

**COMPANY LIMITED BY GUARANTEE - ARTICLES OF ASSOCIATION OF
EUROPEAN RUGBY LEAGUE FEDERATION LTD**

INTERPRETATION

1.1 The following terms shall for the purposes of these Articles bear the meanings set opposite them:

"the Act"	the Companies Acts as defined in Section 2 of the Companies Act 2006 in so far as they apply to the company;
"Annual Council Meeting"	the annual Council Meeting which shall be the annual general meeting of the Company for the purposes of the Act;
"Articles"	these Articles of Association;
"Bye-laws"	bye-laws created and amended from time to time pursuant to Article 16;
"Chairperson"	the person appointed to occupy the position of the Chairperson of the Board;
"clear days"	a period of days exclusive of the day on which a notice is served or deemed to be served and of the day for which it is given;
"Company"	means European Rugby League Federation Ltd, company number 07508065;
"Council"	means the members of the Company for the purposes of the Act;
"Council Meeting"	a Council meeting which shall be a general meeting of the Company for the purposes of the Act;
"directors" or "the Board"	the board of directors of the Company established in accordance with Article 58, the members of which are directors for the purposes of the Act;
Document	Includes unless otherwise specified any document sent or supplied in electronic form (as defined in section 1168 of the Companies Act 2006);
"FFRXIII"	Fédération Française de Rugby à XIII;
"financial statements"	the income and expenditure account, balance sheet and such other financial reports

	prepared in accordance with any statutory requirements from time to time in force;
"Game"	means the game of Rugby League Football;
"Independent Person"	a person: <ul style="list-style-type: none"> (a) who does not have a Relevant Association with any Member; and (b) who is not a Relative of any person who has a Relevant Association with a Member;
"in writing"	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including for the avoidance of doubt, electronic communications;
"IRL"	the organisation which governs and oversees the Game at international and representative level currently known as the International Rugby League;
"IRL Operational Rules"	the rules and regulations of the IRL as may be amended from time to time;
"Laws of the Game"	the rules, regulations and standing orders which relate to the playing of the Game;
"Member"	Shall mean an organisation admitted as a Full Member, Affiliate Member or Observer Member which governs Rugby League within a country admitted to membership of the Company and who shall together form the Council in accordance with the provisions of these Articles;
"Member Official"	any director, secretary, chief executive, Chairperson, employee or duly authorised agent of a Member;
"National Governing Body"	means the national entity responsible for the regulation and control of Rugby League in a country or legal jurisdiction.
"the Office"	the registered office of the Company created and amended from time to time;
"Ordinary Resolution"	a resolution of the Council passed at a duly convened meeting of the Council by simple majority on a show of hands or, on a poll, more than 50% of the votes given in relation to that resolution;

"Relative"	the spouse, parent or grandparent, child or grandchild, brother, sister, co-habitee or business partner of the person concerned;
"Relevant Association"	that at the time the test is applied or at any time within the period of 12 months preceding that date, the person concerned is or was: <ul style="list-style-type: none"> (a) a Member Official or a partner in or the sole proprietor of the Member concerned; (b) a creditor of the Member concerned (excluding normal trade credit); or (c) a professional adviser to a Member;
"Representative"	the person nominated by a member to represent the Member at meetings of the Council pursuant to Article 11;
"RFL"	the Rugby Football League;
"Secretary"	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company;
"Special Resolution"	a resolution of the Council passed at a duly convened meeting of the Council by 75% of members present and voting on a show of hands or 75% of the votes given on a poll;
"Website"	the Company's website which, at the date of incorporation may be accessed at www.europeanrugbyleague.com

1.2 Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations and unincorporated associations.

1.3 Subject as aforesaid, any words or expressions defined in the Act in force at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

OBJECTS AND POWERS

2 The objects of the Company are to foster, develop, extend, govern and administer the Game throughout Europe (and such other territories as decided by the Company) and to bring together the Members and others for the purpose of achieving the Company's objects.

