

**COUNTIES MANUKAU RUGBY FOOTBALL UNION  
INCORPORATED**



**CONSTITUTION**

**ADOPTED: 11 MARCH 2002**

**REGISTERED 2002**

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# COUNTIES MANUKAU RUGBY FOOTBALL UNION INCORPORATED CONSTITUTION

## 1. NAME AND COMPOSITION

- 1.1 **Name:** The name of the Union is "Counties Manukau Rugby Football Union Incorporated".
- 1.2 **Registered Office:** The registered office of the Union as at the Commencement Date is at Pukekohe Stadium, Franklin Road, Pukekohe or such other place as a general meeting may from time to time decide and notice of any change shall be given to the Registrar of Incorporated Societies.
- 1.3 **Membership of NZRFU:** The Union must be affiliated to the NZRFU, and shall be subject to, and abide by the rules and regulations of the NZRFU, and any amendments and alterations to those rules and regulations as may be in force from time to time.
- 1.4 **Composition of the Union:** The Union comprises the Clubs listed in Schedule 1 of this Constitution and the Affiliated Bodies listed in Schedule 2 of this Constitution and such other Clubs and Affiliated Bodies which operate within the District as may be admitted to the Union from time to time in accordance with the provisions of this Constitution.
- 1.5 **Incorporated Society:** The Union shall be incorporated under the Incorporated Societies Act 1908.

## 2. INTERPRETATION

- 2.1 **Definitions:** In this Constitution, unless the context otherwise requires:

"Act" means the Incorporated Societies Act 1908;

"Advisory Group" means an advisory group appointed by the Board under rule 13.3.1;

"Affiliated Body," means a body of persons operating together with interests related to rugby elected as an affiliated body under rule 6.7, or which is listed in Schedule 2;

"Annual General Meeting" means a meeting of Members held under rule 9;

"Appeal Committee" means the committee constituted under rule 21.3;

"Appointments Committee" means the committee established under rule 17;

"Board" means the board of the Union as constituted under rule 11;

"By-laws" means the by-laws made by the Union, Board, or Council of Delegates, pursuant to rules 4.1.25 or 13.3.12 or 19.1.2, or 19.1.7;

"Chairperson of the Board of Directors" means the chairperson of the Board elected under rule 12.2;

"Chief Executive Officer" means the person appointed from time to time by the Board under rule 13.3.8 as the chief executive officer of the Union;

"Club" means a body of persons operating together to form playing teams participating in competitive club rugby situated in the District or elsewhere as approved and affiliated to the Union under rule 6.6 or which is listed in Schedule 1;

"Club Rugby Directors" means persons elected as members of the Board under rule 14.1;



**"Commencement Date"** means the date on which this Constitution becomes legally effective, namely the date on which it is duly registered in accordance with the Act;

**"Constitution"** means this Constitution including the schedules annexed to this Constitution as amended from time to time as provided for herein;

**"Council of Delegates"** means the persons appointed under rule 18.1;

**"Director"** means a member of the Board elected or appointed under rules 14 or 15;

**"Disciplinary Committee"** means the committee appointed under rule 21.1;

**"Disciplinary Rules"** means the NZRFU's Rules For Disciplinary Hearings;

**"District"** means the area within the geographical boundaries of the Union's jurisdiction as determined by the NZRFU from time to time;

**"General Meeting"** means an Annual General Meeting or a Special Meeting;

**"Honorary Member"** means a person admitted to membership of the Union under rule 6.9;

**"Junior Management Board"** means the body recognised by the Union as the Counties Manukau Junior Management Board;

**"Independent Directors"** means persons appointed as members of the Board under rule 15;

**"Life Member"** means a member admitted to membership of the Union under rule 6.5;

**"Major Transaction"** means an acquisition or disposal of assets, or incurrence of obligations or liabilities, that would fundamentally alter the financial position of the Union; or any other transaction that would fundamentally alter the nature or the substance of the Union, its Objects, location or operation;

**"Maori Rugby Association"** means the body recognised by the Board as representing Counties Manukau Maori Representative Rugby Club;

**"Member"** means a member of the Union being any one of the persons listed in clause 6.1;

**"NZRFU"** means The New Zealand Rugby Football Union (Incorporated);

**"Objects"** means the objects of the Union recorded in rule 3;

**"Officer"** means a person holding office in the Union as the Patron, President, Vice Presidents or a Director;

**"Patron"** means the person elected under rule 6.2;

**"President" and "Vice President"** means the persons elected under rules 6.3 and 6.4;

**"Primary Schools"** means the body recognised by the Board as representing primary schools in the District and which is affiliated to the Union;

