

Directors handbook

Parramatta Leagues' Club Limited

ACN 000 218 655

Approved by the Administrator of the Company
Reviewed & approved by PLC Directors

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Table of Contents

1. PURPOSE AND DEFINITIONS OF THIS DIRECTORS HANDBOOK	4
2. OBJECTIVES.....	4
3. ROLE AND RESPONSIBILITIES OF THE BOARD.....	5
3.1 Role.....	5
3.2 Strategy	5
3.3 Oversight of management.....	5
3.4 Other stakeholders	6
3.5 Ethics and responsible decision-making	6
3.6 Oversight of financial and capital management	6
3.7 Risk management and compliance	7
3.8 Dealings with management and employees	7
4. ROLE AND RESPONSIBILITIES OF PRESIDENT, COMPANY SECRETARY AND CHIEF EXECUTIVE OFFICER.....	8
4.1 President	8
4.2 Company Secretary	8
4.3 Chief Executive Officer	9
5. DELEGATIONS OF AUTHORITY	10
5.1 Delegation to Committees	10
5.2 Delegation to the CEO and management.....	10
6. BOARD STRUCTURE	11
6.1 Composition and size	11
6.2 Board skills matrix.....	11
6.3 Appointment of Directors.....	11
6.4 Eligibility.....	15
6.5 Electioneering	16
6.6 Director's training requirements	16
6.7 Conduct of individual Directors.....	17
6.8 Reporting	18
7. BOARD PROCESS.....	19
7.1 Meeting Procedure.....	19
7.2 Meeting preparation.....	19
7.3 Board solidarity	19
7.4 Interest in decision.....	20
7.5 Independent professional advice.....	21
8. DUE DILIGENCE	21
8.1 Director decisions.....	21
9. DEALINGS WITH MANAGEMENT AND EMPLOYEES.....	21
9.1 Directors act through the Board.....	21

9.2	Contact with employees.....	22
10.	CONFIDENTIALITY AND PUBLIC COMMENT	22
10.1	Confidentiality of Company information.....	22
10.2	Confidentiality of Board papers and processes	22
10.3	Public comment	23
10.4	Disclosure by compulsion	23
10.5	Other exceptions to the obligation of confidentiality.....	23
11.	IMPROPER USE OF INFORMATION	23
12.	MAINTENANCE AND PROMOTION OF PUBLIC CONFIDENCE	23
13.	REIMBURSEMENT OF EXPENSES.....	24
13.1	Right to reimbursement.....	24
13.2	Promulgation of guidelines	24
13.3	Board review	24
14.	BOARD’S PERFORMANCE EVALUATION.....	24
15.	REVIEW OF DIRECTORS HANDBOOK.....	25
16.	ENFORCEMENT OF DIRECTORS HANDBOOK.....	25
17.	SCHEDULE 1 - Skills Matrix.....	26
18.	Official Company Spokespersons under the Company Media Policy	27

1. PURPOSE AND DEFINITIONS OF THIS DIRECTORS HANDBOOK

The Board is responsible for the good governance of Parramatta Leagues' Club Limited (**Company**). The purpose of this Directors Handbook is to specify how the Company is governed so as to promote confidence in the Company and to seek to protect the interests of members and related stakeholders.

This Directors Handbook sets out the roles and responsibilities of the Board and management, which responsibilities are delegated to Committees of the Board or to management, as well as guidance relating to the membership and the operation of the Board.

A Director must fully acquaint themselves and keep themselves up to date with this Directors Handbook, the Constitution of the Company and Committee Charters. At all times a Director must comply with both the letter and the spirit of this Directors Handbook, the Constitution of the Company and Committee Charters.

Unless the context requires, other terms having a defined meaning in the Corporations Act 2001 (Cth) ("**Corporations Act**") or the Registered Clubs Act 1976 (NSW) ("**Registered Clubs Act**") have a corresponding meaning in this Directors Handbook.

If any provision of this Directors Handbook is or becomes inconsistent with the Registered Clubs Act, the Corporations Act or the Liquor Act 2007 (NSW) (including any regulations under them and any consolidations, amendments, re-enactments or replacements of any of them), or any contract of employment between a Director and the Company, this Directors Handbook is taken not to contain that provision to the extent of the inconsistency.

2. OBJECTIVES

The Board is responsible for overseeing the proper management of the business of the Company. Its objectives are to advance the Company's strategic direction in all of its day to day activities in a way that:

- (a) provides clear accountability;
- (b) protects the rights and interests of all stakeholders;
- (c) provides for proper management of the assets of the Company;
- (d) supports the achievement of the Company's fiduciary, environmental, health, safety, social and other obligations;
- (e) supports the achievement of the Company's obligations under the Registered Clubs Act and any related By-Laws, rules and regulations; and
- (f) preserves and enhances the Company's reputation and standing in the community.

In pursuing the objectives of the Company a Director is expected to:

- (g) actively do the right thing to ensure that the right result is achieved by the right process;
- (h) act as an ambassador for the Company in the community;

- (i) set the right tone and culture of the Company; and
- (j) behave with the highest standards of ethics.

3. ROLE AND RESPONSIBILITIES OF THE BOARD

3.1 Role

The role of the Board is to provide leadership, strategic guidance and oversight of management for the Company. The Board derives its authority to act from the Company's Constitution. The Board must pursue the objective that Company activities comply with the Company's Constitution and with legal and regulatory requirements, including under the Registered Clubs Act.

The Board has reserved to itself the following specific responsibilities.

3.2 Strategy

The Board is responsible for:

- (a) providing leadership and setting strategic objectives for the Company;
- (b) reviewing and approving strategic plans and performance objectives of the Company consistent with the corporate strategy, and reviewing the assumptions and rationale underlying the strategic plans and performance objectives; and
- (c) monitoring management's implementation of the Company's strategic objectives and its performance generally.

