

CRLA Constitution

1. Title

- (1.1) The name of the organisation shall be the Canadian Rugby League Association (known as and trading as "CRLA").

2. Aims and Objectives

The aims and objectives of the Association shall be:

- (a) to be a member of the Rugby League European Federation (RLEF) and to comply with and abide by the Constitution and Operational Rules (where relevant) of the RLEF and to be a member of the Rugby League International Federation (RLIF) and to comply with and abide by the Constitution and Operational Rules (where relevant) of the RLIF.
- (b) to be the governing body of rugby league throughout Canada subject to the requirements and obligations of membership of RLEF and RLIF.
- (c) to govern, foster, develop, extend and represent rugby league throughout Canada to maintain a close liaison and co-operation with all organisations relative to the development of rugby league, both nationally and internationally.
- (d) to make, adopt, vary and publish Operational Rules, regulations and conditions for the management of the sport of rugby league and its competitions and matters relating thereto, and to take all such steps as shall be deemed necessary or advisable for enforcing such Operational Rules, regulations and conditions.
- (e) to organise and administer competitions for the playing of rugby league in Canada.
- (f) to promote, provide for, regulate and manage all or any details or arrangements or other things as may be considered necessary or desirable for, or ancillary to, the comfort, conduct, convenience or benefit or players of rugby league and of the public or of any other persons concerned or engaged in or associated with CRLA.
- (g) to exploit and sell and enter into contracts and other arrangements in relation to, and to take action to protect, all rights in or relating to rugby league and other intellectual property rights of CRLA insofar as those rights are vested in or are managed by CRLA.
- (h) to discipline players and Members for breaches of the Operational Rules or the Laws of the Game and to adjudicate in respect of disputes between Members.
- (i) to do all such other acts or things, to enter into contracts and undertakings with others and to take such other steps as may in the opinion of CRLA or its Board be conducive to the attainment or furtherance of the objects of CRLA including (but not limited to) entering into a Transfer Agreement, a Licence and/or a Services Agreement.
- (j) to commit to the principles of equal opportunities and to ensure that the culture, philosophy and processes within CRLA and rugby league are free from bias and discrimination.
- (k) It is hereby declared that (except where the context expressly so requires) none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred.

3. Powers

In furtherance of the said objects but not otherwise CRLA shall have the following powers:

- (a) to employ or retain on a full-time or part-time basis, and on such terms as to remuneration and other conditions of employment as may be thought fit or on a voluntary basis, any persons qualified to assist, or experienced or skilled in assisting, in the provision of any of the activities of CRLA;
- (b) to enter into television, broadcasting, sponsorship, commercial or other contracts or transactions of any kind in connection with rugby league on behalf of CRLA and its Members and to perform any obligations required to be performed by CRLA so that its obligations to the other contracting party can be performed (and if any Member defaults in such obligations or causes CRLA to default in such obligations, it shall be dealt with by the Board as they think appropriate and may (at the Board's discretion) forfeit any rights to a distribution of fees received under such contract(s) by CRLA);
- (c) to participate in and co-operate with the RLEF and RLIF in all matters relating to national or international competitions or relating to the Laws of the Game;
- (d) to carry out operations and to produce or deal with goods and to purchase or otherwise acquire, construct, lease, hold or deal with property, rights or privileges;
- (e) to make financial levies on Members;
- (f) to investigate the financial affairs of any Member and to demand the production of any documents, books, bank statements, revenue returns and call for such other evidence as shall be required to carry out such an investigation;
- (g) to give final and binding rulings upon any difference of opinion that may arise as to the meaning of any Operational Rule or Laws of the Game and record its decision which shall take effect and to Members shall give effect;
- (h) to decide upon and deal with and make such rulings, decisions and orders as it shall think fit in respect of all matters not provided for in the Operational Rules or the Laws of the Game or for any matter whatsoever which expression shall not have any restricted or limited meaning but shall be fully comprehensive;
- (i) to adopt and comply with a drug testing programme which may be operated at any place authorised by CRLA and in which all Clubs and Members must participate and all players must make themselves available for testing as required;
- (j) to raise or borrow money and to give security over CRLA's assets;
- (k) to pay or agree to pay all or any of the promotion, formation and registration expenses of CRLA;
- (l) to contribute to or support any charitable, benevolent or useful object relating to amateur rugby league, or participants therein;
- (m) to insure and indemnify the CRLA Board and Honorary Treasurer;
- (n) to make, adopt, amend or otherwise vary and publish rules, Operational Rules, regulations and/or guidance for the running and organisation of rugby league and its competitions and the operation of CRLA and to take all such steps as may be required or advisable to enforce the same;
- (o) to terminate the membership of any Member by special resolution (two thirds + 1 of members voting) at a General Assembly where such Member is deemed to be acting contrary to the objects or powers of CRLA and/or where such Member is seeking to or is preventing CRLA from exercising its objects or powers; and
- (p) to do all other acts or things to further the objects of CRLA or as may be deemed incidental or conducive to the attainment of such objects or any of them, including (but not limited to) effecting a transfer of any assets pursuant to a Transfer Agreement, licensing any intellectual property rights pursuant to a Licence and/or delegation of all or any of its powers by way of one or more Services Agreement(s).

