

TOOWOOMBA RUGBY FOOTBALL LEAGUE LIMITED

A company limited by guarantee

Australian Company Number (ACN): 011 065 151

Australian Business Number (ABN): 15 011 065 151

CONSTITUTION

ADOPTED 20 OCTOBER 2024

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1. Introductory provisions

1.1. Definitions

1.1.1. In this Constitution:

- a. **Act** means the *Corporations Act 2001(Cth)* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to TRL;
- b. **Affiliated Association** means any Association accepted as an Affiliated Association by TRL;
- c. **Affiliated Club** means any Club accepted as an Affiliated Club by TRL;
- d. **Annual General Meeting** means the General Meeting of the Toowoomba Rugby Football League Limited held each year as required by the *Corporations Act 2001(Cth)* and this Constitution;
- e. **ARL Commission** means Australian Rugby League Commission Limited;
- f. **ASIC** means the Australian Securities and Investments Commission;
- g. **Associate Member** means any separately incorporated rugby league club or association accepted as an Associate Member by TRL;
- h. **Association Delegate** means a person who is either president, treasurer or secretary of an Affiliated Association, who is nominated to act as the representative of that Affiliated Association and vote on behalf of the Affiliated Association at General Meetings of TRL;
- i. **Board** means the Directors for the time being, as provided for in this Constitution;
- j. **Casual Vacancy**, on the Board, means a vacancy that happens when a Director resigns, dies or otherwise stops holding office;
- k. **Chairperson** means the Chairperson of the Board appointed under this Constitution;
- l. **Club** means a rugby league football Club established or recognised by TRL for participation in one or more local Leagues;
- m. **Club Delegate** means a person who is either president, treasurer or secretary of an Affiliated Club, who is nominated to act as the representative of the Affiliated Club and vote on behalf of the Affiliated Club at General Meetings of TRL;
- n. **Committee** means a committee of persons of a local League to whom the Board has delegated any of their powers under this Constitution;
- o. **Company** means the Toowoomba Rugby Football League Limited, a company limited by guarantee, and referred to in this constitution as TRL;

- p. **Constitution** means the Constitution of the TRL for the time being in force and a reference to a particular clause is a reference to a particular clause in this Constitution;
- q. **Director** means any person acting as a Director of the TRL pursuant to the provisions of this Constitution;
- r. **Elected Director** means a Director who is elected by members at a General Meeting;
- s. **General Meeting** means a meeting of TRL's eligible voting members and includes all General Meetings (Annual General Meetings, General Meetings and special General Meetings);
- t. **Independent Director** means a Director who is appointed by the Board to one of the Independent Director positions;
- u. **League** means Toowoomba Rugby League Limited;
- v. **Local Area** means the areas administered by the TRL as determined from time to time by the QRL;
- w. **Majority** means more than half of all those present, eligible to vote and voting at a meeting;
- x. **Material Personal Interest** means a personal interest that has the potential to influence an individual's decision;
- y. **Membership Fee** means a fee payable to TRL for the receipt of membership rights and privileges;
- z. **Month** means calendar month;
- aa. **Nomination Committee** means the group of individuals appointed by the Board to assess candidate nominations;
- bb. **Officer Holder** means a Director, Secretary, Committee member or employee of TRL;
- cc. **Official Position** means a role at an Affiliated Club or Associate Member including, but not limited to:
 - i board or management committee member;
 - ii subcommittee member;
 - iii employee;
 - iv volunteer role (including coaching, managing and officiating).
 Life membership of an affiliated club or associate member is not deemed to be an Official Position.
- dd. **QRL** means Queensland Rugby Football League Limited;
- ee. **Resolution** means a resolution that is passed at a meeting by the votes of at least a Majority those present, eligible to vote and voting;
- ff. **Secretary** means any person appointed by the board to perform the duties, or any of the duties, of Secretary of the League from time to time;

- gg. **Signed** means agreed In Writing;
 - hh. **Special Resolution** means a Resolution that is passed at a General Meeting by the votes of at least 75% of the Club Delegates and Association Delegates who are present, eligible to vote and voting;
 - ii. **Surplus Assets** mean the assets and property after payment of the debts and liabilities remaining on a winding-up of TRL and the costs, charges and expenses of the winding-up;
 - jj. **TRL** means the Toowoomba Rugby Football League Limited, a company limited by guarantee;
 - kk. **Written / In Writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.
- 1.1.2. Words importing the singular include the plural where context requires or permits.

1.2. Name

- 1.2.1. The name of the Company is Toowoomba Rugby Football League Limited.

1.3. Type of company

- 1.3.1. TRL is a not-for-profit public company limited by guarantee.

1.4. Limited liability of members

- 1.4.1. The liability of members is limited to the amount of the guarantee in clause 1.5.

1.5. The guarantee

- 1.5.1. Each member must contribute an amount not more than \$20 (the guarantee) to the property of TRL if TRL is wound up while the member is a member, or within 12 Months after they have ceased to be a member, and this contribution is required to pay for the:
 - a. debts and liabilities of TRL incurred before the member stopped being a member; or
 - b. costs of winding up.

1.6. Corporations Act

- 1.6.1. In this Constitution, unless the context requires otherwise, a word or expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 1.6.2. The provisions of the Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to TRL.

1.7. Interpretation

- 1.7.1. The Board has authority to interpret the meaning of this Constitution and any matter relating to TRL on which the Constitution is silent, but any interpretation must have regard to the Act.

