

Constitution of

**Papua New Guinea Rugby Football League
Inc.**

[AMENDED 27.02.16 AGM]

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CONSTITUTION OF PAPUA NEW GUINEA RUGBY FOOTBALL LEAGUE INC.

1. PRELIMINARY

1.1 Definitions

In this Constitution, unless the context otherwise requires:

“**Act**” means the *Associations Incorporation Act* Ch. No. 142.

“**Auditor**” means the auditor for the time being of the PNGRFL.

“**Board**” means the body managing the PNGRFL and consisting of the directors.

“**CEO**” means the Chief Executive Officer of the PNGRFL.

“**Chair**” means the person appointed as the Chair of the Board.

“**Constitution**” means this Constitution of the PNGRFL.

“**Director**” means a member of the Board.

“**Game**” means the sport of Rugby Football League.

“**General Meeting**” means the annual or any special general meeting of the PNGRFL.

“**Member**” means a Member of the PNGRFL for the time being.

“**Objects**” means the Objects of the PNGRFL in clause 2.

“**PNGRFL**” means the Papua New Guinea Rugby Football League Incorporated.

“**Public Officer**” means the person appointed to be the public officer of the PNGRFL in accordance with the Act.

“**Confederate**” means either of the four Confederates of the country being Highlands, Niugini Islands, Southern and Northern.

“**Regulations**” means the regulations of the PNGRFL made under this Constitution.

“**Seal**” means the common seal of the PNGRFL.

“**Secretary**” means the person appointed as secretary of the PNGRFL.

1.2 Interpretation

In this Constitution, unless the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) a reference to any gender includes all genders;

- (c) a reference to a clause or a schedule is to a clause of or schedule to this Constitution;
- (d) a reference to a matter being written includes that matter being in any mode of representing or reproducing words, figures or symbols in written form;
- (e) a reference to power is also to authority and discretion;
- (f) where an expression is defined anywhere in this Constitution it has the same meaning throughout.

1.3 Headings

In this Constitution headings are for convenience of reference only and do not affect interpretation.

1.4 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2. OBJECTS

The objects for which the PNGRFL is established are:

- (a) to promote, develop, foster and control the Game throughout the country;
- (b) to be the National Governing Body for the Game in the country;
- (c) to arrange, control and regulate the visits of teams from other countries to the country for the Game;
- (d) to arrange, control, regulate and finance visits of teams from the country to other countries either solely or in conjunction with the governing Game bodies of the countries to be visited;
- (e) to control the approval and appointment of Referees for all matches played in the country under the direct jurisdiction of the PNGRFL;
- (f) to recommend alterations, amendments or additions to the rules of the Game in PNG to the International Board of Rugby Football League;
- (g) to affiliate to the International Board of Rugby Football League and to maintain close liaison with all other international governing bodies of the Game;
- (h) to deal and assist with any matters which may be referred to it by any Member;
- (i) to assist in the provision of training and conditioning and teaching facilities for the Game;
- (j) to render aid either financial or by other means to clubs or associations in the country or elsewhere;

- (k) to carry on all such activities as may be necessary or convenient for the purposes of the PNGRFL and the Game;
- (l) to do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the Objects.

3. MEMBERSHIP

3.1 Members

The members of the PNGRFL shall consist of:

- (a) major leagues;
- (b) minor leagues; and
- (c) associate leagues.

3.2 Application for Membership

An application for membership must be:

- (a) in writing on the form prescribed by the Regulations;
- (b) accompanied by such documents as prescribed by the Regulations;
- (c) accompanied by fees prescribed by the Regulations.

3.3 Criteria for Classification of Leagues

- (a) The general criteria for determining whether a league is a major, minor or associate league are as set out in Schedule 1.
- (b) The PNGRFL may, from time to time, vary or amend the criteria set out in Schedule 1.
- (c) The PNGRFL's decision on classification of a league is final.

3.4 Decision to Accept or Reject Application

- (a) The PNGRFL may accept or reject an application whether the applicant has complied with the requirements of clause 3.2 or 3.3. The PNGRFL may provide reason for such acceptance or rejection.
- (b) Where the PNGRFL accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the PNGRFL.
- (c) Where the PNGRFL rejects an application, it shall refund any fees sent with the application.

3.5 Renewal

Members must renew their membership annually in accordance with the procedures and the requirements of the Regulations.

4. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution forms a contract between each of them and the PNGRFL and that they are bound by this Constitution and the Regulations.
- (b) they shall comply with and observe this Constitution and the Regulations and any policy, determination or resolution which may be made or passed by the Board or other entity with delegated authority.
- (c) by submitting to this Constitution and Regulations, they are subject to the jurisdiction of the PNGRFL and the committees of the PNGRFL.
- (d) this Constitution and the Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Game.

5. SUBSCRIPTIONS AND FEES

- (a) The annual membership subscription and any other fees payable by Members to the PNGRFL are as specified in Schedule 2.
- (b) The PNGRFL may, from time to time, vary the fees specified in Schedule 2 or impose additional fees.

6. DISCONTINUANCE OF MEMBERSHIP

6.1 Notice of Withdrawal

A Member may withdraw from membership of the PNGRFL by giving one month's notice in writing to the PNGRFL.

Withdrawal shall be deemed to take effect upon receipt by the PNGRFL of the notice of withdrawal of membership.

6.2 Discontinuance for Breach

- (a) Membership of the PNGRFL may be discontinued by the Board upon breach of any clause of this Constitution or the Regulations, including, but not limited to, the failure to pay any monies owed to the PNGRFL, failure to comply with the Regulations or any policy, determination or resolution made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under clause 6.2(a) without the Board first giving the Member the opportunity to explain the breach and/or to remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain the breach or to adequately remedy the breach, that Member's membership may be discontinued under clause 6.2(a) by the PNGRFL giving written notice of the discontinuance to the Member.

6.3 Member to Re-Apply

A Member whose membership has been discontinued under clause 6.2:

- (a) may seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Board.

6.4 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the PNGFRL and its property and shall not use any property of the PNGRFL.

Any PNGRFL documents, records or other property in the possession, custody or control of that Member must be returned to the PNGRFL immediately.

6.5 Membership May be Reinstated

Membership which has been discontinued under this clause 6 may be reinstated at the discretion of the Board, with such conditions as the Board deems appropriate.

6.6 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

7. DISCIPLINE

The Board may commence or cause to be commenced disciplinary proceedings against a Member who has:

- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any policy, determination or resolution of the Board or any duly authorised committee;
- (ii) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the PNGRFL and/or the Game; or
- (iii) brought the PNGRFL, any other Member or the Game into disrepute.

That Member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the PNGRFL set out in the Regulations.

8. CONFEDERATION

8.1 Members

The Members of a Confederate shall comprise of Provincial Leagues in the Provinces comprising the Confederate.

8.2 Composition of Provincial League

A Provincial League shall consist of major, minor and associate leagues in the Province.

8.3 Confederate Board

- (a) A Confederate shall have a Confederate Board.
- (b) The Confederate Board shall manage the business and affairs of the Confederate.
- (c) The Confederate Board shall, at all times, ensure that the Confederate complies with and observes this Constitution and the Regulations and any policy, determination or resolution made under this Constitution.
- (d) The Confederate Board shall comply with all lawful directions of the PNGNRL Board.

8.4 Members of Confederate Board

- (a) A Confederate Board shall comprise:
 - (i) the Chair, who shall be appointed by the Presidents of the Provincial Leagues (in the Confederate);
 - (ii) the President of a Provincial League or his nominee;
 - (iii) a person nominated by the Women's League in the Confederate;
 - (iv) a person appointed by the School Boys' League in the Confederate;
 - (v) up to two (2) Appointed Directors, if appointed by the Directors referred to in clause 8.4(a)(i), (ii), (iii) and (iv) acting collectively.
- (b) Where it is difficult or impracticable for any reason for a person to be appointed to hold office as Director under clause 8.4(a)(iii) or (iv), the Confederate Chairman, shall, in consultation with the Presidents of the Provincial League, appoint a person to hold office.
- (c) Whether a Appointed Director is to be appointed pursuant to clause 8.4(a)(v) and the qualifications or skills of such Director are matters to be determined by the Directors referred to in clause 8.4(a)(i), (ii), (iii) and (iv) acting collectively.
- (d) Directors of a Confederate Board shall hold office for term of three (3) years.

9. PROVINCIAL LEAGUES

9.1 National Capital District

For purposes of this Constitution and for the avoidance of any doubt, National Capital District is considered a Province.

9.2 Composition

A Provincial League shall comprise of major, minor and associate leagues in the Province.

9.3 President and Officers

The President of a Provincial League and other officers, if any, shall be elected by representatives of each major, minor and associate league in the Province.