3. For the purpose of fulfilling its objects the Company shall have the following powers:

- (a) To make, amend and enforce such rules and regulations as the Company shall deem necessary to carry out the objects of the Company;

- (b) To make and carry into effect such schemes and policies as the Company shall from time to time deem fit;
 - (c) To determine, amend, uphold and enforce the Laws of the Game;
 - (d) To provide interpretations and guidance on the Laws of the Game;
 - (e) To promote, recognise and assist in the planning and organisation of matches, tour and tournaments involving Members;
 - (f) To raise money by levies on Members;
 - (g) Subject to these Articles, to distribute monies among Members;
 - (h) To employ such staff, and on such conditions, as it considers appropriate;
 - (i) To acquire such assets as it shall consider necessary; and
 - (j) Generally to do all things as it shall consider incidental or conducive to the fulfilment of the objects of the Company.
- 4 The Company shall abide by all rules and regulations of the IRL and the Members shall ensure that all decisions taken by the Company are consistent with the rules and regulations of the IRL.

The Company shall re-invest all profits in the Game and to meet the objects set out above.

MEMBERS

- 5 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted as Members by the Council in accordance with these Articles (and any applicable Rules) shall be the Members of the Company.
- 6 Every National Governing Body who wishes to become a Member shall deliver to the Company a written application in such form as the Directors require and provide such information as the Company requests. Any application for Member shall be made to the Secretary and shall be assessed by the Board against such criteria as the Company may specify from time to time. Membership is not transferable and shall cease on dissolution.
- 7 There shall be 3 Categories of Members being Full Members, Affiliate Members and Observer Members.
- 8 Every Member shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
- 9 The Board may require as a condition for the grant of Membership a financial deposit (of such sum as the Board may require) which shall be placed at the disposal of the Company to be utilised by the Company at its discretion upon default by the Member of any of its obligations to the Company.
- 10 If the Company so requires a Member shall upon admission as to membership pay to the Company an admission fee in an amount determined by the Company. If the Company so requires, and in addition to any admission fee, a Member shall pay to the Company an annual membership fee in an amount, and at such time, as determined by the Company.

- 11 Subject to the provisions on voting set out below, every Member may appoint up to 2 persons to represent it at Council meetings provided that: (a) the Representative (or any deputy) so appointed must, in each case, be selected from the following people: the Chairperson, Chief Executive, Vice Chairperson, Director or Managing Director of that Member or their nearest equivalents; and (b) provided that each Member must specify which Representative is entitled to vote on behalf of the Member. Each Member shall endeavour to ensure that there is a continuity of representation at Council Meetings (in terms of the individuals who attend).
- 12 Members shall have such rights and obligations as set out in these Articles and any Bye-Laws or similar issued pursuant to these Articles and each Member by becoming and remaining a Member agrees to be bound by these and any such Bye-Laws.
- 13 Each Member Official by participating in the Game agrees to be bound by these Articles and any Bye-Laws issued pursuant to these Articles.
- 14 Each Member by becoming and remaining a Member agrees to observe all rules and policies (including, but not limited to, those relating to anti-doping, safeguarding, respect and gambling) that may from time to time be adopted by the Company through the Board or as specified in the IRL Operational Rules and shall ensure that each of their constituent members, employees, officials, volunteers and similar shall observe such rules and policies.
- 15 Subject to the other provisions of these Articles each Member shall have the right to:
- (a) attend and vote at all meetings of Council in accordance with Article 21;
 - (b) share in the profits of the Company or any distribution of its funds; and
 - (c) For Full Members and Affiliate Members only, participate in such of the Company's competitions (along with other National Governing Bodies or other entities) as the Directors consider appropriate.
- 16 The Council may from time to time make, vary and revoke Bye-laws relating to all aspects of membership of the Company including (without limitation):
- (a) setting out different categories of Membership of the Company;
 - (b) setting out rights, privileges and obligations of the different categories of Member whilst ensuring the provisions of Article 4 are upheld;
 - (c) relating to the organisation of Members including, without limitation, rules of finances of and financial and other records and minute books to be kept; and
 - (d) setting the level of subscription or entrance fees to be paid by different categories of Member having been requested to consider these matters by the Board.
- 17 A Member who has paid all amounts (if any) payable in respect of its membership of the Company may resign from the Company by giving not less than 1 month's notice in writing to the Company of its intention to resign and, upon expiration of the period of notice, the Member ceases to be a Member. Where a Member resigns, the Company shall make an appropriate entry in the register recording the date of resignation.
- 18 The Board shall have the right to suspend or expel any Member from membership of the Company for good and sufficient reason, by notice in writing sent by prepaid post to a

Member's address, to request that Member to withdraw from membership of the Company within a time specified in such notice.