1.8. Acts not affected by defects or disqualifications

- 1.8.1. An act performed by the Board, a Committee or a person acting under the direction of the Board is taken to have been validly performed.
- 1.8.2. Clause 1.8.1 applies even if the act was performed when:
- a. there was a defect in the appointment of a Director, Committee member or person acting under the direction of the Board; or
 - b. there was an informality or irregularity in the appointment of a Director, Committee member or person acting under the direction of the Board; or
 - c. there was an irregularity in the convening or conduct of any Board meeting, Committee meeting or General Meeting that was not discovered until after the conclusion of that meeting; or
 - d. a Director, Committee member or person acting under the direction of the Board was disqualified from acting in the role.

2. Objects and powers

2.1. Objects

- 2.1.1. The objects of TRL are to:
- a. promote the values of the game of rugby league football;
 - b. promote positive player and stakeholder behavioural standards which uphold the values of the game of rugby league football;
 - c. establish and operate structured junior and senior rugby league football competitions in the Local Area in which Affiliated Clubs and their registered players can participate;
 - d. encourage and foster the game of rugby league football in the Local Area;
 - e. promote, foster, support and encourage the officiating of rugby league football;
 - f. 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 community in the Local Area;
 - g. 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;

- h. 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;
- i. abide by and comply with all rules, bylaws, decrees, Resolution and ordinances made by the QRL and ARL Commission and any other administrators of rugby league approved by the ARL Commission;
- j. work closely with QRL personnel in developing the game of rugby league football;
- k. work closely with NRL and QRL Clubs to ensure clear pathways are established for players who wish to pursue that direction;
- l. liaise with governing bodies of the game of rugby league football including the QRL;
- m. act in the best interest of the game of rugby league football; and
- n. do all such acts and things as are incidental or subsidiary to all or any of the above objects.

2.2. Powers

- 2.2.1. Solely for furthering the objects under clause 2.1, TRL, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Act.

3. Membership

3.1. Classes of membership

- 3.1.1. The membership of TRL consists of the following classes:

- a. individual:
 - i. individual members must be at least 18 years of age, support the objects of TRL and abide by TRL's Constitution, bylaws, code of ethics and policies;
 - ii. individual members are not entitled to vote at General Meetings of TRL unless they are a Club Delegate or Association Delegate;
 - iii. individual members are eligible for election or appointment to the Board;
 - iv. sub-classes of individual membership, with definitions, may be outlined in TRL's bylaws.
- b. Affiliated Club:
 - i. any rugby league football Club that is separately incorporated, supports the objects of TRL and abides by TRL's bylaws and codes of conduct, and comprises at least one rugby league football team, is eligible to be an Affiliated Club;

- ii each Affiliated Club is entitled to nominate one Club Delegate who is either president, treasurer or secretary of that Club, to act as the representative of the Affiliated Club, who is entitled to vote at General Meetings of TRL;
 - iii nomination of Club Delegates must be in the form decided by the Board;
 - iv Club Delegates must be at least 18 years of age ~~and members of TRL~~;
 - v Club Delegates may not simultaneously serve as a member of the Board;
 - vi a person who is currently holding an Official Position at an Affiliated Club is not eligible for election or appointment to the Board of the TRL.
- c. Affiliated Association:
- i any rugby league football Association that is separately incorporated and supports the objects of TRL is eligible to be an Affiliated Association;
 - ii each Affiliated Association is entitled to nominate one Association Delegate who is either president, treasurer or secretary of that Affiliated Association, to act as the representative of that Affiliated Association, who is entitled to vote at General Meetings of TRL;
 - iii nomination of Association Delegates must be in the form decided by the Board;
 - iv Association Delegates must be at least 18 years of age;
 - v Association Delegates may not simultaneously serve as a member of the Board.
- d. Associate Member:
- i any rugby league football club or association that is separately incorporated, supports the objects of TRL and abides by TRL's bylaws and codes of conduct, is eligible to be an Associate Member;
 - ii Associate Members are not entitled to vote, or appoint a delegate to vote on the Associate Member's behalf, at General Meetings of TRL;
 - iii a person who is currently holding an Official Position at an Associate Member club or association is not eligible for election or appointment to the Board of the TRL.
- e. life:
- i life members must be at least 18 years of age, support the objects of TRL and abide by TRL's Constitution, bylaws and policies;

- ii life membership is open to any person who has rendered special services to TRL for an extended period;
 - iii any one Affiliated Club, Affiliated Association or Director of TRL may nominate an eligible person for life membership;
 - iv life members must be elected by the passing of a Special Resolution;
 - v life members are not entitled to vote at General Meetings of TRL unless they are a Club Delegate or Association Delegate;
 - vi life members are eligible for election or appointment to the Board.
- 3.1.2. The number of members in all classes of membership is unlimited.
- 3.1.3. The Board may, in accordance with bylaws determined from time to time, on the Written application of a member who has the qualifications for and wishes to become a member of a different class of membership, transfer that member from any class of membership to another class of membership.
- 3.1.4. The Board may, at its absolute discretion, make an adjustment in the Membership Fees paid or payable by any member whose membership has been transferred under clause 3.1.3, for the membership year in which the transfer takes place.
- 3.1.5. A right, privilege or obligation which a person has by reason of being a member of TRL is not capable of being transferred or transmitted from one person to another person.
- 3.1.6. Notwithstanding the membership rights and privileges listed in clause 3.1.1, any person who is a current employee of TRL shall not be eligible to hold office as a Director.