3.3 Oversight of management

The Board is responsible for:

- (a) appointing, and if necessary replacing, the Chief Executive Officer ("CEO") (who is also the Company Secretary as required by the Registered Clubs Act);
- (b) approving the appointment, and if necessary replacement, of other senior executives, approving the appointment, and if necessary replacement, of other senior executives requested/recommended by the CEO;
- (c) approving succession plans for key individuals;
- (d) monitoring senior executives' performance and implementation of the Company's strategic objectives against measurable and qualitative indicators, encouraging enhanced effectiveness and ensuring that appropriate resources are available;
- (e) approving the Company's remuneration framework, policies and practices;
- (f) providing advice and counsel to management; and
- (g) requiring that management supplies the Board with accurate, timely and clear

information to enable the Board to perform its roles and responsibilities.

3.4 Other stakeholders

The Board is responsible for establishing and monitoring:

- (a) policies governing the Company's relationship with other stakeholders and the broader community; and
- (b) to the extent relevant, policies relating to environmental, employment, occupational, health and safety, social responsibility, sustainable development and other matters.

3.5 Ethics and responsible decision-making

The Board is responsible for:

- (a) promoting ethical and responsible decision-making and charging management with the responsibility for creating a culture in the Company of ethical and responsible behaviour, including:
 - (i) acting in the best interests of the Company;
 - (ii) acting with high standards of personal integrity;
 - (iii) complying with applicable laws, regulations, codes and policies (including the Registered Clubs Act); and
 - (iv) not knowingly participating in any illegal or unethical activity;
- (b) establishing, monitoring and promoting a code of conduct and related policies to guide the Directors, management and employees in practices necessary to maintain confidence in the Company's integrity (including encouraging the reporting of unlawful or unethical behaviour and protecting whistleblowers who report violations in good faith);
- (c) monitoring the effectiveness of the Company's governance practices and accountability for contraventions; and
- (d) establishing, monitoring and promoting a diversity policy to outline the Company's commitment to diversity and inclusion in the workplace and setting out a framework to achieve the Company's diversity goals.

3.6 Oversight of financial and capital management

The Board is responsible for:

- (a) monitoring the integrity of the Company's accounting and corporate reporting systems (including the external audit) and requiring that financial records are properly maintained and financial statements comply with appropriate accounting standards;

- (b) reviewing and approving financial statements, having regard to, among other things, the information the Directors know about the Company;
- (c) monitoring financial results on an ongoing basis;
- (d) approving and monitoring operating budgets, major capital expenditure, major acquisitions and divestitures and material commitments; and
- (e) capital management including approving decisions affecting the capital of the Company and major financing arrangements.

3.7 Risk management and compliance

The Board is responsible for:

- (a) identifying, analysing and evaluating material risk for the Company on an ongoing basis;
- (b) setting risk appetite guidance within which the Board expects management to operate (including the nature and extent of risks that can be taken to meet objectives) and monitoring the Company's activities within that guidance;
- (c) establishing and monitoring a risk management framework for the Company to identify, analyse, evaluate and manage risk; and
- (d) establishing and monitoring governance and compliance frameworks and systems for the Company to meet regulatory, contractual, internal and other requirements.

3.8 Dealings with management and employees

Individual Directors have no right to give instructions to management, consultants, contractors or employees of the Company, or management, consultants, contractors, employees or players of Parramatta National Rugby League Club Pty Limited (ACN 092 536 519) ("PNRL") without the approval of the Board.

Individual Directors have no right to perform management, executive or employee functions of any nature in connection with the conduct of the business of the Company without the approval of the Board.

Individual Directors have no right to approach management, consultants, contractors and employees of the Company (or PNRL) to seek information or documents without the approval of the CEO. Individual Directors must direct inquiries concerning the business of the Company to management and employees through the CEO.

4. ROLE AND RESPONSIBILITIES OF PRESIDENT, COMPANY SECRETARY AND CHIEF EXECUTIVE OFFICER

4.1 President

The President is a Director appointed by the Board. The President is responsible for:

- (a) chairing Board and member meetings, setting the Board's agenda and seeking to ensure that adequate time is available for discussion of all agenda items, in particular strategic issues;
- (b) seeking to ensure that Directors are briefed on Board matters and leading the Board in reviewing and discussing Board matters;
- (c) seeking to facilitate effective contribution by all Directors and monitoring Board performance;
- (d) seeking to promote constructive and respectful relations between Board members and between the Board and management;
- (e) seeking to encourage Directors to meet separately (e.g. annually) to consider, among other things, senior executive performance;
- (f) seeking to achieve the objective that membership of the Board is skilled and appropriate for the Company's needs; and
- (g) monitoring the role of the Company Secretary and Chief Executive Officer.

4.2 Company Secretary

The Company Secretary acts as secretary of the Board, attending meetings of the Board and its Committees. The Company Secretary is accountable directly to the Board, through the President, on matters to do with the proper functioning of the Board. In addition to responsibilities under the Corporations Act, the Registered Clubs Act, the Company's Constitution, and matters specifically delegated, the Company Secretary acts as a point of contact between the Board and management. The Company Secretary's responsibilities include:

- (a) monitoring that policies and procedures of the Board are followed;
- (b) organising Board and Committee meetings, Director attendance, draft notices of meetings and resolutions for approval, and coordinating the despatch of Board and Committee meeting papers;
- (c) capturing the business of Board and Committee meetings in the minutes, and circulating minutes from Committee meetings to the Board;
- (d) helping to organise and facilitate the induction and professional development of Directors so that they can develop and maintain the skills and knowledge needed to perform their role as Directors effectively;
- (e) performing the functions provided for in the Registered Clubs Act, including the power to carry out such investigations and inquiries as are provided for in the Registered Clubs Act; and

- (f) seeking to ensure that the Company complies with its requirements under the Corporations Act regarding its registered office, annual returns and notices to be lodged with the Australian Securities and Investments Commission.