9.4 Voting Procedure and Directors

- (a) The PNGRFL will issue directions on the election of the President and officers.
- (b) The PNGRFL may issue directions on matters concerning the governing body and the management of the affairs of a Provincial League. Provincial Leagues must comply with such directions.

10. PNGRFL BOARD

10.1 Composition of the Board

The Board shall comprise:

- (a) the Chair who shall be appointed by the Members in accordance with clause 13;
- (b) the Chairman of a Confederate or his nominee;
- (c) up to three (3) Directors appointed in accordance with clause 11 (**Appointed Director**);
- (d) the CEO, ex officio (who shall have the powers and functions of the office of Director except the power to vote on any question or resolution on any matter arising for decision by the Board) .

10.2 Vacation of Office

The office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes of unsound mind;
- (c) resigns his office in writing to the PNGRFL;
- (d) becomes bankrupt;
- (e) is convicted of a criminal offence;
- (f) fails to attend three (3) consecutive Board Meetings without leave of absence from the Board;
- (g) is the Chairman of a Confederate (or the Chairman's nominee), he ceases to hold the position of Chairman of the Confederate;
- (h) is the CEO and ceases to hold the position of CEO; or
- (i) in the opinion of the Board (but subject always to this Constitution):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and the interests of the PNGRFL;
 - (ii) has brought the PNGRFL into disrepute; or

- (j) at a general meeting, the Members revoke the appointment of the Director.

10.3 Appointment for Vacancy

Where the Office of a Director becomes vacant:

- (a) If the office is that of a Confederate Director, the Confederate must appoint a replacement. The person appointed will hold office as Director for remainder of the term of the person he replaces.
- (b) If the office is that of a Appointed Director, the Directors may appoint another person to fill the vacancy.
- (c) If the office is that of the Chair, the Directors shall elect from their number the Chair. The person elected shall hold office as the Chair until the next general meeting where the members shall appoint the Chair, in accordance with this Constitution.

10.4 Term of Appointment

- (a) Directors shall office for term of three (3) years.
- (b) A Confederate Director shall hold office for term consistent with the term of his appointment as Chairman of his Confederate.
- (c) If the Director is a nominee of the Chairman of a Confederate Chairman, he shall hold office for term consistent with the term of Chairman who nominated him.

11. APPOINTED DIRECTORS

11.1 Appointment of Directors

The Directors acting collectively may appoint up to three (3) Appointed Directors.

11.2 Qualifications for Appointed Directors

Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition.

12. CHIEF EXECUTIVE OFFICER

- (a) The Board shall appoint a CEO of the PNGRFL.
- (b) The CEO:
 - (i) shall be employed pursuant to a contract of employment;
 - (ii) may be appointed for term up to five (5) years; and
 - (iii) shall carry out functions, exercise powers and discharge duties specified in this Constitution and the Regulations, the contract of employment and as specified by the Board from time to time.
- (c) The Board shall determine the terms and conditions of employment of the CEO.

13. APPOINTMENT OF CHAIR

13.1 Nominations

- (a) Nominations for the Chairperson position must be called for by the PNGRFL twenty-eight (28) days prior to the annual general meeting.
- (b) Only Members shall nominate a person or persons for election as the Chair.
- (c) Nominations must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) signed by two (2) Members;
 - (iv) certified by the nominee expressing his willingness to accept the nomination; and
 - (v) delivered to the PNGRFL not less than fourteen (14) days before the date fixed for the annual general meeting.

13.2 Elections

- (a) If only one (1) nomination is received, voting shall be held in accordance with clause 26.5.
- (b) If two (2) or more nominations are received, voting shall be conducted in such a manner and by such a method as determined by the Board from time to time.
- (c) All Members are entitled to vote.

13.3 Term of Appointment

The Chair elected shall hold office for a term of three (3) years, from the conclusion of the annual general meeting at which the election occurred until the conclusion of the third annual general meeting following.

13.4 Chair of Meetings

The Chair will act as chair of any Board meeting or general meeting at which he is present. If the Chair is not present or is unwilling or unable to preside at a Board meeting or general meeting, the Directors shall appoint another Director to preside as the chair for that meeting only.

13.5 Termination of Appointment of Chair

The appointment of the Chair terminates if:

- (a) the office of the Chair becomes vacant for any of the reasons under clause 10.2; or
- (b) at a general meeting, the Members revoke the appointment of the Chair.

