



Corporate Governance Statement

Rugby League Ipswich Limited

A.C.N. 617 699 233

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Definitions

ARL Commission means Australian Rugby League Commission Limited A.B.N. 94 003 107 293.

ASIC means the Australian Securities and Investments Commission.

Board means board of Directors of the League.

Chairperson means the chairperson of the Board.

Charter means the charter adopted from time to time with respect to each Committee, as applicable to that Committee.

Clubs means incorporated rugby football league clubs that participate in the competition operated by the League.

Committee means a committee created by the Board under the Constitution and the Board Charter.

Constitution means the constitution of the League.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a director of the League.

Division means the relevant division of the QRL.

Game means the game of rugby league football conducted throughout the State of Queensland and any other jurisdiction that the ARL Commission may delegate from time to time.

Governance Principles means the Sports Governance Principles (March 2012) and the Mandatory Sports Governance Principles (June 2015) produced by The Australian Sports Commission as amended or replaced from time to time.

League means Rugby League Ipswich Limited.

Local Area means the area of administered by the League as determined from time to time by the QRL.

Manager means the person (if any) engaged in the role of the manager of the League.

NRL means National Rugby League Limited A.B.N. 23 082 088 962.

QRL means Queensland Rugby Football League Limited A.B.N. 65 009 878 013.

Section 1 Principles of Corporate Governance

1.1 Board of Directors

(a) General

The Board understands that the effective and sustainable strategic and everyday management of any organisation will not be effective unless the organisation has a clear and enforced corporate governance policy. This document sets out the main principles adopted by the Board to implement and maintain a culture of good corporate governance both internally and in its dealings with outsiders.

The Board is the custodian of the culture and values of the Game and is committed to setting behavioural standards by example. The Board is committed to administering the policies and procedures with openness and integrity, adhering to the mission statement of the QRL, pursuing the true spirit of corporate governance commensurate with the League's needs.

The matters set out in this document are subject to the Corporations Act and the Constitution.

The purpose of preparing and disclosing the matters set out in this document is to:

- (i) ensure that appropriate checks, balances and procedures are in place to monitor the operations of the League and those charged with its management; and
- (ii) provide stakeholders with a transparent method to evaluate the performance of the League from a corporate governance perspective.

In preparing and implementing these strategies, the League and the Board are mindful of the Governance Principles.

(b) Functions, powers and responsibilities of the Board

Generally, the powers and obligations of the Board are governed by the Corporations Act and the general law.

Without limiting those matters, the Board expressly considers itself responsible for the following:

- (i) ensuring compliance with the Corporations Act and all other relevant laws;
- (ii) providing leadership and developing, implementing and monitoring strategic operational and financial objectives for the League and the overall performance of the League;
- (iii) appointing appropriate staff, consultants and experts to assist in the League's operations;
- (iv) ensuring appropriate financial and risk management controls are implemented;
- (v) setting, monitoring and ensuring appropriate accountability and a framework for remuneration of Directors and executive officers.
- (vi) implementing appropriate strategies to monitor performance of the Board in implementing its functions and powers;
- (vii) implementing and overseeing the League's risk management framework to enable risk to be identified, assessed and managed and to set the risk appetite the Board expects management to operate within;

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- (viii) approving the appointment and, where appropriate, removal of members of management other than the Manager which is to be dealt with in accordance with paragraph 1.4;
- (ix) monitoring the effectiveness of the League's governance practices;
- (x) approving and monitoring the progress of major capital expenditure, capital management and investments, acquisitions and divestitures;
- (xi) approving the annual budget;
- (xii) liaising with the League's external auditors;
- (xiii) approving and monitoring financial and other reporting systems of the League (including external audit) and the integrity of these systems; and
- (xiv) appointing and overseeing Committees where appropriate to assist in the above functions and powers.

1.2 Board Charter

The Board operates in accordance with its charter. Each newly appointed Director must commit to that charter and to abide by the principles set out in this document.

1.3 Chairperson

The Chairperson is responsible for leadership of the Board, for efficient organisation and conduct of the Board's function and the briefing of all Directors in relation to issues arising at Board meetings.

1.4 Manager

The Manager is responsible for running the day-to-day affairs of the League under delegated authority from the Board and to implement the policies and strategies set by the Board. In carrying out his or her responsibilities, the Manager must report to the Board in a timely manner and ensure that all reports to the Board are clear and accurate.

The services of the Manager are supplied by the QRL, which will be responsible for performance management of the Manager, subject to feedback from the Board.

The Manager has the powers, duties and authorities, delegated to them by the Directors and is subject to the direction of the Directors of the League.

1.5 Company Secretary

The role of the Secretary of the League is to support the effectiveness of the Board and the Committees. The Manager or a Director may also fill the role of Secretary.

In carrying out his or her responsibilities, the Secretary of the League is accountable directly to the Board in the performance of this role which includes, without limitation:

- (a) advising the Board and the Committees of governance matters;
- (b) monitoring compliance with Board and Committee policy and procedures;
- (c) coordinating the timely completion and despatch of Board and Committee papers;
- (d) ensuring that the business at Board and Committee meetings is accurately recorded in the minutes; and
- (e) helping to organise and facilitate the induction and professional development of Directors.

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1.6 Code of Conduct

The standard which the Board, management and employees of the League are encouraged to comply with when dealing with each other, stakeholders and the broader community is set out in Section 2.