3.2. Fees and levies

- 3.2.1. Life members are not required to pay Membership Fees to TRL.
- 3.2.2. The Membership Fees for each class of membership, other than life membership, are:
- a. the amounts decided by the Board; and
 - b. payable when, and in the way, the Board decides.
- 3.2.3. The Board may waive or discount the Membership Fees payable by any member.
- 3.2.4. If a member has any Membership Fee or other fees in arrears, their membership lapses.
- 3.2.5. A member whose membership has lapsed under clause 3.2.4 continues to be liable to pay any unpaid Membership Fee.

3.3. Application for membership

- 3.3.1. An application for membership must be:
- a. either
 - i In Writing; or
 - ii in the form decided by the Board; and
 - b. accompanied by any other documents or evidence of qualification for membership, which may be determined by the Board from time to time.

3.4. Admission and rejection of new members

- 3.4.1. In accordance with clause 5.5 and clause 5.6 the Board may delegate membership application processing to a Committee.
- 3.4.2. The Secretary must, as soon as possible after an application for membership is accepted or rejected, give the applicant notice of the decision in a manner determined by the Board.

3.5. Registers of members

- 3.5.1. The Board must keep a register of members of TRL, which must include the following particulars for each member:
- a. the full name of the member;
 - b. the address of the member;
 - c. the email address of the member;
 - d. the date on which the member's name was entered into the register;
 - e. the name and details of each member who stopped being a member of TRL within the last seven years and the date on which the member stopped being a member (which may be kept separately from the rest of the register);
 - f. any other particulars that the Board may decide.
- 3.5.2. A member must advise the Secretary of any change to their name, address or email address.

3.6. Use of information on register of members

- 3.6.1. Subject to the Act, confidentiality considerations and privacy laws, the register of members may be used solely to further the objects of TRL.

4. Resignation, discipline, appeals and grievances

4.1. Resignation of a member

- 4.1.1. A member may resign from TRL by giving a Written notice of resignation to the Board.
- 4.1.2. The resignation takes effect at:
 - a. the time the notice is received by the Secretary; or
 - b. if a later time is stated in the notice, the later time.

4.2. Discipline

- 4.2.1. The Board may take action to suspend or terminate a member's membership if it is determined that the member has:
 - a. been convicted of an indictable offence; or
 - b. breached, failed, refused or neglected to comply with a provision of this Constitution, TRL's bylaws or any Resolution or determination of the Board or any duly authorised Committee; or
 - c. acted in a manner injurious or prejudicial to the character and interests of TRL; or
 - d. brought themselves, TRL, any other member or the intelligence profession into disrepute.
- 4.2.2. If the Board proposes to suspend or terminate a member's membership, the Secretary must, within seven days after the decision, give the member Written notice:
 - a. setting out the proposed suspension or termination of membership by the Board and the grounds on which it is based;
 - b. stating that the member may address the Board at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
 - c. stating that the member may bring a support person to that meeting, provided that any such support person must not be a legal practitioner;
 - d. stating the date, time and place of that meeting;
 - e. informing the member that the member may do either or both of the following:
 - i attend and speak at that meeting;
 - ii submit to the Board at or before the date of that meeting Written representations relating to the decision.
 - f. setting out the member's appeal rights.

- 4.2.3. Before the Board terminates or suspends a member's membership, the Board must:
 - a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 4.2.2.b;
 - b. give due consideration to any Written representations submitted to the Board by the member at or before the meeting mentioned in clause 4.2.2.b.
- 4.2.4. If, after considering all representations made by the member, the Board decides by Resolution to suspend or terminate the membership, the Secretary must, within seven days of the meeting mentioned in clause 4.2.2.b, give the member a Written notice of the decision.
- 4.2.5. Nothing in this Constitution shall prevent the Board from immediately suspending a member's right to participate in company activities in circumstances considered by the Board to warrant such immediate action, pending the process outlined in clauses 4.2.2 - 4.2.4.

4.3. Appeals panel

- 4.3.1. At each Annual General Meeting, an appeals panel chairperson shall be appointed by the members present, eligible to vote and voting.
- 4.3.2. If no appeals panel chairperson is appointed at the Annual General Meeting, or if the appeals panel chairperson vacates the position at any time, the Board may appoint another person to fill the vacancy until the next Annual General Meeting.
- 4.3.3. In the event that any appeal is lodged against a decision of the Board to suspend or terminate a member's membership, or to reject an application for membership renewal, the appeals panel chairperson shall appoint an additional two people to the appeals panel who are unbiased and have no conflict of interest with the matter being appealed.
- 4.3.4. In the event that the appeals panel chairperson, or the Board determines that the appeals panel chairperson is in any way conflicted or biased in relation to an appeal, the Chairperson must absent themselves from the appeals panel and appoint three other people to the appeals panel.
- 4.3.5. The appeals panel may comprise members of TRL and other people, provided that no Director may simultaneously serve as the appeals panel chairperson or as a member of the appeals panel.
- 4.3.6. Any appeal shall be heard by the three members of the appeals panel.

4.4. Appeal against rejection, suspension or termination of membership

- 4.4.1. A person whose membership has been terminated or suspended, or whose application to renew their membership has been rejected, may give the Secretary Written notice of their intention to appeal against the decision.

- 4.4.2. A notice of intention to appeal must be received by the Secretary within seven days after the person receives Written notice of the decision.
- 4.4.3. Within seven days of the Secretary receiving a notice of intention to appeal, the Secretary shall notify the appeals panel chairperson.