4. Membership

4.1 All Members of CRLA (of whichever class as set out below) agree to abide by the Constitution and Operational Rules of CRLA. All clubs, players, club officials, match officials and all other participants who participate in any league or competition or any game under the jurisdiction of CRLA or organised by CRLA are deemed by acceptance of the invitation to be bound by the Constitution and Operational Rules (including but not limited to those relating to discipline or misconduct), the Rules and Regulations of any body of which CRLA is a member, the terms of any agreement entered into by the CRLA and the Laws of the Game and accept the jurisdiction of CRLA.

4.2 Full Membership

Full Membership of CRLA shall be open to registered and associated Rugby League Provincial Federations in Canada as approved by CRLA's General Assembly. No provincial Member shall be entitled to be a Full Member until they have a minimum of 4 Associate Members for a minimum probationary period of 1 year, and have had their Constitution approved by the Board. At all meetings of the General Assembly each Full Member shall be entitled to have two representatives attend who shall be entitled to vote, with the strength of each vote determined by the amount of Associate Members in that province, with one vote per Associate Member.

4.3 Associate Membership

- (a) Associate Membership of CRLA shall be open to such Rugby League Clubs in Canada as approved by the CRLA General Assembly.
- (b) Associate Members have the right to attend and speak at all General Assembly meetings, but shall have no voting rights.

4.4 Applying for Membership

- (a) Any application for membership shall be made to the Board of CRLA and shall be assessed against such criteria as the Board may specify from time to time.
- (b) For the application to succeed it must be approved by an Ordinary Resolution at a General Assembly meeting. The General Assembly may require as a condition for the grant of membership a financial deposit (of such sum as the General Assembly may require) which shall be placed at the disposal of CRLA to be utilised by CRLA at its discretion upon default by the Member of any of its obligations to CRLA.
- (c) Any Member ceasing to be a Member for whatever cause shall forfeit all rights to and claims against CRLA, its profits, its funds and shall have no right to the return of any monies.

4.5 Resignation of Membership

- (a) Any Member intending to resign as a Member of CRLA may do so only with effect from the end of a season and any such resignation shall only be effective if given in writing to the Chair on or before the last week preceding the end of the relevant season.
- (b) No Member shall be allowed to withdraw from CRLA until that Member's contractual and financial liabilities to CRLA have been discharged.
- (c) Any Member which voluntarily ceases to be a Member of CRLA shall on demand indemnify CRLA on behalf of itself and the remaining Members against all losses, damages, liabilities, costs or expenses whatsoever suffered or incurred by CRLA or any such Member and which arise as a direct result of such cessation provided always that such losses, damages, liabilities, costs or expenses can be said to have arisen solely as a result of the cessation of membership and the contracts or obligations from which such losses arose or were in existence at the date of cessation.

4.6 Rights of Members

Members shall have the right to:

- (a) know the Orders of the Day of the General Assembly and the designated place and time to participate in the General Assembly in accordance with the provisions set out by the Constitution.
- (b) submit any proposal to the Board or the General Assembly
- (c) participate in championships, cup matches, education and training, organized by the CRLA.
- (d) vote, under the conditions of the articles on membership and elections.
- (e) conclude sponsorship or advertising contracts with natural or legal persons, for the development of their athletic activity, provided that they respect the regulations of the CRLA. The aforementioned contracts are notified to the Federation within five (5) days from their signing.
- (f) organize matches, with the approval of the Federation.
- (g) all other rights conferred under this statute or under the regulations, the directives and the decisions of the CRLA.