- 19 If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from membership by submitting written notice of the Member's compliance with suspension or resignation, or if at any time after receipt of the notice requesting the Member to withdraw from membership, the Member shall so request in writing that, the matter shall be submitted to a properly convened and constituted meeting of the Council. The Board and the Member whose suspension or expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the meeting be entitled to present a statement in the Member's defence either verbally or in writing and shall not be required to withdraw from Membership unless the suspension is approved by Ordinary Resolution, or expulsion is approved by a Special Resolution.
- 20 Any Member whose subscription or entrance fee is more than six months in arrears shall be deemed to have forfeited its membership benefits of the Company and its voting rights unless the Board otherwise decides.

COUNCIL MEETINGS

- 21 Unless otherwise agreed by Council by Ordinary Resolution and subject as set out below, Council Meetings shall be held at least once each calendar year. The Board shall designate one such meeting as the Annual Council Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that so long as the Company holds its first Annual Council Meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.
- 22 The Annual Council Meeting shall be held for the following purposes:
- (a) to receive the reports of the Chairperson and the directors' report;
 - (b) to consider and if thought fit, approve the accounts of the Company for the most recently-concluded accounting period;
 - (c) to appoint or to approve the reappointment of the auditors to the Company;
 - (d) to elect or re-elect those of the Independent Directors and Member Elected Directors who are retiring by rotation; and
 - (f) to transact any other business specified in the notice of meeting.
- 23 All Council Meetings, other than the Annual Council Meeting, shall be called Council Meetings. A Full Member or Affiliate Member may propose a resolution (or resolutions) to be considered at a general meeting. Such proposed resolutions must be seconded by another Full Member or Affiliate Member and made in writing addressed to the Secretary and be received not less than 35 days before the general meeting at which it is to be proposed.
- 24 The Board may call Council Meetings and, on the requisition of one-tenth of the total voting rights pursuant to the provisions of the Act, shall forthwith proceed to convene a Council Meeting for a date not later than eight weeks after receipt of the requisition. Such requisition must state the object of the meeting.

- 25 The Chairperson shall have the right to grant observer status at Council Meetings to any individual or representative of any body or organisation subject to the power of the Members to rescind such status.

NOTICE OF COUNCIL MEETINGS

- 26 An Annual Council Meeting and a Council Meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 clear days' notice. All other Council Meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an Annual Council Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the Members.
- 27 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted, with supporting paperwork as appropriate, and in the case of an Annual Council Meeting, shall specify the meeting as such. The notice shall be given to all the Members entitled to vote thereat and to the directors and (if any) the auditors.
- 28 Subject to the provisions of the Act, the accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

PROCEEDINGS AT COUNCIL MEETINGS

- 29 No business shall be transacted at any Council Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum for the transaction of business shall be that number of Members holding 50% of the eligible votes for that meeting which must include the Representative of the RFL and/or the FFRXIII.
- 30 If within half an hour from the time appointed for the holding of a Council Meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
- 31 The Chairperson shall preside as Chairperson at every Council Meeting, but if they shall be absent, or if at any meeting they are not present within 15 minutes after the time appointed for holding the next most senior director who is present and willing to act shall preside.
- 32 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

- 33 The Chairperson of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to them that:
- (a) Members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
 - (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
 - (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
- 34 If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairperson, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the Chairperson, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.
- 35 Subject to the provisions of the Act these Articles and/or the Bye-laws, a resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
- 36 Unless a poll is duly demanded, a declaration by the Chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 37 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 38 A poll shall be taken as the Chairperson directs and they may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 39 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall be entitled to a casting vote in addition to any other vote they may have.
- 40 A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairperson directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 41 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

- 42 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a Council Meeting at which they were present shall be as effectual as if it had been passed at a Council Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

- 43 The Council may agree to a member changing its Representative during the Council year. A Representative may be replaced by their deputy, or by a substitute if the deputy is unable to attend in exceptional circumstances provided that notice, specifying a good reason for the substitution, is given to the Secretary not later than close of business on the business day before the Council Meeting concerned.