Section 2 Code of Conduct

2.1 Introduction

This code of conduct sets out the standard which the Board, management and employees of the League are encouraged to comply with when dealing with each other, stakeholders and the broader community.

2.2 Commitment of Board and Management to Code of Conduct

The Board endorses this code of conduct. The Board are committed to not only complying with the League's legal obligations but also to acting ethically and responsibly.

2.3 Objects and Goals

The League aims are to:

- (a) promote the values of the Game;
- (b) promote positive player and stakeholder behavioural standards which uphold the values of the Game;
- (c) establish and operate structured junior and senior rugby league football competitions in the Local Area in which League Members and their registered players can participate;
- (d) encourage and foster the sport of rugby league football in the Local Area;
- (e) promote and encourage either directly or indirectly the physical, cultural and intellectual welfare of all persons in the community and in particular, the rugby league football community in the Local Area;
- (f) promote and encourage either directly or indirectly sport and recreation, particularly rugby league football, in the interests of the social welfare of all persons in the Local Area;
- (g) ensure that rugby league football at the League and in the Local Area is conducted in accordance with the rules and practices adopted by the QRL from time to time;
- (h) abide by and comply with all rules, by-laws, decrees, resolutions and ordinances made by the QRL and the ARL Commission and any other administrators of rugby league football approved by the ARL Commission;
- (i) work closely with the NRL game development officers and other personnel in developing the Game;
- (j) work closely with the NRL clubs and clubs in other QRL competitions in the Local Area to ensure clear pathways are established for players who wish to pursue that direction;
- (k) act in the best interests of the Game; and
- (l) do all such acts and things as are necessary, incidental, conducive or subsidiary to all or any of the above objects.

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2.4 Obligations relative to fair trading and dealing

The League will deal with others in a way that is honest and fair and will not engage in deceptive practices. The League is committed to complying with all laws and regulations and acting in an ethical manner, consistent with the principles of honesty, integrity, fairness and respect.

The League believes that a fraudulent or corrupt act could significantly impact on the confidence of the League's stakeholders and significantly diminish the League's reputation and the reputation of the Game. Accordingly, the League has a zero tolerance policy to fraud and corruption and will thoroughly investigate and apply the full force of the law where sufficient evidence is obtained.

All Directors and employees of the League must exercise reasonable care and diligence in the prevention of fraud or corruption by or against the League.

All Directors and employees of the League must:

- (a) understand and comply with this Code of Conduct;
- (b) comply with any reporting and approval processes for gifts, entertainment or hospitality implemented by the Board from time to time;
- (c) immediately report to the Chairperson or Manager if they uncover or suspect an incident of fraud or corruption.

The League will comprehensively investigate all suspected incidents of fraud or corruption using the principles of independence, objectivity and the rules of natural justice. The League is committed to ensuring no one suffers detrimental treatment as a result of refusing to take part in conduct that may constitute fraud or corruption or raises a genuine concern in respect of any such conduct.

2.5 Conflicts of interest

The Board and employees of the League must not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interests of the League (excluding those matters which may be subject to legal professional privilege). Where a real or apparent conflict of interest arises the matter should be brought to the attention of the Chairperson in the case of a Director or Manager in the case of an employee, so that it may be considered and dealt with in an appropriate manner for all concerned.

2.6 Compliance with Code of Conduct

Any breach of compliance with this code of conduct is to be reported directly to the Manager, or Chairperson, as appropriate. Non-compliance with this code of conduct may result in disciplinary action.

2.7 Periodic review of Code of Conduct

The League will monitor compliance with this code of conduct periodically by liaising with the Board and staff especially in relation to any areas of difficulty which arise from the code of conduct and any other ideas or suggestions for improvement of the code of conduct. Suggestions for improvements or amendments to the code of conduct can be made at any time.

2.8 Code of Conduct for Directors, employees and contractors

The League will endeavour to ensure that the above principles in this code of conduct are implemented and adopted by Directors, employees and contractors of the League by importing the following principles into the terms of such engagements. Specifically, Directors, employees and contractors will be encouraged and expected to:

- (a) act in the best interests of the League;
- (b) actively promote the highest standards of ethics and integrity in carrying out their duties for the League and act honestly;

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- (c) comply with the laws and regulations that apply to the League and its operations;
- (d) not knowingly participate in any illegal or unethical activity;
- (e) disclose any actual or perceived conflicts of interest of a direct or indirect nature of which they become aware and not enter any arrangement or participate in any activity that would conflict with the League's best interest or which they believe could compromise in any way the reputation or performance of the League;
- (f) respect confidentiality of all information of a confidential nature which is acquired in the course of the League's business and not disclose or make improper use of such confidential information to any person unless specific authorisation is given for disclosure or disclosure is legally mandated;
- (g) deal with the League's stakeholders and each other with the highest level of honesty, fairness and integrity and to observe the rule and spirit of the legal and regulatory environment in which the League operates;
- (h) report any breach of this code of conduct to management, who will treat reports made in good faith of such violations with respect and in confidence;
- (i) attend meetings on time, well prepared and having attended to the pre-reading;
- (j) attend all scheduled board meetings. Absence from two consecutive meetings without prior approval, which will only be granted in extenuating circumstances, may result in a show cause notice from the Chairperson as to why their membership should not be reviewed; and
- (k) notify the Chairperson in advance of any anticipated absence from a scheduled meeting and seek to be excused from attending.