4.7 Loss of Membership

A Member loses its membership under the following circumstances:

- (a) It chooses to resign and complies with Article 4.5.
- (b) Ceases to participate in competitions organised by the CRLA for one calendar year without good reason, as notified to the CRLA Board.
- (c) Allows the number of registered players to fall below 15.
- (d) Does not fulfill its financial obligations to CRLA.
- (e) Pursuant to Article 4.9(f), participates in Rugby League games organised by Federations – International Federations – Organizations – Associations or any other body, in Canada or abroad, without prior written authorization of CRLA.
- (f) Violates the CRLA's Aims & Objectives stated in Article 2.

4.8 Procedure for loss of Membership

- (a) Any Member or the Board can initiate the process to remove a Member, in writing, stating the reason why the Member in question should lose its status.
- (b) Upon receipt of a complaint, or if initiating a complaint against a Member itself, the Board shall write to the Member in question explaining the nature of the complaint and asking for a written response within 30 days of receipt of the letter.

- (c) Failure to respond within 30 days constitutes sufficient reason for the Board to submit a proposal to the General Assembly to remove the Member from the CRLA's list of Members.
 - (d) The Member in question has no vote at the General Assembly on any motion pertaining to its loss of membership.
 - (e) In all cases, loss of Membership is confirmed by simple majority of the CRLA General Assembly.
 - (f) Any Member that loses its status continues to be liable to the CRLA for the obligations assumed whilst being its Member.
- 4.9 Members shall not organise or play against any club or team that are not members of CRLA without written permission of the Board and the appropriate governing bodies of the countries concerned.
- 4.10 CRLA agrees to adopt and each of its members agree to be bound by and incorporate into their rules, the following policies:
- (a) Equal Opportunities Policy
 - (b) Anti- Racism Policy
 - (d) Child Protection Policy
 - (a) Anti-Doping Rules
- 4.11 The Board shall keep a register of Members and their addresses which shall be kept at the HQ of CRLA and shall be open to inspection by Members at all reasonable times upon prior appointment.

5. The Board

- 5.1 The Board shall:
- (a) be responsible for the day to day management of the CRLA shall be vested in the Board, who shall have the delegated authority of the General Assembly to manage CRLA on their behalf, subject to the Constitution, the Operational Rules, and any resolution of the General Assembly;
 - (b) consist of a President, Vice President, a General Secretary, a Treasurer and one other Board Member. Each Board Member shall be elected by Ordinary Resolution at General Assembly for a two-year term of office. All shall be eligible for re-election;
 - (c) be responsible to the General Assembly for the proper conduct of CRLA's affairs and shall ensure that all legal obligations and duties are met.
 - (d) subject to the provisions of the Constitution, manage the business and affairs of CRLA and the General Assembly hereby delegates to the Board all of its powers. Such delegation may only be altered or revoked by an Ordinary Resolution of the General Assembly.
 - (e) exercise all powers of the CRLA save for those powers reserved to a decision of the General Assembly according to this Constitution;
 - (f) make decisions upon any and all matters of procedure to be followed by CRLA;
- 5.2 Officers of the Board

The elected officers of the Board shall have various duties and responsibilities. A person cannot be elected for more than one position on the Board.

5.2.1 President

The President shall:

- (a) represent the CRLA to every sports, political, judicial, administrative, tax or other public or municipal authority, as well as in all its legal transactions and appearances before other public or private institutions and before natural and legal persons;
- (b) set goals for and the tone of the organisation;
- (c) preside over meetings, ensuring impartiality, order and protecting the rights of Members
- (d) discharge other such responsibilities applicable to the office in line with the Constitution.
- (e) Co-sign with the treasurer on all financial transactions.

5.2.2 Vice President

The Vice President shall assume the duties of the president if the president is unable to attend a meeting.

5.2.3 General Secretary

The General Secretary shall:

- (a) Keep all up to date records of the CRLA, including but not limited to committee reports, minutes, articles and members list.
- (b) Notify all members of elections and meetings
- (c) Take minutes at all official meetings of the CRLA

5.2.4 Treasurer

The Treasurer shall:

- (a) Receive and deposit money into the CRLA bank account.
- (b) Distribute receipts for all income received.
- (c) Pay bills as instructed by the Board.
- (d) Prepare financial reports to the Board and General Assembly.
- (e) Keep accurate financial records.
- (f) Co-sign with the president on all financial transactions

6. Board Meetings

- 6.1 Subject to the Constitution, the Board may regulate its proceedings as it thinks fit and shall meet as frequently as it deems appropriate.