4.3 Chief Executive Officer

The Chief Executive Officer is appointed by the Board. The president is the Board's principal formal contact with the chief executive officer. However, the Chief Executive Officer has, within reason, unrestricted access to all Board members and vice versa. Fitting with good governance principles, Board contact with Parramatta Leagues Club staff is usually with the agreement of the Chief Executive Officer. Direct unrestricted contact between the Chief Financial Officer (or delegate) and members of the Board's Audit and Risk Committees is expected.

The key responsibilities of the Chief Executive Officer include:

- (a) delivering the vision and mission of the Company through the development and implementation of the Company's Board-approved intent and strategy, its annual operating plans and budgets and other policy documents;
- (b) delivering strong financial performance and risk management policies and processes while ensuring compliance with all regulatory obligations;
- (c) developing and retaining staff, and implementing best practice people and culture policies and processes which lead to a positive Company culture, in which all staff can realise their full potential;
- (d) developing and delivering the Company's public image and brand through quality stakeholder communications, marketing and management processes and good overall promotion of the Company;
- (e) passionately advocating, as appropriate, the Company's role and responsibilities to local, state and federal governments, the club industry and other regulatory authorities, the corporate sector and other community groups and influence opinion makers to extend the Company's influence;
- (f) assisting the Board in developing, applying and monitoring key performance measures across all key activities and responsibilities within the Company, including business process improvement, business development and partnerships, finance, administration and human resources management, and marketing development.

The Chief Executive Officer has Board-delegated authority within specified limits in relation to approving financial decisions. This includes authority to authorise payments where the Board has already approved such payments within the Chief Executive Officer's delegated authority.

The Board's annual performance review of the Chief Executive Officer will be guided by these responsibilities, as well as other agreed specific objectives and responsibilities, all of which will be regularly reviewed and agreed as the Company's activities and operating environment require. The Chief Executive Officer attends Board meetings as an invited attendee. The Chief Executive Officer is encouraged to invite other senior staff attendees in consultation with the President.

5. DELEGATIONS OF AUTHORITY

5.1 Delegation to Committees

Under the Company's Constitution, the Board may delegate responsibility to Committees to consider certain issues in further detail and then report back to and advise the Board.

Standing Committees established by the Board will adopt charters setting out the authority, responsibilities, membership and operation of the Committees. There are currently two (2) standing Committees:

- Audit Committee; and
- Risk & Compliance Committee.

The Company may establish other Committees from time to time to consider other matters of special importance, including any Committees required for legislative reasons or deemed suitable by the Board (including disciplinary issues concerning membership).

The Board has the right to terminate Standing Committees at any time, other than the two (2) Committees as specified above.

Directors are entitled to attend Committee meetings and receive Committee papers. Committees will maintain minutes of their meetings and are entitled to obtain professional or other advice in order to effectively carry out their proper functions. The Chairman or, if the Chairman is not available, the members of each Committee will report on Committee meetings to the Board at the next full Board meeting.

5.2 Delegation to the CEO and management

The Board delegates to the CEO the authority to manage the day to day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those reserved to the Board and its Committees under their charters or under specific limitation or guidance from the Board.

The CEO has authority to delegate to the senior management team who are responsible for:

- (a) implementing the strategic objectives of, and operating within the risk appetite set by, the Board and for all other aspects of the day-to-day running of the Company; and
- (b) providing the Board with information to enable the Board to perform its responsibilities.

From time to time the Board may review the division of functions between the Board and management so that it continues to be appropriate to the needs of the Company.

6. BOARD STRUCTURE

6.1 Composition and size

The Company's Constitution provides that there must be seven (7) Directors.

The President of the Board will be elected annually by the Directors.

The President is not to be a PNRL director except in extraordinary circumstances where that appointment is approved by unanimous resolution of all Directors.

6.2 Board skills matrix

The Company seeks to have Directors with an appropriate range of skills, knowledge, experience, independence and diversity, and an understanding of and competence to deal with current and emerging issues of the business. It has a Board Skills Matrix setting out the skills and diversity that the Board has or is looking for in order to identify any gaps in skills that the Board seeks. This Skills Matrix is Schedule 1 to this handbook.

6.3 Appointment of Directors

The process of selection and appointment of Directors to the Board is that when a relevant vacancy arises, the Board will review candidates from the perspective of the Eligibility Criteria in the Constitution and this handbook and appropriate skills, knowledge, experience, independence and expertise. When a casual vacancy arises and the Board considers that a suitable candidate has been found, that person may be appointed by the Board to fill that casual vacancy in accordance with the Company's Constitution.

Directors will be engaged by a letter of appointment setting out the terms and conditions of their appointment. Executive staff and other senior management will have their roles and responsibilities and the Company's expectations set out in an employment agreement or a service contract.

For the purposes of the statutory declaration requirement specified in clause 9.3(g) of the Constitution, the declarations required are declarations confirming that:

- (a) the person is the person nominated for office as a director of Parramatta Leagues' Club Limited in the attached nomination form;
- (b) the person is not an employee of the Company or PNRL. If previously a permanent employee of the Company or PNRL, the person ceased that employment at least 5 years ago. The person is not a former employee of the Company or PNRL where a court or administrative body has determined that they engaged in misconduct;
- (c) the person is a current financial Full member of the Company;
- (d) the person will be a current financial Full member at the date of the next annual general meeting, and the date of voting for the next election of the Board, and the date of their nomination to the Board (unless for whatever reason the person's membership is suspended or terminated on or before that date, for a

reason which was not foreseeable as at the date of their declaration);