4.5. Appeals panel to decide appeal

- 4.5.1. The appeals panel must hold the appeal meeting within 28 days after the Secretary receives the notice of intention to appeal.
- 4.5.2. At the appeal meeting, the appellant must be given a full and fair opportunity to show why the membership should not be terminated or suspended, or why their application to renew their membership should not be rejected.
- 4.5.3. Also, the Board must be given a full and fair opportunity to show why the membership should be terminated or suspended, or why the application to renew membership should be rejected.
- 4.5.4. An appeal must be decided by a Majority vote of the appeals panel.
- 4.5.5. Where a decision of the Board to suspend or terminate a member's membership is set aside by the appeals panel, the membership shall be reinstated to the member's former level of membership without payment of any further fee.
- 4.5.6. Where a decision of the Board to reject a person's application to renew their membership is set aside by the appeals panel, the membership renewal shall be granted subject to the payment of any fees due.
- 4.5.7. The decision of the appeals panel shall be final and binding on all parties, and no further appeals or challenges may be made within TRL with respect to the matter being appealed.

5. The Board, Committees and delegation

5.1. Composition of Board

- 5.1.1. The Board of TRL must have a minimum of three and a maximum of six Elected Directors.
- 5.1.2. The position of Chairperson must be filled by an Elected Director.
- 5.1.3. Subject to clause 5.1.4, the Board may also comprise up to three Independent Directors, who are appointed by the Board.
- 5.1.4. The number of Elected Directors must always be more than the number of Independent Directors.
- 5.1.5. A Director must exercise their powers and discharge their duties in good faith, in the best interests of TRL for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.

- 5.1.6. A person may be a Director only if the person:
- a. does not hold an Official Position at an Affiliated Club or Associate Member;
 - b. is at least 18 years of age; and
 - c. is eligible to be a Director under clause 6.3; and
 - d. is eligible to be a Director under the Act.

5.2. Terms of office for Directors

- 5.2.1. Subject to clause 5.2.2, the term of office for Elected Directors is three years.
- 5.2.2. Elected Directors shall remain in office from the conclusion of the Annual General Meeting at which they were elected until the third Annual General Meeting following their election, but are eligible, on nomination, for re-election.
- 5.2.3. The Board shall have the power to determine the sequence of retirements for Elected Directors to ensure rotational terms, whereby one third of the Elected Directors retire in each year.
- 5.2.4. Independent Directors shall be appointed for terms of up to 12 months but are eligible for re-appointment following the conclusion of their term.
- 5.2.5. No person may serve any more than nine consecutive years as a Director.
- 5.2.6. Any person who has served nine consecutive years as a Director is not eligible to serve another term as Director until 12 months have passed without serving as a Director of the TRL.

5.3. Functions of Board

- 5.3.1. The business of TRL is to be managed by or under the direction of the Board.
- 5.3.2. The Board must take all reasonable steps to ensure that TRL complies with its obligations under the Act and this Constitution.
- 5.3.3. A Director must exercise their powers and discharge their duties in good faith, in the best interests of TRL for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.

5.4. Material personal interests

- 5.4.1. A Director shall in accordance with sections 191 or 192 of the Act disclose to the first Board meeting after each Annual General Meeting any material personal interest which that Director has in a matter that relates to the affairs of TRL.

- 5.4.2. The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of TRL.
- 5.4.3. Without limiting the application of section 191(2) of the Act, clause 5.4.2 does not apply to an interest:
 - a. which the Director has as a member of TRL and which is held in common with the other members of TRL; or
 - b. which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an Officer Holder of TRL (but only if the contract does not make TRL or a related body corporate the insurer).
- 5.4.4. A Director who has a material personal interest in a matter that is considered at a Board meeting:
 - a. must not be present while the matter is being considered at the meeting; and
 - b. must not vote on the matter, and, if the Director does vote, the Director's vote must not be counted.
- 5.4.5. Clause 5.4.4 does not apply if:
 - a. the Board has passed a Resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of TRL, and states that those other Directors voting for the Resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
 - b. ASIC has declared or ordered in accordance with section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.
- 5.4.6. The Board shall maintain a register of declared interests.

5.5. Delegation

- 5.5.1. The Board may delegate all or any of its powers and authorities, duties and functions to any person or to any Committee except:
 - a. the power to delegate; and
 - b. a function that is a duty imposed on the Board by the Act or by any other law.
- 5.5.2. Despite any delegation under this clause, the Board may continue to exercise all its functions, including any function that has been delegated to a Committee and remains accountable for the exercise of those functions at all times.
- 5.5.3. Any Resolution of the Board to delegate its powers, authorities, duties and functions should be recorded clearly and accurately in the minutes of the meeting during which the Resolution was passed.

- 5.5.4. The Board shall maintain a register of delegations that includes the nature and scope of each delegation, the person or Committee to whom the delegation was made, and the date of the delegation. Any revocation of a delegation must be recorded in the register and in the minutes of the meeting during which the revocation was passed.
- 5.5.5. The Board may revoke any delegation of its powers and authorities, duties and functions at any time by Resolution of the Board.