14. POWERS OF THE BOARD

Except as otherwise required by the Act or any applicable law or by this Constitution:

- (a) the business and affairs of the PNGRFL shall be managed by or under the direction or supervision of the Board; and
- (b) the Board has all the necessary powers for managing and for directing and supervising the management of the business and affairs of the PNGRFL.

15. PROCEEDINGS OF THE BOARD

15.1 Board to Meet

The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit.

15.2 Quorum

At the meetings of the Board:

- (1) The quorum shall be five (5) Directors, of which two (2) must be Confederate Directors.
- (2) If a quorum is not present within one (1) hour of the time appointed for the meeting, it will stand adjourned for two (2) hours. If after the two (2) hours adjournment, a quorum is not present within thirty (30) minutes, the meeting will stand adjourned to a date to be appointed by the Directors who are present. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Directors who are present will be a quorum.

15.3 Notice of Meeting

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence at the meeting) not less than seven (7) days written notice of the meeting of the Board shall be given to each Director.

The agenda shall be forwarded to each Director not less than two (2) days prior to such meeting.

15.4 Convening of Board Meeting

Any three (3) Directors together may at any time request (in writing) a meeting of the Board, and the Secretary (or if no Secretary, the Chair or the CEO) must on request from those three (3) Directors convene a meeting of the Board.

15.5 Decisions of Board

All questions or resolutions arising at any meeting of the Board shall be decided by a majority of votes of the Directors but in the case of an equality of votes, the Chair shall have a casting vote

If the Chair does not exercise a casting vote, the motion will be lost.

15.6 Exercise of Powers by Board

A power of the Board, unless it has been delegated exclusively to a committee of the Board, is exercisable only:

- (a) by resolution at a meeting of the Board at which a quorum is present; or
- (b) by a resolution of the Directors under clause 15.7.

15.7 Resolutions Not in Meeting

A resolution in writing that has been signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.

15.8 Conflict of Interest

A Director shall declare his interest in any contractual, selection, disciplinary or financial matter in which a conflict of interest arises or may arise. He shall, unless otherwise determined by the Board, absent himself from discussions of such matters and shall not be entitled to vote in respect of such matters. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and to refrain from voting, the issue should be immediately determined by vote of the Board. If this is not possible, the matter should be adjourned or deferred.

16. DELEGATIONS

16.1 Board may Delegate Functions

The Board may, by instrument in writing, create, establish or appoint committees, individual officers or consultants to carry out specific duties and functions.

The Board will determine what powers these committees are given. In exercising its power under this clause, the Board must take into account broad stakeholder involvement.

16.2 Delegation by Instrument

In the establishing instrument, the Board may delegate such functions as specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board or the CEO by law, this Constitution, or by resolution of the Members in a general meeting.

17. SECRETARY

The Board may:

- (a) appoint any person to be Secretary of the PNGRFL;

- (b) determine the term of appointment, powers, duties and remuneration of that person as Secretary.

18. ADMINISTRATION

18.1 Minutes to be Kept

The Board must cause minutes to be kept of:

- (a) the names of the Directors present at each Board meeting; and
- (b) the proceedings and resolutions of each Board meeting.

18.2 Custody of the Seal

The Board must provide for the safe custody of the Seal.

18.3 Use of the Seal

The Seal may only be used with the authority of either:

- (a) the Board; or
- (b) a committee appointed under clause 16 empowered to authorise the use of the Seal.

18.4 Mode of Execution by Seal

An instrument is validly executed under the Seal where the Seal is affixed to it in the presence of:

- (a) a Director; and
- (b) a Director or Secretary,

who signs the instrument to attest the affixing of the Seal.

19. COMMITTEES

19.1 Permanent Committees

The following shall be permanent committees of the PNGRFL:

- (a) Judiciary Committee;
- (b) Selection Committee.
- (c) Referees Committee;
- (d) Development Committee.

Regulations shall provide for the composition, powers and functions of the permanent committees.

19.2 Other Committees

The Board may, from time to time, establish such other committees as are necessary or convenient for the purposes of the Game, the PNGRFL or for the attainment of the Objects.

19.3 Board to Approve Recommendation

Committees must report to the Board on any recommendation which is required to be approved by the Board before such recommendation is implemented.

20. PUBLIC OFFICER

- (a) A Secretary, if appointed under clause 17, shall be the Public Officer.
- (b) Where a Secretary is not appointed, the CEO shall be the Public Officer.