**"Referees Association"** means the Counties Manukau Rugby Referees Association;

**"Rugby"** means the game of Rugby Union football;

**"Rules"** means those rules which constitute this Constitution;

**"Secondary Schools"** means the body recognised by the Board as representing secondary schools in the District and which is affiliated to the Union;

"Special Meeting" means a meeting of Members held under rule 9.2;

"Union" means Counties Manukau Rugby Football Union Incorporated;

"Youth Council" means the Council appointed under rule 20.1;

## **2.2 Interpretation:** In this Constitution unless the context otherwise requires:

**2.2.1 Defined Expressions:** expressions defined in the main body of this Constitution have the defined meaning in the whole of this Constitution;

**2.2.2 Headings:** headings are for ease of reference only and will not affect the interpretation of this Constitution;

**2.2.3 Negative Obligations:** any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done;

**2.2.4 Plural and Singular words:** implies the singular number will include the plural and vice versa;

**2.2.5 Persons:** references to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organizations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality;

**2.2.6 Constitution:** references to the Constitution are references to this Constitution;

**2.2.7 Rules:** references to rules are references to rules in this Constitution; and

**2.2.8 Statutes and Regulations:** references to any statutory provision will include any statutory provision, which amends or replaces it, and any subordinate legislation made under it.

## **3. OBJECTS**

### **3.1 Objects:** The objects of the Union are:

**3.1.1** to foster and encourage Rugby and supporters of Rugby throughout the District at all levels (for example, administrators, players, coaches and referees);

**3.1.2** to arrange and participate in inter-provincial, trial and other Rugby matches, and to arrange matches and trials amongst Club teams;

**3.1.3** to form and manage Union representative teams;

**3.1.4** to control the conduct of Rugby in the District and by players belonging to Clubs;

**3.1.5** to do all such other things as the Board may consider necessary or desirable to promote the interests of Rugby for the Union and in the District.

**3.2 Independent Construction:** It is declared that each of the objects set out in rule 3.1 are to be construed independently and are not to be limited by reference to any other objects recorded in rule 3.1. Each of the objects set out in rule 3.1 are independent objects of the Union.

## **4. POWERS**

### **4.1 Powers:** The powers of the Union are:

**4.1.1** to arrange, regulate, control and manage international, inter-provincial and Club Rugby matches in accordance with NZRFU requirements and this Constitution, or as may be provided in the Union's By-laws and to regulate the conduct of players, officials, and the public;



- 4.1.2 to regulate the conduct of, and to discipline, players, officials, and the public, and to enact such By-laws as will give proper effect to such discipline;
- 4.1.3 to act as an appeal authority in the District in respect of all matters relating to Rugby played in the District or by players belonging to Clubs;
- 4.1.4 to admit new Members and withdraw, suspend or terminate membership or impose or set penalties for the breach of any rule or By-law of the Union or the bringing of the Union or Rugby into disrepute by any Member, or their members;
- 4.1.5 to apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Union; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Union's interests;
- 4.1.6 to appoint, elect or nominate persons to represent the Union for any purpose and to cover their expenses;
- 4.1.7 to delegate to any person(s) the powers of the Union to deal with any matters determined by the Union from time to time and if the Union considers appropriate, to allow the Board or other persons to delegate any of the powers delegated to the Board to such persons as the Board considers appropriate from time to time;
- 4.1.8 to apply for, purchase, or otherwise acquire any intellectual property rights in, or any secret or other information as to, any invention or property for any of the purposes of the Union and to use, exercise, develop, or grant licences in respect of the property, rights, or information so acquired;
- 4.1.9 to enter into partnership, a joint venture or any other arrangement for the sharing of surplus funds or resources, co-operation, or otherwise, with any person carrying on or about to carry on any business or transaction so as to directly or indirectly benefit the Union;
- 4.1.10 to subscribe to, or otherwise acquire, hold and sell shares, debentures, or other securities of any company;
- 4.1.11 to enter into any arrangements with any government or authority and to obtain from any such government or authority and exercise any rights, privileges, and concessions;
- 4.1.12 to construct, improve, maintain, develop, work, manage, carry out, or control all or any part of the property and rights of the Union;
- 4.1.13 to make grants of funds of the Union;
- 4.1.14 to lend and advance money or give credit to any person; guarantee and give guarantees and/or indemnify and give indemnities for the payment of money or the performance of contracts or obligations by any person; and otherwise to assist any person;
- 4.1.15 to enter into any contract or arrangement for furthering any of the Objects;
- 4.1.16 to appoint and dismiss or retire employees;
- 4.1.17 to remunerate any person for services rendered or to be rendered;
- 4.1.18 to purchase, take, lease, hire or otherwise acquire and hold real and personal property, rights and privileges which the Union may think necessary or convenient to the attainment of any of the Objects;
- 4.1.19 to sell, lease, mortgage, charge, exchange, lease, dispose of, distribute or otherwise deal with any of the property of the Union, and to grant rights and privileges in respect of such property;
- 4.1.20 to borrow, raise or secure the payment of money including the granting of charges on all or any of the property of the Union (both present and future), and to purchase, redeem or pay off any such securities;
- 4.1.21 to invest and deal with the funds of the Union;