- (e) the person is not currently under suspension from the Company;
- (f) the person has not previously been expelled from the Company, and that expulsion has not over-turned upon subsequent review/appeal;
- (g) the person is over the age of 18 years;
- (h) the person is not, and has not previously been, bankrupt;
- (i) the person has not been disqualified from managing a corporation under the Corporations Act 2001 (Cth) ("Corporations Act");
- (j) the person has not at any time been disqualified from managing a corporation or been found liable for, or admitted to, an offence involving corporate or financial misconduct (which has not been the subject of a successful appeal);
- (k) in the 15 year period prior to the closing date for receipt of nominations for the next Board election, the person has not been found guilty of or admitted to a criminal offence (other than an offence that cannot give rise to a custodial sentence) (and which has not been the subject of a successful appeal), with confirmation of that fact to be annexed to the statutory declaration;
- (l) the person has not had any administrative body or authority created by statute or regulation, including the Independent Liquor & Gaming Authority or Liquor & Gaming NSW, or any court or tribunal (including NSW Civil and Administrative Tribunal) pursuant to any statute or regulation, including the Registered Clubs Act:
 - (a) make a written finding, determination or declaration that the person is not a fit and proper person to be or act as a member of the governing body of a registered club or of any corporation or incorporated body; or
 - (b) make a written finding, determination or declaration that the person is not a fit and proper person to be or act as the secretary of a registered club or of any corporation or incorporated body; or
 - (c) remove the person from office as the secretary or member of the governing body of a registered club or of any corporation or incorporated body; or
 - (d) make a written finding, determination or declaration that the person is ineligible to stand for election to or be appointed to or hold office in the position of secretary or member of the governing body or both of those positions of a registered club or of any corporation or incorporated body (even if the period of ineligibility in the declaration has expired); or
 - (e) make any other written adverse finding, determination or declaration about the person, which recommends against the person standing for election to or being appointed to or holding office in the position of secretary or member of the governing body or both of those positions of a registered club or of any corporation or incorporated body,

and which in each case has not been the subject of a successful appeal;

- (m) the person is not subject to any current, or to the best of their knowledge any pending or threatened, investigation or enquiry by a government agency or other authority that could lead to proceedings or action of the type described in clause (h) to (n) above;
- (n) Except as disclosed in the declaration, the person has not had dealings with the Company or any Related Body Corporate of the Company (including PNRL) of a kind specified in paragraph 6.4 of this handbook or that may otherwise cause the person to be ineligible as a Director as set out in paragraph 6.4 of this handbook;
- (o) the person is not a director or member of the governing body or an employee of any other registered club (as that term is defined in the Registered Clubs Act);
- (p) the person is aware that if they become a Director of the Company, they will have duties and responsibilities at law;
- (q) the person acknowledges that, if they are appointed as a Director of the Company, they are required to take all appropriate and reasonable steps to become aware of their duties and responsibilities at law as a Director the Company and of the potential penalties and person liabilities to which the person will be exposed if they fail to discharge those duties and responsibilities;
- (r) the person acknowledges and is aware that there are other pieces of legislation which may impact on their duties and responsibilities as a director of the Company. These include but are not limited to the Liquor Act 2007 (NSW), Gaming Machines Act 2001 (NSW), Fair Work Act 2009 (Cth), Work Health & Safety Act 2011 (NSW), the Anti-Discrimination Act 2004 (NSW), and the Australian Consumer Law;
- (s) the person acknowledges that the Company has a Constitution with which the Company must comply and with which the person as a member and (if elected and appointed) as a Director must comply;
- (t) the person meets all the necessary requirements to nominate for the position of Director as detailed in the Company's Constitution and By-Laws;
- (u) should the person be elected to the position of Director, the person acknowledges that they are required to make all the required disclosures to the Secretary of the Company as required under the Registered Clubs Act and the *Registered Clubs Regulation 2015* (NSW). This will require the following disclosures:
 - (a) whether the person has a material personal or pecuniary interest in any matter that would cause a potential conflict with the person in carrying out their duty as a Director of the Company; (*Pecuniary interest is shareholding of more than 5% in a company or any shareholding interest in a company that carries on the business of supplying gaming machines or liquor to the Company. For example, the owner of any shares in a company that trades with the Company such as Telstra or Aristocrat.);
 - (b) whether the person is an owner, shareholder, director or employee of any business that currently contracts with or provides goods and services to the Company;
 - (c) whether the person is a contractor to any business that provides any goods

or services to the Company;

- (d) whether the person derives any remuneration, of any description, from any business that deals directly with the Company;
- (e) the name of any “close relative” that is an employee of the Company; and
- (f) any financial interest in respect of a hotel;
- (v) the person acknowledges that, if they are appointed as a Director of the Company, they are required to hold, or will apply for, a mandatory “Director Identification Number” within 28 days of their appointment as required by ASIC;
- (w) the person acknowledges that, if they are appointed as a Director of the Company, they are required to undertake ongoing training as required by law or recommended by the Secretary of the Company;
- (x) the person acknowledges that, if they are appointed as a Director of the Company, they are required to attend such trade fairs, industry conferences or other educational functions as recommended by the Company’s Secretary;
- (y) the person acknowledges that, if they are appointed as a Director of the Company, they are required to comply with the ClubsNSW Code of Practice and any relevant guidelines issued in that regard;
- (z) the person has not engaged in electioneering activity excluded by the Company’s By-Laws the person has not engaged in, and acknowledge that they are prohibited under the Company’s By-Laws from engaging in, electioneering activity either on the Company’s premises or via contacting members by electronic communication or social media, to campaign for votes in support of my election to the Board (provided that such prohibition shall not apply to any dissemination without further commentary of official Company documentation setting out Board candidates, voting details, or giving Notice of Annual General Meeting);
- (aa) the person acknowledges that, if they are appointed as a Director of the Company, they are required to comply with any Code of Conduct or Corporate Governance Manuals approved by the Board including the Directors Handbook;
- (bb) the person hereby agrees to keep all matters dealt with the Board strictly confidential and shall only disclose these to other parties with the consent of the Board;
- (cc) the person makes this declaration not more than one (1) month prior to the date for closure of nominations for the next Board election; and
- (dd) if elected as a Director of the Company, the person accepts their responsibilities under the Corporations Act 2001 (Cth) and the Registered Clubs Act and other relevant legislation, as a member of the governing body responsible for the management of the business and affairs of the Company and will comply with the Constitution of the Company.