5.6. Appointment of Committees

- 5.6.1. The Board may create and dissolve any Committee, considered appropriate by the Board to help with the conduct of TRL's operations.
- 5.6.2. Committees shall have such powers and duties as the Board shall confer on them, or which the Board shall delegate to them.
- 5.6.3. A Committee may meet and adjourn as it considers appropriate, or as directed by the Board. The meetings and proceedings of a Committee shall be governed by the provisions of the Constitution that govern the proceedings of the Board. The Board may provide additional guidance or advice to Committees as necessary.
- 5.6.4. A member of a Committee who is not a Director is not entitled to vote at a Board meeting.
- 5.6.5. Subject to the Board's absolute control and supervision, each Committee of TRL may manage its own affairs but must make regular reports to the Board (or otherwise as the Board may require from time to time). Each Committee must promptly and regularly produce its minutes and records for inspection by or on behalf of the Board.
- 5.6.6. A Committee of TRL must in the exercise of those powers delegated to it, conform to any regulation or restriction that the Board may impose upon it from time to time.

6. Elections, appointment and vacancies on the Board

6.1. Electing Directors

- 6.1.1. An Elected Director may only be elected as follows:
 - a. the Secretary calls for nominations for Director positions at least 42 days before the General Meeting at which the election is to be held;
 - b. an eligible individual (the candidate) may be nominated to serve as a Director by any two Affiliated Clubs, Affiliated Associations or Directors of TRL;
 - c. nominations must be:
 - i In Writing; and
 - ii Signed by the candidate and the Affiliated Club, Affiliated Association or Directors who nominated them; and

- iii given to the Secretary at least 28 days before the General Meeting at which the election is to be held.
- d. the Nomination Committee will assess each candidate's nomination based on established criteria;
- e. the Nomination Committee may reject or approve candidate nominations;
- f. the Nomination Committee must provide the Board with a list of all approved candidate nominations no less than 14 days prior to the General Meeting at which the election is to be held;
- g. a list of the candidates' names in order determined by lot, with the names of the Affiliated Club, Affiliated Association or Directors who nominated each candidate, must be open for inspection by members of TRL for at least seven days immediately preceding the General Meeting;
- h. if required by the Board, balloting lists must be prepared containing the names of the candidates in order determined by lot;
- i. each Club Delegate and Association Delegate present and entitled to vote at the General Meeting, may vote for one candidate for each vacant Director position on the Board. Any equality in voting is decided as follows:
 - i if there are two candidates and both candidates receive an equal number of votes, voting is determined by lot;
 - ii if there are three or more candidates and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.
- j. if there is only one candidate for a vacant Director position, the candidate is declared elected if approved by a Majority of Club Delegates and Association Delegates present and voting. If the candidate is not approved, a Casual Vacancy is deemed to have occurred in that position;
- k. if, at the start of the General Meeting, there are no candidates nominated for any vacant Director position, a Casual Vacancy is deemed to have occurred in that position;
- l. if no candidate is elected to any vacant Board position, a Casual Vacancy is deemed to have occurred in that position.

6.2. Appointing Independent Directors

- 6.2.1. An Independent Director may only be appointed by Resolution of the Board.

6.3. Board eligibility

- 6.3.1. A person is only eligible for election or appointment as a Director if the person:
- a. is at least 18 years of age ; and
 - b. has a current director identification number registered with the Australian Business Registry Services; and
 - c. is not disqualified from managing a corporation under the Act; and
 - d. is not an employee of TRL; and
 - e. does not hold an Official Position at an Affiliated Club or Associate Member and has not held an Official Position in the previous 12 months; and
 - f. has not been convicted of an indictable offence or been made bankrupt; and
 - g. has not entered into a personal insolvency agreement under the Bankruptcy Act 1966 or a similar law and the terms of the agreement have not been fully complied with; and
 - h. has not acted as an officer of a corporation that, during the period the person was an officer, had any government funding withdrawn or government contract terminated; and
 - i. has not been found by a court or tribunal in any jurisdiction to have impaired capacity; and
 - j. has not been involved in conduct that would reasonably be regarded as discreditable to TRL or likely to bring TRL into disrepute; and
 - k. if required by the Board to undergo a criminal history check, agrees to, and is not disqualified as a result of, such a check; and
 - l. holds a current blue card or exemption card obtained under the *Working with Children (Risk Management and Screening) Act 2000* or agrees to obtain one immediately upon being elected or appointed to the board; and
 - m. has not been removed as a TRL Board Director under clause 6.5.3 in the previous two years; and
 - n. otherwise complies with the requirements of this Constitution.

6.4. Election of Chairperson

- 6.4.1. The Directors must, at the first Board meeting after each Annual General Meeting, elect one of their number to be the Chairperson of the Board.
- 6.4.2. The Director elected to be Chairperson under clause 6.4.1 will, subject to remaining a Director, remain Chairperson from the date of their election until the first Board meeting after the following Annual General Meeting.
- 6.4.3. A Director elected as Chairperson under this clause may be re-elected as Chairperson in following years, so long as they remain a Director.