4.1.22 to render aid to:

(a) any player or team official who may be physically injured or disabled while, or as a result of, playing Rugby in any provincial or representative match including trial matches, or under the control, or with the sanction of the Union, or to any player who may be physically injured or disabled while training (including participating in a practice game of Rugby) with a representative team of the Union, under the authority of the Union;

(b) any other person;

4.1.23 to provide trophies for competitions among Clubs, or to be awarded to Rugby teams, Clubs, or any individual member or members of them;

4.1.24 to set such fees as appropriate to the functions of the Union;

4.1.25 to make, amend, or rescind the Constitution and any By-law;

4.1.26 to do all things as are otherwise incidental to, or conducive to the attainment of the Objects.

**4.2 Independent Construction:** It is declared that each of the powers set out in rule 4.1 are to be construed independently and are not to be limited by reference to any other powers recorded in rule 4.1. Each of the powers set out in rule 4.1 are independent powers of the Union.

## 5. CONDUCT OF BUSINESS

### 5.1 Conduct of Business:

5.1.1 the Union at its Annual General Meeting or Special Meeting; or

5.1.2 the Board of Directors; or

5.1.3 the Council of Delegates.

## 6. MEMBERSHIP

**6.1 Members:** The members of the Union are:

6.1.1 the Patron;

6.1.2 the President;

6.1.3 the Two Vice-Presidents;

6.1.4 the Life Members;

6.1.5 the Clubs;

6.1.6 the Affiliated Bodies;

6.1.7 the Directors;

6.1.8 the Honorary Members;

6.1.9 the Associate Members;

**6.2 Patron:** A patron of the Union shall be elected at each Annual General Meeting for a term of one year and hold office until the following Annual General Meeting. The Patron has the right to attend and to speak at General Meetings.



- 6.3 President:** A President of the Union shall be elected at each Annual General Meeting for a term of one year and hold office until the following Annual General Meeting. The President shall chair all General Meetings. The President may only hold office for two consecutive years.
- 6.4 Vice Presidents:** The Vice Presidents of the Union shall be elected at each Annual General Meeting for a term of one year and hold office until the following Annual General Meeting. The Vice Presidents have the right to attend and speak at General Meetings.
- 6.5 Life Members:** At any Annual General Meeting, Life Members may be elected for some outstanding service rendered to the Union as follows:
- 6.5.1** any Member may nominate that a person be elected as a Life Member (the "nominated Life Member") by forwarding the name of the nominated Life Member to the Chief Executive Officer, together with a statement recording full particulars of the nominated Life Member's services to Rugby for the Union. Such nomination must be first discussed with the advisory group as set out in 6.5.2 below, shall be seconded by another member and must be with the Union by 5pm on the 2nd February, preceding the next Annual General Meeting;
  - 6.5.2** before submitting the nomination the nominator must first meet with an advisory group comprising the Patron, the President and one of the Vice-Presidents. The advisory group will discuss and consider the merits of the proposed nominated Life Member, taking into account the service of other Life Members. The advisory group will advise whether or not they consider the proposed nominated Life Member meets the guidelines for outstanding service, and whether or not they will recommend the nomination to the AGM;
  - 6.5.3** eighteen day's notice of the nomination must be given to Members; stating the name of the nominated Life Member, together with full particulars of their service to Rugby for the Union and the recommendation or otherwise of the advisory group. The nomination will be submitted at the next Annual General Meeting of the Union;
  - 6.5.4** a nominated Life Member will become a Life Member if elected by a 75% majority at the Annual General Meeting;
  - 6.5.5** upon election a Life Member shall be entitled to receive a suitable badge and complimentary admission to all matches and grounds and grandstands under the jurisdiction of the Union. Life Members have the right to attend and to speak at General Meetings.
- 6.6 Clubs:** The following provisions relate to Clubs:
- 6.6.1** The Clubs at the Commencement Date are listed in Schedule 1. Any unincorporated body so listed will be deemed to have been duly incorporated for the purposes of this Rule if and for as long as it complies in good faith with such conditions as the Board imposes pursuant to Rule 6.6.4;
  - 6.6.2** Other associations may become Clubs as follows:
    - (a) A duly incorporated body of persons operating together in the District or having approval to operate in the District (the "applicant") may apply to the Board to be recommended to the Union for membership as a Club;
    - (b) it shall submit with the application a copy of their constitution submitted under application to Incorporated Societies, or a copy duly authorised by officers of the club, the number of teams under its control and a statement of assets and financial accounts in the names of its administrative officers and their designation;
    - (c) within one week of receipt of any such application the Chief Executive Officer shall distribute to all Members a copy of the application and invite Members to express in writing to the Board their views on the application. The clubs will have 28 days from the date of dispatch to submit their views to the Board;
    - (d) the Board will consider any such application at the Board meeting following the last date for Member comments under rule 6.6.2 (c). In deciding whether or not to recommend the applicant for membership as a