Directors must retire from office in accordance with the Constitution. Retiring Directors may be eligible for re-appointment, however, the maximum period a Director may hold office is twelve (12) years in total.

6.4 Eligibility

All Directors must meet the Eligibility Criteria in clause 9.3 of the Company's Constitution and should bring an independent judgement to bear on all Board decisions.

In addition to meeting the specific Eligibility Criteria, a Director is considered an eligible Director if he or she is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its Members.

A person who has had dealings with the Company or any Related Body Corporate of the Company (including PNRL) beyond the following thresholds:

- (a) is, or has been within the last five (5) years, in a business relationship (e.g. as a supplier or customer) with the Company or any Related Body Corporate, or an officer of, or otherwise associated with (whether as shareholder or employee), someone with such a relationship where the amount paid to or by the Company or the Related Body Corporate has exceeded \$20,000 in any of those five (5) years;
- (b) has a contractual relationship with the Company or any Related Body Corporate, or an offer of employment from the Company or any Related Body Corporate, or is otherwise associated with (whether as shareholder or employee) the Company or any Related Body Corporate other than as a Director where the term of that contact exceeds twelve (12) months in total; or
- (c) is, or has within the last five (5) years been, a partner, director or employee of a provider of material professional services to the Company or any Related Body Corporate where that service provided has been paid in excess of \$20,000 in any of those five (5) years;
- (d) is not a director or member of the governing body or an employee of any other Registered Club;
- (e) has immediate family ties, and/or family or personal relationships that a reasonable person might consider of material impact within any of the categories described above,

will not be eligible to be a Director, unless the Board is satisfied on reasonable grounds that the person is eligible to be a Director despite the existence of one or more of these circumstances because the Board is satisfied that the circumstances are immaterial. In each case, the materiality of the interest, position, association or relationship needs to be assessed to determine whether it might interfere, in the opinion of the Board, or might reasonably be seen to interfere, with the Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its Members generally.

For the purposes of paragraphs (a) to (d) above, a person will be considered to satisfy the eligibility criteria set out in that paragraph despite the requirements of that paragraph in circumstances where:

- (f) the person is an officer or employee (but is not a member of the executive key management personnel) of an entity included in the official list of a prescribed

financial market; or

- (g) the person is a securityholder of (but does not control or have a substantial shareholding in) an entity included in the official list of a prescribed financial market; or
- (h) the person is a receiver, liquidator or administrator or a person appointed to administer the affairs of the Company or a Related Body Corporate or is a partner, director or employee of a professional services entity associated with such a person.

The Board will assess the eligibility of each person seeking to become a Director in light of interests disclosed by them at least annually at or around the time that the Board considers candidates for appointment to the Board. Each person seeking to become a Director must provide the Board with all relevant information related to this eligibility assessment.

Each individual Director must immediately inform the President of any circumstances which may have a bearing on their eligibility and must immediately provide details of those circumstances to the President, or in the case of the President, to the other members of the Board.

If a Director's interests, positions, associations or relationships change, an assessment of their eligibility should be made as soon as practicable after the Board becomes aware of the change.

6.5 Electioneering

Any candidate for election as a Director must agree to such restrictions and protocols concerning the election process as may be specified by the Board from time to time ("**Election Requirements**") as indicated in the ByLaws.

Each candidate for appointment as a Director must enter into an agreement with the Company agreeing to be bound by the Election Requirements. A refusal to be bound by the Election Requirements or a breach of the Election Requirements will be a breach of this Directors Handbook leading to the potential consequences set out in section 16.

Areas that may be dealt with in the Election Requirements may include (but are not limited to):

- methods and format of written and electronic contact with members (including by social media);
- use of Company premises for electioneering;
- presentation of information in the notice of ballot for the election.

6.6 Director's training requirements

Each Director must also successfully complete any required training under the Registered Clubs Act (and any regulations under it).

6.7 Conduct of individual Directors

A Director must not engage in conduct likely to bring discredit upon the Company. This relates to situations where the Director is carrying out the duties of a Director or representing the Company and also in relation to anything else that a Director does in connection with the Company or in their life outside the Company. Each Director must not only avoid conduct of their own likely to bring discredit to the Company but must be quick to expect other Directors and employees to do likewise and have the courage to push for appropriate action if not.

Directors have a duty to consider the interests of the Company as a whole. A Director may not act in the interests of an association of people or in affiliation with other parties if that would conflict with the interests of the Company as a whole.

Only those Directors and individuals listed in Schedule 3 to this Directors Handbook may engage with the media in accordance with the Company Media Policy, as amended from time to time.

Directors must at all times act in accordance with all legal and statutory requirements, and devote sufficient time to discharge their duties as Directors of the Company. Directors must:

- (a) discharge their duties in good faith and in the best interests of the Company and for a proper purpose, with good faith being judged from the view point of the Company;
- (b) act with care and diligence, demonstrate commercial reasonableness in their decision making and act with the level of skill and care expected of a Director of a major Company, including applying an independent and enquiring mind to their responsibilities;
- (c) notify other Directors of their material personal interests and take reasonable steps to avoid actual, potential or perceived conflicts of interest (except as permitted by the Corporations Act or the Registered Clubs Act);
- (d) not make improper use of information gained through their position as a Director;
- (e) not take improper advantage of their position as a Director;
- (f) not perform any management, executive or employee function in connection with the business of the Company without the approval of the Board;
- (g) not solicit or accept any bribe, secret commission or illegal inducement;
- (h) make reasonable enquiries if relying on information or advice provided by others;
- (i) undertake any necessary inquiries in respect of delegates;
- (j) give the Company all the information required by the Corporations Act;
- (k) not allow the Company to engage in insolvent trading; and
- (l) consult the President if considering an invitation to become a director of any other Company (except a related body corporate of the Company) and have regard to the views of the President about the Director acting as a director of an

external entity, and relevant Board policies and best practice standards on multiple directorships.