- 44 A Representative shall, unless the Council otherwise decides no longer be entitled to represent a Member if they are absent without sufficient reason from three consecutive Council Meetings.

- 45 The number of votes held for any resolution by each Member shall be as follows:

Full Member – 4 votes

Affiliate Member – vote

Observer Member – 0 votes

- 46 If in the opinion of both the RFL and the FFRXIII any resolution would have a detrimental effect on the interests and/or development of the Company or of the Game then they shall be able to exercise the right of absolute veto against that resolution. Such a veto shall only be effective if agreed jointly by the RFL and the FFRXIII and shall be exercised (by delegate or proxy) prior to the resolution being decided upon. This clause may only be amended, rescinded or added to with the consent of the RFL and FFRXIII.

- 47 If, in the opinion of the Board, a resolution is proposed to Council which affects only the members of one of the company's three geographic regions; Europe, Middle East & Africa or The Americas, then the resolution shall be proposed for voting upon only by the Members eligible to vote from that region, subject to at least 50% of the Members eligible to vote from that region being present. In the case of equality of votes shall be dealt with in accordance with Article 39 above.

- 48 The appointment of a proxy shall be executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve)

"European Rugby League Federation Limited

I/We, _____, of

being a member / members of the above-named Company, hereby appoint

of

_____, or failing them,

of

, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on 20[] and at any adjournment thereof.

Signed on 20[]"

- 49 Where it is desired to afford members an opportunity of instructing the proxy how they shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

" European Rugby League Federation Limited

I/We, , of

, being a member / members of the above-named Company, hereby appoint of

, or failing them,

of

, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on 200[], and at any adjournment thereof. This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as they think fit or abstain from voting.

Signed this day of 20[]."

- 50 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:

- (a) in the case of an instrument in writing be deposited at the Office or at such place as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than one hour before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Company in relation to the meeting, or

(iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

be received at such address not less than one hour before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

(c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than one hour before the time appointed for the taking of the poll; or

(d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairperson or to the Secretary or to any director; and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

51 A vote given or poll demanded by proxy or by the duly authorised Representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

52 If any votes are given or counted at a Council Meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case unless the Chairperson of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.

53 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

BOARD

54 Subject to the other provisions of these Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company.

55 The Board may act notwithstanding any vacancy in their body.

56 If the Board shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of summoning a general meeting, but not for any other purpose.

- 57 The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action. No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution.

APPOINTMENT OF DIRECTORS

- 58 The number of Directors shall be not less than three and unless and until varied by ordinary resolution of the Company in Council Meeting shall be subject to a maximum of nine.
- 59 The Directors, who shall all be primarily resident in continent of Europe for not less than 210 days per calendar year, shall be:
- (a) Up to one Director nominated by the RFL (the “**RFL Director**”);
 - (b) Up to one Director nominated by the FFRXIII (the “**FFRXIII Director**”);
 - (c) Up to three Directors selected by the Council from nominations put forward by the Council Representatives in accordance with Article 61 below (the “**Member Elected Directors**”); and
 - (d) Up to four Independent Directors appointed in accordance with Article 61 below.
- 60 The right granted to the RFL and FFRXIII pursuant to Article 57 to appoint a Director is a perpetual right which may only be altered or removed with the consent of the RFL or FFRXIII as appropriate.