- 6.2 Meetings of the Board may be convened by the President at any time, pursuant to 6.3, and shall be convened by President within 7 days of the written request of not less than 2 Board Members being served on him/her.
- 6.3 At least 14 days' notice of any Board Meeting shall be given to all Board Members, provided that the accidental omission to give such notice to, or the non-receipt of such notice by, any person shall not invalidate the proceedings of any such meeting. With the consent of all Board Members a Board Meeting may be convened upon shorter notice. The notice shall specify the place, the day and hour of the meeting and the nature of business to be discussed. It shall be valid for the Board to meet by telephone or video conference, subject to the requisite number of members of the Board being joined in such telephone call or video conference to satisfy the quorum requirements set out elsewhere in this Constitution. A resolution in writing (which may consist of several documents in the like form) signed by all of the Board Members entitled to receive notice of and to attend and vote at a Board Meeting shall be as valid and effectual as if it had been passed at a duly convened and held Board Meeting. The Board may invite or allow any person to attend its meetings as an observer and speak.
- 6.4 At any Board Meeting the quorum for the transaction of business shall be more than fifty percent, one of whom must be either the President or General Secretary and any Board Meeting at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions for the time being vested in or exercisable by the Board.
- 6.5 If a quorum for the transaction of business shall not be present then it shall be lawful for the member(s) of the Board present to act for the purpose of summoning a meeting of the General Assembly, but not for any other purpose.
- 6.6 At any Board Meeting, the President shall preside as chair or if s/he is not present or is unwilling to act the Vice President or another member of the Board shall act as chair of the meeting by the agreement of the Board Members present.
- 6.7 Matters arising at any Board Meeting shall be decided by the simple majority of Board Members present and voting. Every Board Member present shall have one vote and in the case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote.
- 6.8 The Board shall cause proper minutes to be kept of all Board Meetings and any sub-committee of the Board. Any such minutes shall remain confidential. The minutes of recorded decisions shall not be distributed to Members but the Board shall regularly report to the General Assembly on its activities subject to the requirements of confidentiality. At each Board Meeting, and any sub-committee of the Board, there shall be proposed a resolution that the minutes of the previous Board Meeting or such sub-committee as appropriate be approved and following such resolution being passed and the signature of such minutes by the chair of the meeting such minutes shall constitute conclusive evidence of the relevant proceedings.
- 6.9 All acts bona fide resolved by any Board Meeting or by any person acting as a Board Member shall not be invalidated by any defect in the appointment or qualifications of any Board Member or such a person acting as aforesaid.
- 6.10 All acts bona fide resolved by any Board Meeting or by any person acting as a Board Member shall be valid and be of full force and effect unless and until specifically revoked by Ordinary Resolution of the General Assembly.
- 7. Board Member - election procedure**
- 7.1 The Members entitled to vote shall appoint a three-strong Nominations Committee. This committee should be appointed not less than 6 weeks before the date of an election. The President cannot sit on the Nominations Committee. No member of the Nominations Committee may be a candidate for election to the Board.

- 7.2 The Nominations Committee collects potential candidates in two ways: by inviting Members to submit candidates in writing, seconded by another officer of the Member in question; and by approaching potential candidates, who should then confirm their interest in writing.
- 7.3 Each of the five Board positions should have at least one candidate proposed by the Nominations Committee but there is no obligation to name more than one candidate for each position.
- 7.4 The Nominations Committee submits its report to the President who then circulates the list of nominees not less than 2 weeks before the date of the election to the Members and asks them if they have any other nominees. If no other nominees have been received 1 week after the list of nominees has been circulated the nominations are closed and elections can take place. If any Member nominates additional candidates their name will be added to the list of nominees and an updated list of nominees will be circulated to the Members.
- 7.5 Elections take place by ballot. Ballots are submitted to the Nominations Committee and General Secretary. The president of each Member entitled to vote indicates which candidate he/she is voting for, for each position up for election. In the event of a tie a new election is held for that position. This process is repeated until a candidate has been elected by majority for each position. If only one candidate is nominated for a position Members will still vote by ballot.

8. Subscriptions and Fees

- 8.1 The annual subscriptions for all grades of membership shall be as recommended by the Board and ratified by simple majority of the General Assembly at the Annual General Meeting. Each season all Members shall be notified of this decision.
- 8.2 All Members may be covered for public liability and players' personal accident insurance through a group insurance policy, for such sums and premium payments, as shall be determined by the General Assembly at the Annual General Meeting. The appropriate policies will be effected by CRLA on behalf of all Member clubs and players.
- 8.3 All subscriptions will be invoiced to the individual Members direct from CRLA. All payments are to be paid by the first match of each season.