6.5. Resignation, removal or vacation of office

- 6.5.1. A Director or member of any Committee may resign from office by giving Written notice of resignation to the Secretary.
- 6.5.2. The resignation takes effect at:
 - a. the time the notice is received by the Secretary; or
 - b. if a later time is stated in the notice, the later time.
- 6.5.3. A Director may be removed from office at a General Meeting of TRL if a Majority of the Club Delegates and Association Delegates present and voting at the meeting vote in favour of removing the Director, provided that the meeting has been called and is conducted in accordance with clause 8.2.1.b of TRL's Constitution.
- 6.5.4. At a General Meeting, before a vote is taken about removing a Director from office, the Director must be given a full and fair opportunity to show cause why they should not be removed from office.
- 6.5.5. Also, Club Delegates and Association Delegates present must be given a full and fair opportunity to show why the Director should be removed from office.
- 6.5.6. A member of any Committee may be removed from membership of that Committee if a Majority of the Directors present at a Board meeting vote in favour of removing the Committee member.
- 6.5.7. The office of a Director may be vacated, and a Casual Vacancy thereby created, if that person:
 - a. dies; or
 - b. holds an Official Position at an Affiliated Club or Associate Member;
 - c. becomes disqualified from managing a corporation under the Act; or
 - d. does not have a current director identification number registered with the Australian Business Registry Services; or
 - e. fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of TRL; or
 - f. becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - g. is determined to have impaired capacity or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health in the relevant state or territory. The Board may require the affected Director or Committee member to provide evidence of their fitness to act in their position, such as a medical report from a registered medical practitioner;
 - h. is absent from three consecutive Board meetings without leave of the Board; or
 - i. becomes an employee of TRL; or

- j. is convicted of an indictable offence or is made bankrupt; or
 - k. if required by the Board to undergo a criminal history check, does not agree to, or is disqualified as a result of, such a check; or
 - l. if the person is required to undergo a *Working with Children (Risk Management and Screening) Act 2000* check and:
 - i. is not eligible to undergo the check; or
 - ii. does not agree to undergo the check; or
 - iii. is disqualified as a result of the check; or
 - m. does not otherwise comply with the requirements of this Constitution.
- 6.5.8. A Director has no right of appeal against their removal from office under clause 6.5.

6.6. Vacancies on Board

- 6.6.1. If a Casual Vacancy occurs in an Elected Director position, the continuing Directors may appoint another eligible person to fill the vacancy until the next Annual General Meeting.
- 6.6.2. If a Casual Vacancy occurs in an Independent Director position, the continuing Directors may appoint another eligible person to fill the vacancy for the remainder of the term for that position.
- 6.6.3. If the number of Directors is less than the number fixed under clause 7.3.1 as a quorum of the Board, the continuing Directors may act only to:
 - a. increase the number of Directors to the number required for a quorum; or
 - b. call a General Meeting of TRL.

7. Meetings of the Board

7.1. Meetings

- 7.1.1. The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary.
- 7.1.2. A Director may call a meeting by giving reasonable notice to all other Directors.
- 7.1.3. Notice of a Board meeting is to be given in the way decided by the Board.
- 7.1.4. The Board may hold meetings or permit a Director to take part in its meetings by using any technology that reasonably allows the person to hear and take part in discussions as they happen.
- 7.1.5. A Director who participates in a meeting as mentioned in clause 7.1.4 is taken to be present at the meeting.

- 7.1.6. A question arising at a Board meeting is to be decided by a Majority vote of the Directors voting on the Resolution and, if the votes are equal, the question is resolved so as to maintain the status quo.
- 7.1.7. The Chairperson is to preside as Chairperson at a Board meeting and if there is no Chairperson or if the Chairperson is not present within 30 minutes after the time fixed for a Board meeting, the Directors present may choose one of their number to preside as Chairperson at the meeting.

7.2. Minutes of Board meetings

- 7.2.1. The Board must ensure a record of all Directors present and full and accurate minutes of all questions, matters, Resolutions and other proceedings of each Board meeting are entered in a minute book, which may be in electronic format.
- 7.2.2. To ensure their accuracy, the minutes of each Board meeting must be Signed by the Chairperson of the meeting, or the Chairperson of the next meeting, verifying their accuracy.

7.3. Quorum for, and adjournment of, meetings

- 7.3.1. At a Board meeting, more than 50% of the Directors currently elected or appointed to the Board form a quorum.
- 7.3.2. If there is no quorum within 30 minutes after the time fixed for a Board meeting:
 - a. the meeting is to be adjourned for at least one day; and
 - b. the Directors who are present are to decide the day, time and place of the adjourned meeting.

7.4. Resolutions without meeting

- 7.4.1. A Written Resolution agreed In Writing by a Majority of Directors entitled to vote on the Resolution is as valid and effectual as if it had been passed at a Board meeting that was properly called and held, provided that every Director has been given an opportunity to read and vote on the Resolution.
- 7.4.2. Such a Resolution may be validly transmitted and agreed In Writing electronically.
- 7.4.3. A Resolution mentioned in clause 7.4.1 may consist of several documents in like form, each agreed In Writing by one or more Directors.
- 7.4.4. A record of the Resolution agreed In Writing shall be maintained with the minute book, which may be in electronic format.

8. Meetings of members

8.1. Annual General Meetings

- 8.1.1. TRL's Annual General Meeting must be held:
 - a. at least once each calendar year; and
 - b. within five Months after the end date of TRL's reportable financial year.
- 8.1.2. The following business must be conducted at each Annual General Meeting of TRL:
 - a. receiving and adopting TRL's financial statement and audit report for the last reportable financial year;
 - b. receiving Directors' reports;
 - c. appointing an appeals panel chairperson;
 - d. electing Directors;
 - e. in accordance with clause 5.4, disclosure of the nature and extent of material personal interests of Directors, if applicable;
 - f. any other business, as determined by the Board.