INDEPENDENT AND MEMBER ELECTED DIRECTORS

- 61 Subject to Article 65, each Independent and Member Elected Director shall serve for a three year term from the Annual Council Meeting at which they are elected or re-elected to the Annual Council Meeting in the third year after their election, but shall be eligible for re-appointment for a maximum of two further three year terms, a maximum of nine years in total. Having served a maximum term, a director will not be eligible for re-election until a further period of two years has elapsed. Each year elections shall be held at the Annual Council Meeting to elect Independent Directors and/or Member Elected Directors, as applicable, in place of any Independent Directors and/or Member Elected Directors retiring.
- 62 Nominations for Independent Directors shall be made by the Board to the Council. Nominations for Member Elected Directors shall be made by the Council Representatives or Board provided that any nominations from Council Representatives must be received by the Board at least 35 days before the Annual Council Meeting.
- 63 All Independent Directors and all candidates for the post of Independent Director shall be Independent Persons. If an Independent Director ceases to be an Independent Person then they shall be deemed automatically and immediately to have vacated their position as Independent Director.
- 64 If there are fewer or an equal number of candidates nominated as there are vacancies, the candidates shall be declared elected unopposed at the Annual Council Meeting. In the event of there being more candidates nominated than vacancies, there shall be an election at the Annual Council Meeting or a postal ballot in accordance with the provisions of Article 42.

- 65 Where there is a vacancy or vacancies for an Independent Director or a Member Elected Director, whether that be by way of Director removal or retirement, failure to appoint at an Annual Council Meeting or otherwise, such vacancy may be filled by the Board provided always that:
- a. In the case of an Independent Director anyone appointed to fill the vacancy shall be an Independent Person;
 - b. anyone appointed to fill the vacancy shall hold office until the next Council Meeting;
 - c. at the next Council Meeting, the person appointed to fill the vacancy shall be subject to election by way of Ordinary Resolution;
 - d. in the event that the person appointed to fill the vacancy is not elected at the next Council Meeting, they shall be removed as a Director;
 - e. in the event that the person appointed to fill the vacancy is elected at the next Council Meeting, they shall remain as a Director until such time as they would have been due to retire had they been appointed at the most recent previous Annual Council Meeting and shall be eligible for re-election in accordance with these Articles.

REMOVAL OF DIRECTORS

- 66 In addition and without prejudice to the provisions of section 168 of the Act, the Members may by Ordinary Resolution remove any Director before the expiration of their period of office, and may by an Ordinary Resolution appoint another suitably qualified person in their stead; but any person so appointed shall retain their office so long only as the Director in whose place they are appointed would have held the same if they had not been removed.
- 67 The office of Director shall be vacated in the following circumstances:
- (a) if a receiving order is made against them or they become bankrupt or makes any arrangement or composition with their creditors; or
 - (b) if they become of unsound mind; or
 - (c) if by notice in writing to the Board they resign their office; or
 - (d) if they fail to attend three consecutive Board meetings without giving good or sufficient reason; or
 - (e) in the case of the Independent Directors and Member Elected Directors, when their respective term of office expires and they are not re-elected;
 - (f) if they become prohibited from holding office by law or by virtue of any provision of the Act;
 - (g) if they are removed from office by a resolution duly passed pursuant to section 168 of the Act; or
 - (h) if they are requested to resign by all the other directors acting together;

CHAIRPERSON AND VICE CHAIRPERSON

- 68 The Chairperson and Vice Chairperson shall be appointed from amongst the Independent Directors by the Directors. The Chairperson shall be one of the independent directors. The Vice Chairperson shall be one of the directors representing the Members.