9. Finances

- 9.1 All finances of CRLA shall be accounted for and apportioned as set out in the Constitution.
- 9.2 The Board shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by CRLA and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by CRLA; and
 - (c) the assets and liabilities of CRLA.
- 9.3 The said books of account shall be open to inspection by any Full 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.
- 9.4 The said books of account shall give a true and fair view of the state of the affairs of CRLA, and explain its transactions, and shall, in the form of an income and expenditure account and balance sheet, be laid before the Annual General Meeting for approval and adoption by the meeting by Ordinary Resolution.
- 9.5 The financial year of CRLA shall run from January to December.
- 9.6 The accounts shall be audited annually by one or more properly qualified auditor(s) appointed by the Board following approval by Ordinary Resolution of the General Assembly.

- 9.7 Subject to the provisions of the Constitution and after retaining such sum as the Board considers prudent to cover liabilities, losses and committed or proposed expenditure, the Board may resolve to distribute all or part of any surplus to Full Members in proportions it deems fit.
- 9.8 Any liability of CRLA is to be shared equally between the Full Members. The expulsion or resignation of a Member shall not remove its liability to contribute to losses accrued prior to its expulsion or resignation and its liability shall crystallise at the date of the last audited balance sheet preceding the date of expulsion or resignation. The sum concerned shall become immediately due and payable to CRLA.

10. GENERAL ASSEMBLY

- 10.1 The General Assembly is the supreme organ of CRLA.
- 10.2 Meetings of the General Assembly shall be held at least annually. The Board by ordinary resolution may call a meeting of the General Assembly. In addition on receipt of a petition requesting a General Meeting and attaching a copy of the proposed resolution(s) to be discussed signed by 40 percent (40%) of Full Members the President shall call a meeting of the General Assembly within 21 days.
- 10.3 Each Full and Associate Member may send two representatives to General Assembly meetings. Each Full Member entitled to vote shall be entitled to vote pursuant to Article 4.2. Members' representatives at General Assembly meetings must be confirmed in writing to the General Secretary.
- 10.4 The Annual General Meeting shall be called by the President (or in the absence of the President by such Board Member who has been authorised to do so by Ordinary Resolution of the Board) on 21 days' notice and shall conduct the following business:
- (a) To receive the President's annual report.
 - (b) To receive and approve the annual accounts of the most recently concluded accounting period.
 - (d) To approve the election of the auditors.
 - (e) To elect as required Board Members, pursuant to Article 7.
 - (f) To transact any other business specified in the notice convening the meeting.
- 10.5 No business shall be transacted at any General Assembly 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.
- 10.6 If a quorum for the transaction of business shall not be present then it shall be lawful for the Members of the General Assembly present to act for the purpose of summoning a reconvened meeting of the General Assembly, but not for any other purpose. At any such reconvened meeting, the quorum shall be that number of Members holding 30% of the eligible votes for that meeting. If no quorum is present then it shall be lawful for the Members of the General Assembly present to act for the purpose of summoning a reconvened meeting of the General Assembly, but not for any other purpose. At any such reconvened meeting, the quorum shall be any Member present.
- 10.7 The President, or in his/her absence any Board Member nominated by the Board, shall preside at all General Assembly meetings. The President shall have a second and casting vote in the event of a tied vote.
- 10.8 At least 21 days' notice of any meeting of the General Assembly shall be given to all Members entitled to attend provided that the accidental omission to give such notice to, or the non receipt of such notice by, any member shall not invalidate the proceedings of any such meeting.
- 10.9 With the consent of all Members entitled to attend and vote the General Assembly may be convened upon shorter notice.