Club, the Board will have regard to the interests of the current Clubs and the Union and Rugby in the District;

- (e) the application will be considered at the next General Meeting that is no earlier than six weeks after receipt of the application by the Chief Executive Officer; and
- (f) if an application is approved at a General Meeting the applicant will be admitted as a Club and a Member from the date of such General Meeting or such other date as may be agreed by majority vote of the members at the General Meeting;
- (g) prospective clubs may apply for temporary membership, without voting rights, for a maximum period of eighteen months whilst preparing for full membership approval.

6.6.3 Subject to the other provisions of this Constitution, a Club may not disaffiliate or otherwise withdraw from the Union without the prior written consent of the Board, and may not be affiliated with any other Union without the prior written consent of the Board. Such consent will not be withheld provided all requirements under Rule 7 are met.

6.6.4 An application under Rule 6.6.2 may be entertained notwithstanding that it is made by an unincorporated body of persons if the Board determines that it is in the best interests of the Union to do so. Any approval of the application must be subject to ongoing compliance with such additional conditions of membership as the Board may from time to time in its sole discretion deem desirable for the purpose of complying with the Act and upholding the spirit of the Rules. Such conditions may include (but are not restricted to) the enrolment of members of the unincorporated body as Associate Members of the Union.

**6.7 Affiliated Bodies:** The following provisions relate to Affiliated Bodies:

6.7.1 The Affiliated Bodies at the Commencement Date are listed in Schedule 2. Any unincorporated body so listed will be deemed to have been duly incorporated for the purposes of this Rule if and for as long as it complies in good faith with such conditions as the Board imposes pursuant to Rule 6.7.4.

6.7.2 Other duly incorporated associations may become Affiliated Bodies as follows:

- (a) a body of persons operating together in the District or having approval to operate in the District (the "applicant") may apply to the Board to be recommended to the Union for membership as an Affiliated Body;
- (b) it shall submit with the application a copy of their constitution submitted under application to Incorporated Societies, or a copy duly authorised by officers of the affiliated body, a description of its interests related to rugby and a statement of assets and financial accounts in the names of its administrative officers and their designation;
- (c) within one week of receipt of any such application the Chief Executive Officer shall distribute to all Members a copy of the application and invite Members to express in writing to the Board their views on the application. The clubs will have 28 days from the date of dispatch to submit their views to the Board;
- (d) the Board will consider any such application at the Board meeting following the last date for Member comments under rule 6.7.2(c). In deciding whether or not to recommend the applicant for membership as an Affiliated Body, the Board will have regard to the interests of the current Clubs, Affiliated Bodies, the Union and Rugby in the District;
- (e) the application will be considered at the next General Meeting that is no earlier than six weeks after receipt of the application by the Chief Executive Officer;
- (f) if an application is approved at a General Meeting the applicant will be admitted as an Affiliated Body and a Member from the date of such General Meeting or such other date as may be agreed by majority vote of the members at the General Meeting;
- (g) the applicant affiliated body must accept grouping of like affiliated bodies if required by the Board;