PROCEEDINGS OF THE BOARD

- 69 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that at least three such meetings shall be held in each year.
- 70 Questions arising at a meeting shall be decided by a majority of votes. Voting on any issue shall be by show of hands. Subject to Article 80 each Director shall be entitled to one vote. In the case of an equality of votes, however, the Chairperson of any meeting of the Board shall have a casting vote.
- 71 Notice of all meetings and minutes of all meetings shall be served on all members of the Board. The Board may invite or allow any person to attend its meetings as an observer and to speak but no such person shall have the right to vote at Board meetings.
- 72 The Chairperson shall preside as Chairperson at all meetings of the Board at which they shall be present, but if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting or is not willing to preside another member of the Board shall act as Chairperson of the meeting on the agreement of two directors.
- 73 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally. The quorum for meetings of the Board shall be three directors which must include the RFL Director and/or the FFRXIII Director.
- 74 The Board may delegate any of their powers to any sub-committee consisting of such of their number and such other persons as they think fit.
- 75 Any sub-committee formed pursuant to Article 74 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Board. The resolution making the delegation shall specify the financial limits within which any sub-committee shall function. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. All acts and proceedings of such sub-committees shall be reported in due course to the Board.
- 76 All acts bona fide done by any meeting of the Board or of any sub-committee, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.
- 77 The Board shall cause proper minutes to be made of all appointments of the Board and of the proceedings of all meetings of the Company and of the Board and of sub-committees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. The minutes of recorded decisions shall not be distributed to Representatives or members but the Board shall regularly report to Council on its activities subject to the requirements of confidentiality. At each meeting of the Board, and any sub-board of the Board, there shall be proposed a resolution that the minutes of the

previous meeting of the Board (or such sub-board as appropriate) be approved and following such resolution being passed and the signature of such minutes by the Chairperson of the meeting such minutes shall constitute conclusive evidence of the relevant proceedings.

- 78 A resolution in writing signed by all the Directors for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Board or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted. Such resolution may consist of several documents in like form each signed by all of the Directors of the Company, and such written resolution may include electronic mail with valid electronic signature, where permitted by the Act.

TELEPHONE MEETINGS

- 79 A Director may participate in a meeting of the Board, or of a committee of the Board, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairperson of the meeting is.

DIRECTORS' APPOINTMENTS AND INTERESTS

- 80 Save as otherwise provided by these Articles, a Director shall not vote at a meeting of the Board or of a sub-committee on any resolution concerning a matter in which they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless their interest or duty arises only because the case falls within one or more of the following paragraphs:

- (a) The resolution relates to the giving to them of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by them for the benefit of, the Company or any of its subsidiaries;
- (b) The resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) His interest arises by virtue of them subscribing or agreeing to subscribe for any shares, debentures or other securities of any of the Company's subsidiaries, or by virtue of them being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the Company's subsidiaries for subscription, purchase or exchange;
- (d) The resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a Director shall be treated as an interest of the Director.

- 81 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 82 The Company may by Ordinary Resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of the Board or a sub-committee formed under Article 74.
- 83 Where proposals are under consideration concerning the appointment of two or more directors to employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided they are not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.
- 84 If a question arises at a meeting of the Board or of a sub-committee as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairperson and their ruling in relation to any Director other than themselves shall be final and conclusive. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairperson, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 85 Subject to the provisions of the Act, the Board may enter into an agreement or arrangement with any Director for their employment by the Company or for the provision by them of any services outside the scope of the ordinary duties of a Director. Any appointment of a Director to an executive office shall terminate if they cease to be a Director but without prejudice to any claim for damages for breach of the contract of service between the Director and the Company.
- 86 Subject to the provisions of the Act, and provided that:
- (i) he has disclosed to the Board the nature and extent of any material interest;
 - (ii) in the case of the Independent Directors, they remain an Independent Person; and
 - (iii) the other Board members present at the Board Meeting so agree;
- a director notwithstanding their office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of their office, be accountable to the Company for any benefit which they derive from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

- 87 For the purposes of these Articles:
- (a) a general notice given to the Board that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

- 88 The Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any Director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of their family (including a spouse and a former spouse) or any person who is or was dependent on them, and may (as well before as after they cease to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.
- 89 No director shall take any loan from the Company.

HONORARY POSITIONS

- 90 The Company shall have such Honorary Positions as are provided for in the Bye-laws from time to time.

SECRETARY

- 91 Subject to the provisions of the Act, the secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by them.

ACCOUNTS

- 92 The Board shall cause accounting records of the Company to be kept in accordance with the Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered). In particular, the accounting records shall include proper details of:
- (a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place; and
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company.
- 93 Accounting records shall be kept at the Office or, subject to the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board (and any member acting by a duly authorised Representative) at any reasonable time on prior application to the Board and the Board's permission shall not be unreasonably withheld.
- 94 The accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified

auditor or auditors. Auditors, if required, shall be appointed and their duties regulated in accordance with the Act.

