facsimile transmission to such facsimile number, as the director or alternate director has supplied to the Company for the giving of notices.

15.3 Notices by members or directors to the Company

Subject to this Constitution, a notice may be given by a member, director or alternate director to the Company by serving it on the Company at, or by sending it by post in a prepaid envelope to, the registered office of the Company or by facsimile transmission to the principal facsimile number at the registered office of the Company.

15.4 Notices posted to addresses outside the Commonwealth

A notice sent by post to an address outside the Commonwealth may be sent by airmail, air courier, fax or electronic transmission.

15.5 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (i) in the case of a notice of a general meeting, on the day after the date of its posting; or
 - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax, service of the notice is to be taken to be effected if the correct fax number appears on the fax transmission report generated by the sender's facsimile machine and to have been effected at the time the facsimile transmission is sent.
- (c) Where a notice is sent by electronic means, service of the notice is to be taken to be effected if the correct electronic address is used by the Company and to have been effected at the time the electronic transmission is sent.
- (d) Where the Company gives a notice under rule 15.1(a)(iv) by exhibiting it at the registered office of the Company, service of the notice is to be taken to be effected when the notice was first so exhibited.

15.6 Other communications and documents

Rules 15.1 to 15.5 (inclusive) apply, so far as they can and with such changes as are necessary, to the service of any communication or document.

15.7 Notices in writing

A reference in this Constitution to a notice in writing includes a notice given by telex or facsimile transmission or any other form of written communication.

16. Indemnity and insurance

16.1 Persons to whom rules 16.2 and 16.3 apply

Rules 16.2 and 16.3 apply:

- (a) to each person who is or has been a director, alternate director or executive officer (within the meaning of rule 9.1(a) of the Company; and
- (b) to such other officers or former officers of the Company or of its related bodies corporate as the directors in each case determine.

16.2 Indemnity

The Company must indemnify, on a full indemnity basis and to the full extent permitted by law, each person to whom this rule 16.2 applies for all losses or liabilities incurred by the person as an officer of the Company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred:

- (a) 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
- (b) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act.

16.3 Insurance

The Company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any person to whom this rule 16.3 applies against any liability incurred by the person as an officer or auditor of the Company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

17. General

17.1 Submission to jurisdiction

Each member submits to the non exclusive jurisdiction of the Supreme Court of the State or Territory in which the registered office of the Company is located, the Federal Court of Australia and the Courts which may hear appeals from those Courts.

17.2 Prohibition and enforceability

- (a) Any provision of, or the application of any provision of, this Constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (b) Any provision of, or the application of any provision of, this Constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.

Schedule – Nominations Committee Charter

References to the **Committee** shall mean the Nomination Committee.

References to the **Board** shall mean the board of directors of Australian Rugby Union Limited (the **Company**).

References to the **Constitution** shall mean the constitution of the Company.

References to **Members** shall mean the Voting Members of the Company.

1. The Committee

- (a) The Committee is a committee of the Board.

2. Objectives

The objectives of the Committee are to assist the Board in fulfilling its corporate governance responsibilities including, with respect to:

- (a) Board appointments, re-elections and performance; and
- (b) cultural and diversity obligations.

3. Membership

- (a) The membership of the Committee must be in accordance with the Constitution.
- (b) The Chair of the Board will act as chair of meetings of the Committee unless:
 - (i) the Chair is absent, in which case the chair of the meeting will be elected by the Committee members present; or
 - (ii) the meeting is considering the nomination of the Chair of the Company as a director, in which case a chair of the meeting will be elected by the Committee members present.
- (c) The Committee may request any officer or employee of the Company, outside legal counsel or any person or group with relevant experience or expertise to attend meetings of the Committee or to meet with any members or consultants to the Committee.
- (d) The Committee may adopt such rules and regulations as it deems appropriate for the conduct of its affairs, provided that they are not inconsistent with the Constitution, this Charter or any resolution of the Board.
- (e) A member of the Committee, including the Chair, must not participate in deliberations of the Committee relating to that member's own nomination as a director of the Company.

4. Meetings

- (a) The Committee is to meet as requested by the Board or the Committee Chair.
- (b) A quorum for a Committee Meeting is three members.
- (c) Committee decisions will be made by a simple majority.
- (d) The Committee has the authority to seek any information it requires from any employee of the Company.
- (e) The Committee may take such independent legal, recruitment or other advice as it considers necessary, and expenses thus incurred are to be met by the Company.

5. Responsibilities and Duties

- (a) In considering the nomination and performance of Directors, the Committee will:
 - (i) assess the necessary and desirable competencies of Directors;
 - (ii) ensure nominations are made such that the Board has an appropriate mix of competencies to enable the Board to discharge its responsibilities effectively;
 - (iii) develop Board succession plans so that an appropriate balance of skills, experience, expertise and diversity is maintained;
 - (iv) place emphasis on ensuring the best cultural fit on the Board, especially with respect to ensuring an appropriate level of representation by past elite players with strong skills and competencies in other relevant areas;
 - (v) be attentive to Board and Member advice on the contemporary skills and competencies considered necessary on the Board;
 - (vi) make recommendations to Members relating to the appointment, re-election and retirement of Directors. Such recommendations should pay particular attention to the mix of skills, experience, expertise, diversity and other qualities of existing directors and how the candidate's attributes will balance and complement these qualities;
 - (vii) review the time commitment required from Directors and whether Directors are meeting that commitment; and
 - (viii) schedule regular Board performance reviews.
- (b) In reviewing the composition and performance of the Board, the Committee will consider the term served by Directors so that, over time, new Directors are appointed to challenge existing approaches and to incorporate new ideas and energy.
- (c) In selecting and recommending the appointment of new Directors, the Committee will:
 - (i) adopt a board skills matrix to identify any deficient competencies in the skills and experience of the Board;

- (ii) assess candidates with regard to establishing and maintaining an appropriate level of diversity;
 - (iii) engage external consultants where necessary to assist in the selection process of suitable candidates; and
 - (iv) recommend candidates who have the appropriate range of skills, experience and expertise that will best complement Board effectiveness.
- (d) As a component of the assessment process candidates must confirm that they have the necessary time to devote to their Board position. In support of this confirmation, the candidate must provide the Committee with details of other commitments and an indication of time involved.

6. **Committee Performance**

To determine whether it is functioning effectively, once each year the Committee shall:

- (a) review this Charter; and
- (b) undertake an evaluation of its performance.