8.2. General Meetings

- 8.2.1. The Secretary must call a General Meeting within 21 days after:
 - a. being directed to call the meeting by the Board; or
 - b. being given a Written request Signed by at least 50% of the total combined number of Affiliated Clubs and Affiliated Associations.
- 8.2.2. A request mentioned in clause 8.2.1 must state any proposed Resolution to be considered at the General Meeting.
- 8.2.3. Separate copies of a document setting out the request may be used for signing by Affiliated Clubs and Affiliated Associations if the wording of the request is identical in each copy.
- 8.2.4. A General Meeting must be held within two Months after the Secretary is given the Written request mentioned in clause 8.2.1.
- 8.2.5. If the Secretary is unable or unwilling to call the General Meeting, a Director must call the meeting.
- 8.2.6. If the Secretary or a Director does not within 21 days from the date of receipt of the request mentioned in clause 8.2.1.b duly proceed to call the meeting to be held not later than two Months after the receipt, Club Delegates and Affiliated Associations from more than 50% of the total combined number of Affiliated Clubs and Affiliated Associations may themselves call and arrange to hold the meeting.

- 8.2.7. Any meeting called by the Affiliated Clubs and Affiliated Associations must be called in the same manner as that in which meetings are called by the Board, and must be held not later than three Months from the date of receipt of the request mentioned in clause 8.2.1.b.

8.3. Notice of General Meetings

- 8.3.1. The Secretary must give at least 21 days' notice of any General Meeting to each member of TRL.
- 8.3.2. TRL must give Written notice of a General Meeting to each member:
- a. by displaying it on TRL noticeboard and TRL's website or other form of electronic notification system; or
 - b. by sending it by post to the address for the member in the register of members or an alternative address nominated by the member; or
 - c. by sending it to an electronic mail address nominated by the member; or
 - d. by sending it to the member by other electronic means nominated by the member; or
 - e. personally.
- 8.3.3. A notice of a General Meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.
- 8.3.4. A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court, on the application of the member concerned or any other person entitled to attend the meeting or ASIC, declares proceedings at the meeting invalid.

8.4. Quorum for, and adjournment of, General Meetings

- 8.4.1. The quorum for any General Meeting is Club Delegates and Association Delegates from more than 50% of the total combined number of Affiliated Clubs and Affiliated Associations.
- 8.4.2. No business is to be transacted at any General Meeting unless a quorum is present.
- 8.4.3. If there is no quorum within 30 minutes after the time fixed for a General Meeting called upon the request of Affiliated Clubs and Affiliated Associations of TRL under clause 8.2.1.b, the meeting lapses.
- 8.4.4. If there is no quorum within 30 minutes after the time fixed for a General Meeting called other than upon the request of Affiliated Clubs and Affiliated Associations of TRL under clause 8.2.1.b:
- a. the meeting is to be adjourned for at least seven days; and
 - b. the Board is to decide the day, time and place of the adjourned meeting.

- 8.4.5. If at the adjourned meeting under clause 8.4.4 a quorum is not present within 30 minutes from the appointed time for the meeting, the Club Delegates and Association Delegates who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.
- 8.4.6. The Chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 8.4.7. No business will be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.4.8. A Resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 8.4.9. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for one Month or more.

8.5. Procedure at General Meetings

- 8.5.1. A Club Delegate or Association Delegate may take part and vote in a General Meeting in person or by using any technology that reasonably allows them to take part in discussions as they happen.
- 8.5.2. A Club Delegate or Association Delegate who participates in a meeting as mentioned in clause 8.5.1 is taken to be present at the meeting.
- 8.5.3. At each General Meeting:
 - a. the Chairperson is to preside as Chairperson; and
 - b. if there is no Chairperson or if the Chairperson is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the Club Delegates and Association Delegates present may choose another Director to be Chairperson of the meeting; and
 - c. if there is no Director present the Club Delegates and Association Delegates may choose one of their number to preside as Chairperson at the meeting; and
 - d. the Chairperson must conduct the meeting in a proper and orderly way.
- 8.5.4. No business other than that stated on the notice of meeting may be conducted at a General Meeting.

8.6. Voting at General Meetings

- 8.6.1. At a General Meeting, each question, matter or Resolution, other than a Special Resolution, must be decided by a Majority vote of the Club Delegates and Association Delegates present, eligible to vote and voting.

- 8.6.2. Each Club Delegate and Association Delegate present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.
- 8.6.3. Club Delegates or Association Delegates are not entitled to vote at a General Meeting if the Club or Association they represent has any Membership Fee, other fee or levy in arrears at the date of the meeting.
- 8.6.4. A challenge to a Club Delegate or Association Delegate's right to vote at a General Meeting:
 - a. may only be made at the meeting; and
 - b. must be determined by the Chairperson, whose decision is final.
- 8.6.5. The method of voting is to be decided by the Board.
- 8.6.6. However, if at least 20% of the Club Delegates and Association Delegates present demand a secret ballot, voting must be by secret ballot.
- 8.6.7. If a secret ballot is held, the Chairperson must appoint any two members, Club Delegates or Association Delegates to conduct the secret ballot in the way the Chairperson decides.
- 8.6.8. The result of a vote as declared by the Chairperson is taken to be a Resolution of the meeting at which the vote was held. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.

8.7. Proxies

- 8.7.1. TRL does not allow proxy voting.