In addition, to avoid any appearance of inducement or improper conduct, a Director:

- (a) must not accept any gifts or promotional items from a third party which has a relationship (whether contractual or otherwise) with the Company, PNRL, other registered clubs or rugby league unless the items are of a negligible value (that is, less than a value of \$500 for an individual item or, in the case of items received proximate in time, less than a cumulative value of \$500) and reasonable under the circumstances and where that does not otherwise involve a breach of another conduct standard;
- (b) may not participate in any Company promotion involving prizes or rewards and if a person with close family ties to a Director wins such a prize or reward that person may not accept such prize or reward;
- (c) may not seek preferential treatment over members of the public in relation to the activities of the Company, PNRL, other registered clubs or involving rugby league except with the prior informed consent of a resolution of the Board;
- (d) may accept a meal or a drink or entertainment only if such courtesies are modest and reasonable in the circumstances and fully disclosed where required;
- (e) must not accept the provision of travel or accommodation by an outside party as part of an entertainment activity except where that would not otherwise breach a conduct standard and is lawful and has the informed prior consent of a resolution of the Board;
- (f) must not commit Company funds, services or resources for any political cause, party or candidate except with the prior informed consent of a resolution of the Board and where it is permissible under the Constitution;
- (g) must not bind the Company, or seek to bind the Company, to any contractual obligation or other commitment without the specific approval of the Board;
- (h) must use all reasonable endeavours to protect Company assets and to ensure their efficient use and that they are not misused; and
- (i) must ensure that they deal fairly with Company management, consultants, contractors and employees.

6.8 Reporting

A Director is expected to report promptly and in good faith any actual or reasonably suspected breach of any legal or governance requirement by any other Director or any Company officer, consultant or employee. A Director should report to the President, or in extraordinary situations, to another Director in anticipation of a Board meeting, or to the CEO.

A Director must encourage, support and not discriminate against a fellow Director or anyone else who in good faith makes any such report. A Director in particular is expected to show positive respect and acknowledgement to any other Director who in good faith calls out any concern about any breach of these conduct standards or any non-compliant act or omission in connection with the Company.

7. BOARD PROCESS

7.1 Meeting Procedure

All Board meetings will be conducted in accordance with the Company's Constitution, the Registered Clubs Act and the Corporations Act. Directors are committed to collective decision making, but have a duty to question and raise any issues of concern to them. In order that such matters can be discussed properly, it is important that management and other Directors be given time to consider them, and it is good practice for a Director with a serious concern to advise the President in time for the matter to be added to the agenda. In addition, Directors must deal with resolving Board issues in the Boardroom at Board meetings and not in separate discussions.

Matters are to be debated openly and constructively amongst the Directors, and Directors should be frank and open in Board meetings and be ready to actively question, request information and raise issues. Directors will not hesitate to test proposals or put forward alternatives and will be respectful of others who do so, but will not do so in an argumentative way. A Director must not talk over others or monopolise Board discussion and must support each Director being given an opportunity to speak on a topic. Each Director by their manner of active participation in Board processes must assist to set the tone for ethical and responsible decision making throughout the Company.

Individual Directors must utilise their particular skills, experience and knowledge when discussing matters at Board meetings. However, in the interests of the effectiveness of the Board, and the Company as a whole, the Directors agree that they will conduct themselves cohesively with good will and in a harmonious manner. The importance of good teamwork is recognised and acknowledged.

Directors recognise that the effectiveness of the Board will be enhanced if contributions to Board discussions are kept brief and relevant, and if each builds on the previous contributions of others. Where a Director supports what has been said by another Director on a topic, the Director must say so and add any additional points or points of difference but otherwise avoid repetition. Directors must support the President in maintaining order and making Board discussions effective.

Decisions of the Board must be made collectively in accordance with the Constitution.

7.2 Meeting preparation

Directors are expected to prepare adequately for, attend and participate in Board meetings. Directors should consider the sufficiency of the contents of the Board papers that they have been provided for consideration. The Board should assess the information that it receives and the timing of its distribution to ensure the Board has sufficient time to examine the material provided to it for approval.

7.3 Board solidarity

Directors recognise that the responsibilities to their colleagues and the Company require that, where disagreement occurs, every effort must be made to resolve the issues and avoid dissension.

There may be times when a Director feels so strongly about a matter of principle that

the Director is unable to acquiesce in a proposed decision of the Board. In such cases the Director should consider taking some or all of the following steps:

- (a) making the extent of the dissent and its possible consequences clear to the Board as a means of seeking to influence the decision;
- (b) asking for additional legal, financial or other professional advice;
- (c) asking that the decision be postponed to the next meeting to allow time for further consideration and informed discussion.

Once a policy decision is made by the Board, loyalty to the Company requires a Director to support that policy or decision even if the Director did not personally support the policy or decision. Directors must not disclose to third parties that they have dissented from a decision made by the Board.

Dissenting Directors have a right to resign but understand that if they choose to remain on the Board they are bound by the collective decisions of the Board and may be legally liable for them.

Directors do not have a right to ignore or attempt to frustrate decisions of the Board, nor to pursue a private agenda, when they do not agree with the majority decision.

The Board may request or invite management or external consultants to attend Board meetings if necessary or desirable.

The Board may conduct meetings by telephone, video conference or other electronic means.

Directors and members of Committees are expected to attend every meeting. It is understandable that occasionally someone will have to miss a meeting. Where that is known in advance, a Director should ask that the minutes record their apology for the next meeting and also ask for a resolution granting them leave of absence. Where an absence is due to an emergency, the Director should ask that be noted in the minutes of the next meeting.

7.4 Interest in decision

A Director must make disclosures in advance of a Board meeting of any personal interest that the Director may have or any person with a close family tie to the Director may have (directly or through an interest in a corporation, entity or trust) in a decision to be made by the Board. Every disclosure of interest must be true, complete and not misleading.

If a disclosure of interest is made, the Board (excluding the interested Director) will determine if the interested Director may vote on the matter and the interested Director may not be present at any discussion by the Board on that issue.