21. ANNUAL GENERAL MEETING

- (a) The annual general meeting shall be held on a date and at a venue determined by the Board. Annual general meeting however must be held before the 31 March of each year.
- (b) All general meetings other than the annual general meeting shall be special general meetings.

22. SPECIAL GENERAL MEETING

22.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a special general meeting.

22.2 Requisition of Special General Meetings

- (a) The Secretary or the CEO will convene a special general meeting when sixty-five (65%) per cent of Members (no less) submit a requisition in writing.
- (b) The requisition for a special general meeting shall state the object(s) of the meeting, be signed by the Members making the requisition and be sent to the PNGRFL. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Board does not cause a special general meeting to be held twenty-eight (28) days after the date on which the requisition is sent to the PNGRFL, the Members making the requisition, or any of them, may convene a special general meeting to be held no later than twenty-eight (28) days after that date.
- (d) A special general meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Board.

23. NOTICE OF GENERAL MEETINGS

- (a) Notice of meeting shall, as far as is practicable, be given (in writing) to every Member.
- (b) Notice of meeting shall also be published in at least two (2) daily newspapers on at least two (2) separate days.
- (c) A notice of meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- (d) At least twenty-eight (28) days' notice of a meeting shall be given to Members together with:
 - (i) the agenda for the meeting; and
 - (ii) any notice of motion received from Members.

24. BUSINESS AT GENERAL MEETING

- (a) The business to be transacted at a annual general meeting includes the consideration of accounts and the reports of the Board and the auditors and the election of the Chair, if required.
- (b) All business that is transacted at a general meeting and at any annual general meeting, with the exception of those matters set down in clause 24(a) , shall be special business.
- (c) No business other than that stated on the notice for a general meeting shall be transacted at that meeting.

25. NOTICES OF MOTION

Members may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the PNGRFL no less than fourteen (14) days (excluding receiving date and meeting date) prior to the general meeting.

26. PROCEEDINGS AT GENERAL MEETINGS**26.1 Quorum**

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for general meetings is 65% of the Members.

26.2 Adjournment of Meeting

If within one (1) hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the next day at the same time and place. If at the adjourned meeting a quorum is not present within one (1) hour from the time appointed for the meeting, the meeting shall be adjourned to a date, time and place determined by the Chair. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members who are present will be a quorum.

26.3 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the Chair; or
- (b) a simple majority of the Members.

26.4 Where Poll Demanded

If a poll is duly demanded under clause 26.3, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chair directs. The result of the poll shall be the resolution of the meeting.

26.5 Voting

- (a) Each Member shall be entitled to one (1) vote at general meetings.
- (b) Unless required otherwise by this Constitution, a Regulation or by the Board, all matters shall be decided by a simple majority of votes (on a show of hands).
- (c) Where voting at general meetings is equal, the Chair (who does not have a deliberative vote) may exercise a casting vote. If the Chair does not exercise a casting vote, the motion will be lost.

26.6 Voting

Proxy voting shall not be permitted at all general meetings.

26.7 Postal Voting

No motion shall be determined by a postal ballot unless determined by the Board. If the Board so determines, the postal ballot shall be conducted under the procedures set by the Board from time to time.

27. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this clause applies to disputes between:
 - (i) a Member and another Member;
 - (ii) a Member and the PNGRFL or vice versa;
 - (iii) a Director and another Director or a Director and the PNGRFL.
- (b) The parties to the dispute must meet and discuss the matter in dispute and if possible, amicably resolve the dispute within fourteen (14) days after the dispute comes to the attention of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within fourteen (14) days, refer the dispute for resolution to an independent tribunal which may be established by the

State or the National Sports Commission for the resolution of disputes concerning sports or persons involved in sports.

- (d) If there is no independent tribunal established for the resolution of disputes as envisaged under clause 27(c), the dispute shall be settled by arbitration in accordance with the *Arbitration Act*, Chapter No. 46, with such arbitration to be before three (3) arbiters unless the parties agree on one (1) arbiter.
- (e) A party to a dispute must not commence any court proceedings relating to or concerning the dispute without first complying with this clause 27(b), (c) and (d).
- (f) The Board may prescribe additional grievance procedures in the Regulations consistent with this clause 27.