8.8. Minutes of General Meetings

- 8.8.1. The Board must ensure full and accurate minutes of all questions, matters, Resolutions and other proceedings of each General Meeting are entered in a minute book, which may be in electronic format.
- 8.8.2. To ensure the accuracy of the minutes:
 - a. the minutes of each General Meeting must be Signed by the Chairperson of the meeting, or the Chairperson of the next General Meeting, verifying their accuracy; and
 - b. the minutes of each Annual General Meeting must be Signed by the Chairperson of the meeting, or the Chairperson of the next meeting of TRL that is a General Meeting or Annual General Meeting, verifying their accuracy.
- 8.8.3. If asked by a member, the Secretary must, within 14 days after the request is made:
 - a. make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and
 - b. give the member copies of the minutes of the meeting.

9. Secretary

9.1. Appointment of Secretary

- 9.1.1. TRL must have at least one Secretary, who must be an adult who:
 - a. ordinarily resides in Australia; and
 - b. is not disqualified from managing a corporation.
- 9.1.2. The Secretary may be appointed by the Board or elected at a general meeting of TRL.

9.2. Suspension and removal of Secretary

- 9.2.1. The Board may at any time suspend or remove a person appointed by the Board as the Secretary.

9.3. Powers, duties and authorities of Secretary

- 9.3.1. The Secretary holds office on the terms and conditions and with the powers, duties and authorities, delegated to them by the Board.
- 9.3.2. The Secretary must consent In Writing to holding the position of Secretary. TRL must keep the consent and must notify ASIC of the appointment within 28 days.

10. Finance

10.1. Financial year

- 10.1.1. TRL's financial year will commence on 1 October each year and end on 30 September the following year.

10.2. Financial records and audit

- 10.2.1. The Board must cause Written financial records to be kept with respect to TRL's financial affairs in accordance with the Act.
- 10.2.2. The financial records will be kept at the office or at such other place as the Board thinks fit. TRL must at all reasonable times make its financial records available In Writing for inspection by Directors, the members and any other persons authorised or permitted by or under the Act or any other law to inspect such records.
- 10.2.3. TRL must, within four Months after the end of TRL's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), make available to each member, but subject to Part 2M.3 of the Act, either:
 - a. a copy of the financial report, a copy of the Directors' report and a copy of the auditor's report required under Part 2M.3 of the Act; or
 - b. a copy of the concise report that complies with Part 2M.3 of the Act.

- 10.2.4. The Board will appoint an auditor in accordance with the Act. The auditor's duties will be regulated in accordance with the Act and remuneration will be agreed by the Board.

10.3. General financial matters

- 10.3.1. The income and property of TRL, howsoever derived, must be applied solely towards the promotion of the objects of TRL as set out in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, fees, bonus or otherwise by way of profit to or among the Directors or members of TRL.
- 10.3.2. Provided that nothing herein prevents the payment in good faith of interest to any such member in respect of money advanced by that member to TRL or otherwise owing by TRL to the member, or of remuneration of any officer or employee of TRL or to any member of TRL or other person in return for services actually rendered to TRL.
- 10.3.3. Provided further that nothing herein is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for sale or hire of goods or payment of rent for premises let to TRL.
- 10.3.4. All expenditure must be approved or ratified by the Board.

11. Documents and legal

11.1. Amendments to Constitution

- 11.1.1. Subject to the Act, this Constitution may be modified or repealed, or a new Constitution may be adopted, by a Special Resolution carried at a General Meeting.
- 11.1.2. A copy of the Special Resolution modifying or repealing this Constitution, or adopting a new Constitution, must be lodged with ASIC along with a copy of the modification or new Constitution within 14 days after it is passed.
- 11.1.3. If this Constitution is modified or repealed, or a new Constitution is adopted, the modification, repeal or adoption takes effect on the date on which the Special Resolution is passed, if the Special Resolution specified no later date.
- 11.1.4. If the Special Resolution specifies a later date, then the modification, repeal, or adoption of this Constitution will take effect on that later date.

11.2. Bylaws

- 11.2.1. The Board may make, amend or repeal bylaws, consistent with this Constitution, for the internal management of TRL.
- 11.2.2. A new, amended or repealed bylaw may be set aside by a vote of Club Delegates and Association Delegates at a General Meeting of TRL.

11.3. Indemnity

- 11.3.1. This clause applies to every person who is or has been a Director, Secretary, Committee member, other Officer Holder or employee of TRL.
- 11.3.2. TRL will indemnify each person mentioned in clause 11.3.1 out of the property of TRL against:
- a. every liability (except a liability for legal costs) that the person incurs as an Officer Holder of TRL; and
 - b. all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved as an Officer Holder of TRL; unless:
 - i TRL is forbidden by statute to indemnify the person against the liability or legal costs; or
 - ii an indemnity by TRL of the person against the liability or legal costs would, if given, be made void by statute.

11.4. Insurance

- 11.4.1. TRL may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Officer Holder against liability that the person incurs as an Officer Holder of TRL including a liability for legal costs, unless:
- a. TRL is forbidden by statute to pay or agree to pay the premium; or
 - b. the contract would, if TRL paid the premium, be made void by statute.

12. Winding up

12.1. Excess property on winding up

- 12.1.1. If upon winding up or cancellation of TRL there remains, after satisfaction of all its debts and liabilities, any Surplus Assets whatsoever, the Surplus Assets must not be paid to or distributed among the members of TRL.
- 12.1.2. Any Surplus Assets must be given up or transferred to one or more other institutions that have objects similar to the objects of TRL and which prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on TRL under or by virtue of this Constitution.
- 12.1.3. The institution or institutions mentioned in clause 12.1.2 will be determined by the members of TRL at or before the time of deregistration or in default thereof by such Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then the Surplus Assets will be given to some charitable object.