If a Director has a personal interest or any person with a close family tie to a Director has any dealings or business relationships (directly or through an interest in a corporation, entity or trust) they must promptly advise the Board through the President. Every disclosure of interest must be true, complete and not misleading.

Directors are expected to err on the side of caution in making a disclosure under this policy.

7.5 Independent professional advice

Following approval from the President, Directors may seek independent professional advice at the Company's expense. Generally this advice will be available to all Directors if the President considers the advice relevant for them to discharge their responsibilities as Directors.

8. DUE DILIGENCE

Will ensure that they are fully informed about the activities and affairs of the Company, the registered clubs and gaming and hospitality industry and the rugby league industry generally, including relevant statutory and regulatory requirements.

Directors have a right to obtain from management all information necessary for them to properly discharge their duties and to have that information provided in a timely fashion. Directors must ensure they ask for clarification of, or further information on, any matter that they do not fully understand, including, without limitation, in the course of review of the Company's financial reports and statements.

Requests for information may only be made by a Director through a request made to the CEO. It is recognised that the provision of information may be burdensome and cause expense to the Company. If the Board determines that an information request of a Director is excessive in the detail requested or not relevant to a matter before the Board the Board may resolve that the information request of the Director need not be acted upon.

8.1 Director decisions

For each and every decision in which a Director participates, he or she will make sure that they are able to demonstrate the required care and diligence referable to facts and materials showing that:

- (a) he or she made their judgement in good faith for a proper purpose;
- (b) he or she did not have a material personal interest in the subject matter;
- (c) he or she informed themselves about the subject matter to a reasonable extent by carefully reviewing the materials provided by management including considering whether those materials appear to be sufficient; and
- (d) he or she rationally believes that the decision is in the best interests of the Company.

9. DEALINGS WITH MANAGEMENT AND EMPLOYEES

9.1 Directors act through the Board

The Board as a whole is responsible for the overall strategic direction and affairs of

the Company. No Director has any right to participate in the management of the business and affairs of the Company except in acting with the authority of the Board.

A Director must not in any way act in an executive or employee capacity or interfere with the administration or operation of the business and affairs of the Company (or its related bodies corporate, including PNRL) except through making decisions of the Board.

9.2 Contact with employees

A Director may not give instructions to management, consultants, contractors or employees of the Company (or its related bodies corporate, including PNRL) except through making decisions of the Board. A Director may not engage in conduct that would reasonably be considered abusive, derogatory, unfair or intimidating in their dealings with management, consultants, contractors and employees (including by telephone, email or social media).

10. CONFIDENTIALITY AND PUBLIC COMMENT

10.1 Confidentiality of Company information

Directors will not disclose confidential information concerning the Company or its business or affairs or acquired by virtue of their position as a Director to any person, and must not, without the consent of the President, put themselves in a position where they are obliged to disclose any such confidential information.

This obligation continues to apply after a Director's resignation or retirement.

10.2 Confidentiality of Board papers and processes

Board agendas, papers, minutes and discussions are confidential to the Company and are the property of the Company. A Director must take great care with any Board papers or other documents that come to the Director and ensure they are kept confidential and protect them from loss or accidental or other disclosure. All such Board papers or other documents must be securely maintained. These restrictions also apply to materials provided electronically.

Directors will maintain the confidentiality of matters discussed at Board meetings so that all Directors and executives who speak at or provide materials to Board meetings feel free to fully speak their mind and so there is confidence that commercially sensitive and potentially controversial issues can be fully and frankly canvassed. The respect for Boardroom confidentiality is also so that people dealing with the Company or observing the Company, have the confidence that the Company is stable, reliable and trustworthy.

If so requested by the Company Secretary a Director must deliver up all Board papers or other documents in their possession or control. This obligation continues to apply after a Director's resignation or retirement but is subject to the terms of any Deed of Access, Indemnity and Insurance.

Directors will refrain from any public comment regarding the considerations and determinations of the Board, unless authorised by the Board to do so.

10.3 Public comment

The right to comment to the media on the business or affairs of the Company and to present the Company's views is restricted to the persons as set out in Schedule 3.

Directors must not provide background briefings or comments to journalists on the business and affairs of the Company or matters related to PNRL or the Parramatta Eels Rugby League football team.

10.4 Disclosure by compulsion

Directors acknowledge that there are specific exceptions under law to these confidentiality obligations specified above, such as when a person is legally required to give evidence in Court or to a regulatory body. If a Director becomes aware that they will or may be required by law to disclose confidential information, that Director must immediately inform the President of the relevant circumstances.

10.5 Other exceptions to the obligation of confidentiality

There are various exceptions to the obligation of confidentiality as follows:

- (a) a Director may discuss the text of a Board resolution if the resolution includes the words "For Publication" or if publication is otherwise authorised by a Board resolution;
- (b) it is not a breach of confidence for there to be necessary disclosure of a Board resolution by those who are duly implementing the resolution; and
- (c) a Director must never say outside the Boardroom that a resolution was not unanimous. However, it is not a breach of confidence for a Director to make a general statement about their own personal position on a material matter of conscience although they must not do so in a way that otherwise breaches Boardroom confidentiality.

11. IMPROPER USE OF INFORMATION

Directors will not make improper use of information acquired by virtue of their position as a Director. Improper use of information means use of the information for a purpose other than the purpose for which the information was made available to the Director.

This prohibition applies irrespective of whether the Director would gain directly or indirectly a personal advantage or advantage to any associated person or might cause detriment to the Company.

12. MAINTENANCE AND PROMOTION OF PUBLIC CONFIDENCE

The general standard of conduct and the expectations required of a Director are higher than the general community because of their special position.

Directors will not engage in conduct likely to bring discredit upon the Company or

otherwise diminish the confidence of the public generally, in the fairness, integrity or professionalism of the Company. A Director must always act in recognition that his or her primary responsibility is to the Company as a whole.

Directors will not make any public comment or statement that is critical of, or otherwise calls into question, any decision made by the Board or PNRL except with the prior approval of the President or CEO.