- 95 At the Annual Council Meeting in every year the Board shall lay before the members financial statements for the period since the last preceding financial statements (or in the case of the first financial statements since the incorporation of the Company made up to a date not more than seven months before such meeting). All financial statements shall be accompanied by reports of the Board and the auditors (if any) of the Company, and copies of such financial statements and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent to the auditors (if any) and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

NOTICES

- 96 A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at their registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the Company by the members, or by publishing it on the Website. For the avoidance of doubt, no additional notification that a notice is to be published on the Website will be given to a members unless they notify the Company in writing that they do not wish to receive notice in this way.
- 97 Any members described in the register of members by an address not within Great Britain, who shall from time to time give the Company an address within England at which notices may be served upon them, shall be entitled to have notices served upon them at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within England shall be entitled to receive notices from the Company.
- 98 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

INDEMNITY

- 99 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- 100 Without prejudice to the provisions of Article 99 the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, or employees of the Company or any subsidiary of the Company, or who are or were at any time trustees of any pension fund in which any employees of the Company or subsidiary are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the

exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund.

RESOLUTION OF INTERNAL DISPUTES

- 101 Disputes between Members (in their capacity as Members) will be referred for resolution to an independent mediator agreed to by the parties to the dispute and, in the event of no agreement, to an independent mediator appointed by the Chairperson.

DISCIPLINING OF MEMBERS

- 102 A complaint may be made to the Board by any Member that another Member:
- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Company or international rugby league.
- 103 On receiving such a complaint, the Board:
- (a) must cause written notice of the complaint, and all relevant particulars of the complaint, to be served on the Member who is the subject of the complaint;
 - (b) must give that Member at least 14 days from the date the notice is served, to make representations to the Board in response to the complaint; and
 - (c) must take into consideration any representations made by the Member against whom the complaint is made.
- 104 The Board may, by resolution, fine the Member, expel the Member from the Company, or suspend that Member from its membership of, or affiliation with, the Company (on whatever terms the Board deems necessary or desirable) if after considering the complaint and any representations made in response to the complaint, the Board is satisfied that the facts alleged in the complaint have been proved.
- 105 If the Board fines, expels or suspends a Member the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the Member subject of the action taken, setting out both the reasons given by the Board for having taken that action, and of the rights of appeal available under this Articles of Association. The fine, expulsion or suspension of a Member does not take effect until:
- a) the expiration of the period within which that Member is entitled to appeal against the decision of the Board; or
 - b) if the Member exercises a right of appeal arising under this Constitution Articles of Association, the date that the appeal decision is handed down (if the appeal decision confirms the decision of the Board which was appealed against).
- 106 A Member may appeal to the Company in general meeting against a resolution of the Board made in accordance with clause 105 within seven (7) days after notice of service on that Member of the notice required by clause 105. Notice of appeal must be lodged in writing with the Secretary.

- 107 The notice of appeal may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- 108 On receipt of the notice of appeal from a Member the Secretary must notify the Board, which in turn is to convene a general meeting of the Company to be held within 28 days after the date on which the Secretary received the notice of appeal.
- 109 At a general meeting of the Company convened pursuant to clause 108 each of the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and the Members present and with the right to vote are to vote by secret ballot on the question of whether the decision of the Board should be confirmed or revoked.
- 110 If at the general meeting the Members pass a resolution in favour of the confirmation of the decision of the Board, that decision of the Board is confirmed.
- 111 If at the general meeting the Members pass a special resolution revoking the decision of the Board, that decision is quashed. If at the general meeting the Members do not pass a special resolution revoking the decision of the Board, that decision of the Board is confirmed.

DISSOLUTION

- 112 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while it is a member or within one year after it ceases to be a member, for payment of the debts and liabilities of the Company contracted before it ceases to be a member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
- 113 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to another body with similar sporting objectives.