- 10.10 The notice convening a meeting of the General Assembly shall specify the place, the day and hour of the meeting and the nature of business to be discussed. An agenda specifying the order of business shall be sent to all Members entitled to attend not less than 7 days prior to the meeting.
- 10.11 Save as provided by the Constitution, no business shall be transacted at any meeting of the General Assembly other than that specified in the relevant notice. A meeting of the General Assembly shall be empowered to discuss and vote on resolutions not specified in the relevant notice provided always that:
- (a) 25% of Members present and entitled to attend and vote agree to discuss the resolution;
 - (b) the chair of the meeting shall specify the maximum time which may be given to discussion of any such resolution; and
 - (c) prior to any such resolution being able to be voted upon, it must be formally proposed by one Member entitled to attend and vote and seconded by another.
- 10.12 Any Member in arrears for subscriptions, fines or any other sums ordered to be paid by the Board or General Assembly shall be not be eligible to vote at any meeting of the General Assembly subject to due notice of such arrears having been given to the relevant Member and no nomination or proposal made by such Member shall be valid.
- 10.13 Save where the Constitution provides otherwise, all decisions of the General Assembly shall be by way of Ordinary Resolution (more than 50%) of those present and entitled to vote.
- 10.14 The General Assembly or the Board may invite or allow any person to attend General Assembly meetings as an observer and speak. All Board Members shall be entitled to attend and speak at (but not to vote at) the General Assembly.
- 10.15 The General Secretary (or in his/her absence the chair of the meeting) shall cause proper minutes to be kept of all meetings of the General Assembly and circulated to all members entitled to attend within a reasonable time frame and in any event, before the next General Assembly meeting. At each meeting of the General Assembly there shall be proposed a resolution that the minutes of the previous meeting of the General Assembly be approved and following such resolution being passed and the signature of such minutes by the chair of the meeting such minutes shall constitute conclusive evidence of the relevant proceedings.
- 10.16 All acts bona fide resolved by any meeting of the General Assembly or by any person acting as a member of the General Assembly shall not be invalidated by the giving of inadequate notice or any defect or deficiency in the calling of the meeting concerned or the paperwork for it or the procedure at it or any defect in the appointment or qualifications of any member of the General Assembly or such a person acting as aforesaid. CRLA shall be entitled to rely on a letter written on the notepaper of the Member concerned specifying the identity of its representative and/or that person's deputy. Members shall be entitled to appoint or remove their representative and/or deputy by written notice to the President (or in his absence a Board Member) at any time.
- 10.17 All acts bona fide resolved by any meeting of the General Assembly or by any person acting as a member of the General Assembly shall be valid and be of full force and effect unless and until specifically revoked by Ordinary Resolution of the General Assembly, save where such act required a Special Resolution (not less than 75% of votes cast by the Members entitled to vote), in which case revocation may only be effected by a further Special Resolution.

11. AMENDMENTS TO CONSTITUTION AND ADOPTION OF OPERATIONAL RULES

- 11.1 No amendments to the Constitution may be made save by means of a Special Resolution at a General Assembly meeting. The General Assembly and/or the Board shall have the right of placing on the agenda of any General Assembly meeting any proposed addition, rescission, amendment or alteration to the Constitution.

- 11.2 No addition, rescission, amendment or alteration to the Operational Rules may be proposed which conflicts with any provision of the Constitution.
- 11.3 Save where stated in the Constitution, the Operational Rules shall be capable of amendment by Special Resolution of the General Assembly alone.
- 11.4 The General Assembly will pass and adopt rules relating to rugby league in Canada, which shall be adopted and observed by all Members, who shall be bound by them, and which rules shall include rules relating to the following categories by way of illustration and not by way of limitation: discipline, appeals, suspensions and fines.

12. INDEMNITY

- 12.1 The members of the Board, the auditor(s) and any members of any sub-committee or any person for the time being acting in relation to any of the affairs of CRLA and each of them and each of their representatives shall be indemnified and secured harmless out of the assets of CRLA from and against all actions, costs, charges, losses, damages and expenses which they or any of them, or any of their representatives shall or may incur or sustain by the proper execution of their duty or supposed duty in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or default of the others or other of them or for the joining in any receipts for the sake of conformity or for any bankers or other persons with whom any monies or effects belonging to CRLA shall be placed or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto.
- 12.2 This indemnity shall not apply to or provide indemnification to any Service Provider.

13. DISSOLUTION

- 13.1 A resolution to dissolve CRLA shall be proposed as a Special Resolution at a General assembly meeting.
- 13.2 The dissolution shall take effect from the date of the resolution and the Board shall be responsible for the winding up of the assets and liabilities of CRLA.
- 13.3 Any property remaining after the discharge of the debts and liabilities of CRLA shall be divided equally among the Full Members at the date of dissolution.
- 13.4 In the event of dissolution, monies held in the accounts of CRLA for distribution evenly amongst the Members, shall be conditional upon all debts outstanding having been recovered at source and liabilities paid in full; and liquidation of any premises and equipment therein owned by CRLA.

14. JURISDICTION

The construction, validity and performance of this Constitution shall be governed in all respects by Canadian law and all members hereby submit to the exclusive jurisdiction of the Canadian courts with regard to any claim or matter arising in connection with this Constitution.