A Director must not become intoxicated or be affected by any illicit substance in attending to the business and affairs of the Company or at any rugby league game.

Directors will report to the President any actions by others which may adversely affect, either directly or indirectly, any member or public confidence in the integrity of the Company or rugby league generally.

13. REIMBURSEMENT OF EXPENSES

13.1 Right to reimbursement

- (a) Pursuant to the Constitution a Director is entitled to be reimbursed out of the funds of the Company such reasonable travelling, accommodation and other expenses as the Director may incur while travelling to or from meetings of the Directors or a Committee or when otherwise engaged in the business of the Company as set out in this Directors Handbook.
- (b) The Director is required to obtain written approval from the President prior to committing to any such expenses which exceed \$200 for one individual item.

13.2 Promulgation of guidelines

The Board may promulgate guidelines from time to time on expense reimbursement including as to:

- (a) permitted categories of expenses;
- (b) expenditure caps; and
- (c) permitted classes of travel or accommodation.

13.3 Board review

The Board has the right to review the reasonableness of any claim for reimbursement of an expense by a Director. Board review of all expense claims will be on the basis of such materials as the Board requests. The Director making the claim may not participate in or be present for Board consideration of the claim. A decision of the Board on the claim will be final and binding.

14. BOARD'S PERFORMANCE EVALUATION

The Board recognises the importance of regular reviews of its effectiveness and performance. Annually the Board will review and evaluate:

- (a) its own performance, including against the requirements of this Directors Handbook;

- (b) the performance of its Committees;
- (c) the performance of individual Directors; and
- (d) the performance of its senior executives,

against both measurable and qualitative indicators. The Board may use external facilities and consultants to undertake that review.

15. REVIEW OF DIRECTORS HANDBOOK

The Board is responsible for reviewing this Directors Handbook and the division of functions and responsibilities in the Company to determine its appropriateness to the needs of the Company from time to time. The Directors Handbook may be amended by resolution of the Board, provided that any amendment to section 6.3 or section 6.4 of this Directors Handbook (or this section) requires a unanimous approval of the Directors and must in all circumstances be consistent with the Constitution.

16. ENFORCEMENT OF DIRECTORS HANDBOOK

If the Board determines by resolution that there is evidence suggesting that a Director has breached this Directors Handbook that Director will be given a reasonable opportunity to provide the Board with an explanation of the relevant conduct and respond to questions from the Board.

If the Board by resolution is satisfied, after having heard the Director's explanation and responses (or is otherwise satisfied if the Director has not accepted the opportunity to provide an explanation), that the Director has breached this Directors Handbook, the Board may:

- (a) censure the Director for the conduct in question;
- (b) impose probation conditions on the Director on such terms as the Board may determine;
- (c) require the Director to undertake such training as the Board may determine;
- (d) remove the Director from any Committee of the Company; or
- (e) refer the conduct for consideration and decision by an Independent Expert in accordance with clause 9.9 of the Constitution.

A Director that is subject to possible sanctions for breach of this Directors Handbook is not entitled to participate in or be in attendance at the meeting to consider the imposition of that sanction.

17. SCHEDULE 1 - Skills Matrix

1.	Experience in guiding the formulation, implementation and overseeing of corporate strategy
2.	There should be a diversity of views reflected on the Board and the composition of the Board should not be overly represented by candidates who have run with the same platforms or agendas as other directors
3.	Experience in approving business plans, budgets and key performance indicators, including ability to, and where necessary professional qualifications and experience to, interpret financial statements
4.	Capability in overseeing the risk management framework and monitoring business risk
5.	Experience as director, including working harmoniously with fellow directors and management to manage Board meetings and relationships to: <ul style="list-style-type: none"> (a) encourage high quality debate, with robust and probing enquiry to challenge management; (b) ensure decisions are made objectively, in the best interests of the Company; and (c) ensure collective responsibility is taken in achieving organisational success
6.	Knowledge of Board responsibilities and requirements, including corporate governance and independence
7.	Accomplished in chosen field and likely to be an active or former CEO of a company, or held senior roles in major organisations (private or public)
8.	Through expertise and experience, be able to offer advice and guidance to the CEO
9.	High level of leadership skills with a particular focus on change management
10.	A reputation for high standards of personal and professional ethics and integrity
11.	Willingness to devote the required time, including being available to attend Board and Committee meetings
12.	Knowledge of, or experience in, the business and/or operational aspects of the registered clubs, gaming and hospitality industry
13.	<p>Should be able to demonstrate skills and expertise in one or more of the following areas:</p> <ul style="list-style-type: none"> (a) business management; (b) law; (c) financial management; (d) accounting/auditing experience; (e) cyber/digital information (f) marketing; (g) media; (h) company directorship; (i) the registered clubs, gaming and hospitality industry; (j) rugby league; and (k) other areas nominated by the Board from time to time, <p>and who are not, by reason of any provision of the Corporations Act, Registered Clubs Act or the Constitution, ineligible to be or prohibited from being a director</p>

18. Official Company Spokespersons under the Company Media Policy

1.	<p>President of the Company</p> <p>All Company Board announcements including:</p> <ul style="list-style-type: none"> • Major Group announcements and senior management appointments • End of year financial results
2.	<p>Chief Executive Officer</p> <p>All administrative, financial and operational matters including:</p> <ul style="list-style-type: none"> • Business development and strategy in relation to the Company • Financial matters in relation to the Company (including the Company's financial performance) • The Company's compliance with any applicable laws and regulations • The governance arrangements of the Company
3.	<p>Head of Communications and Brand of the Company</p> <p>Where the appropriate spokespersons are unavailable for comment the Head of Communications and Brand may provide written comment on behalf of the Company. This will only be where comment is deemed necessary and when the relevant senior manager or President has approved the Company's position.</p>
4	<p>Director or manager</p> <p>Pre-approved commentary/engagement restricted to matters agreed upon by at least two of the three aforementioned roles.</p>