28. ACCOUNTS AND AUDIT

28.1 Auditor

- (a) A properly qualified auditor shall be appointed by the Board.
- (b) The accounts of the PNGRFL shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

28.2 Financial Year

The financial year of the PNGRFL shall commence on the first day of 1 November and end on 31 October in the following year.

28.3 Accounts

- (a) The Board must cause proper accounts and records to be kept with respect to the financial affairs of the PNGRFL.
- (b) The books of account must be kept in the care and control of the Secretary or if no Secretary, the CEO.
- (c) The PNGRFL must send or otherwise make available to each member copy of the financial report or statement of account and a copy of the auditor's report for the relevant financial year of the PNGRFL.

29. INCOME

- (a) Income and property of the PNGRFL shall be derived from such sources as the Board determines from time to time.
- (b) The income and property of the PNGRFL must be applied solely towards the promotion of the Objects.

30. ALTERATION OF CONSTITUTION

- (a) This Constitution may only be altered only at an annual general meeting.

- (b) Proposed alterations shall be in writing and shall be circulated by the CEO or the Member or Director proposing the alterations to Members twenty-eight (28) days before the annual general meeting. Where alterations are proposed by a Member or a Director, the proposed alterations must be sent to the Chair and the CEO twenty one (21) days before circulation of the proposal to Members.
- (c) The proposed alterations shall be duly passed if seventy-five (75%) percent of the Members present at the annual general meeting and entitled to vote, vote for approval of the alterations.

31. INDEMNITY

- (a) Every Director or employee of the PNGRFL will be indemnified out of the property and assets of the PNGRFL against any liability incurred by them in their capacity as Director or employee in defending any proceedings, civil or criminal, in which judgment is given in their favour or in which they are acquitted.
- (b) The PNGRFL shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - (i) in the case of a Director, performed or made while acting on behalf of and with the authority, express or implied, of the PNGRFL; or
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the PNGRFL.

32. REGULATIONS

32.1 Board to Make Regulations

The Board may make Regulations not inconsistent with this Constitution for:

- (i) Members;
- (ii) registration of persons participating in or involved in the Game;
- (iii) the discipline of persons participating or involved in or associated with the Game;
- (iv) the National Team;
- (v) national or international fixtures;
- (vi) overseas tours;

and all other matters relating to concerning the Game or the Objects.

32.2 Regulations Binding

All Regulations are binding on the PNGRFL and all Members.

32.3 Regulations Deemed Applicable

All rules, by-laws and regulations of the PNGRFL in force at the date of the adoption of this Constitution (as long as such rules, by-laws and regulations are not inconsistent with this Constitution or have been replaced by this Constitution) shall be deemed to be the Regulations and shall continue to apply.

33. PNGNRL AND MAJOR LEAGUE RECOGNITION

- (a) The Papua New Guinea National Rugby League (the PNGNRL) or its successor is recognized by the PNGRFL as a major league.
- (b) The PNGRFL may, from time to time, recognize a league as a major league.
- (c) The PNGNRL or a league recognized as a major league shall have the rights and obligations of a Member under this Constitution.

34. CONSTITUTION BINDING ON CONFEDERATES, ETC

This Constitution and Regulations and any policy, determination, direction or resolution which may be made or passed by Board or other entity with delegated authority is binding on the Confederates and the Provincial Leagues.

SCHEDULE 1Major League

To qualify as a major League, the League must:

- (i) have a secure and well maintained Minimum Level 3 Playing Field and facilities;
- (ii) be affiliated (or eligible to be affiliated) with the PNGRFL;
- (iii) have three (3) Full Divisions with minimum of eight (8) Team competition;
- (iv) have under 19 Competition.

Minor League

To qualify as a minor league, the league must:

- (i) have a secure and well maintained Level 2 Playing Field and facilities;
- (ii) be affiliated (or eligible to be affiliated) with the PNGRFL;
- (iii) have at least three (3) Full Divisions with 6 Team Competition;
- (iv) have under 19 Competition.

Associate League

To qualify as an associate league, the league must:

- (i) have a secure and well maintained Level 1 Playing Field and facilities;
- (ii) be affiliated (or eligible to be affiliated) with the PNGRFL;
- (iii) have at least 2 Full Division with minimum of 6 Team Competition.

SCHEDULE 2

League	Membership Fee	Players Fee (per player)	Officials Fee (per official)
Major League	K500.00	K50.00	K50.00
Minor League	K500.00	K50.00	K50.00
Associate League	K500.00	K50.00	K50.00