- (h) prospective affiliated bodies may apply for temporary membership, without voting rights, for a maximum period of eighteen months whilst preparing for full membership approval.
- 6.7.3 Subject to the other provisions of this Constitution, an Affiliated Body may not disaffiliate or otherwise withdraw from the Union without the prior written consent of the Board, and may not be affiliated with any other Union without the prior written consent of the Board. Such consent will not be withheld provided all requirements under rule 7 are met.
- 6.7.4 An application under Rule 6.7.2 may be entertained notwithstanding that it is made by an unincorporated body of persons if the Board determines that it is in the best interests of the Union to do so. Any approval of the application must be subject to ongoing compliance with such additional conditions of membership as the Board may from time to time in its sole discretion deem desirable for the purpose of complying with the Act and upholding the spirit of the Rules. Such conditions may include (but are not restricted to) the enrolment of members of the unincorporated body as Associate Members of the Union.
- 6.8 **Directors:** Directors will be elected or appointed to the Board under rule 11.
- 6.9 **Honorary Members:** The Board may admit persons as honorary members from time to time with the rights and privileges (except the right to vote at General Meetings) as the Union may from time to time decide.
- 6.10 **Associate Members:** The Board may admit persons as associate members from time to time with the rights and privileges (except the right to vote at General Meetings) as the Board may from time to time decide.

## 7. TERMINATION OF MEMBERSHIP

- 7.1 **Termination of Membership:** A Member will cease to hold membership of the Union in the following circumstances:
  - 7.1.1 on the expulsion of the Member because of the wilful breach of the powers, rights, obligations, responsibilities and authorities vested in it by this Constitution. A Member may be expelled by General Meeting of which not less than seven clear days notice shall be given, and upon a resolution for such expulsion being carried by 75% of those Members entitled to vote;
  - 7.1.2 any Club or Affiliated Body may resign from the Union by giving notice in writing, to the CEO but shall continue to be liable for money due to the Union and unpaid at the date of such resignation. Such resignation shall apply from the end of the current financial year and is subject to rules 6.6.3 and 6.7.3;
  - 7.1.3 any other Member may resign from the Union by giving notice in writing to the CEO. Such resignation shall be effective when accepted at next Board Meeting;
- 7.2 **Participation:** A Club will cease to be a Member of the Union:
  - 7.2.1 if it fails to field teams for regular competitions applicable to it and authorised by the Union; or
  - 7.2.2 dispensation may be granted by the Council of Delegates on a 75% majority to a club that is experiencing club membership difficulties, for a period of up to 18 months, without loss of membership for that period.
- 7.3 **Vacancy in office of President, Vice President or Patron:** If the office of the President, Vice President or Patron becomes vacant for any reason before the end of their respective terms of office, the following shall apply:
  - 7.3.1 the Board may decide that the vacancy need not be filled or may appoint such person who the Board considers appropriate to fill the position;
  - 7.3.2 any person nominated and elected or appointed under this rule holds office for the period commencing on the date of election or appointment and ending on the expiration of the term of office of the person whose office became vacant.

- 7.4 Outstanding Obligations:** Any Member ceasing to be a Member of the Union shall do so without prejudice to the Union's right to recover any outstanding money payable to the Union or to insist on the performance of any obligation or prior arrangement up to and including the date of effective discontinuance of membership.

## **8. GENERAL PROVISIONS FOR MEMBERS**

- 8.1** All Members agree to be bound by this Constitution and By-Laws of the Union and shall accept and enforce all decisions of the Union, the Board or other decision making body duly constituted under this Constitution. All incorporated Members must ensure that their own members comply with this Rule. Any breach of any provisions of this Constitution or any act in a manner prejudicial to the interests of the Union will render that Member liable to suspension or termination of membership in accordance with rule 7 or to such other penalty the Board (where expulsion is not involved) may at its discretion see fit to impose.
- 8.2** Membership of the Union shall not confer on any Member any privilege or any estate proprietary right interest or share in the funds or property of the Union nor shall any Member be personally liable for any of the liabilities of the Union.

## **9. GENERAL MEETINGS**

- 9.1 Annual General Meeting:** The Annual General Meeting shall be held annually on a date fixed by the Board, being a date not later than the last day of March in any year, and of which not less than 28 days notice has been given in writing to the Members.
- 9.2 Special Meetings:** A Special Meeting may be convened by the Chief Executive Officer at any time, and shall be convened by him or her at the direction of the Board or on receipt of a requisition setting forth the object of the meeting and signed by not less than 9 of the Members eligible to attend and vote at any such meeting, and representing at least three Clubs or Affiliated Bodies. A special meeting must be convened within 21 days of receiving the required requisition. Not less than seven days notice shall be given to Members of any Special Meeting of the Union.
- 9.3 Nominations:** Nominations for the positions of
- 9.3.1** Patron, President, and Vice Presidents as required under this Constitution shall be in the hands of the Chief Executive Officer no later than 21 days before the Annual General Meeting;
  - 9.3.2** Independent Directors and Appeal Committee as required under this Constitution shall be in the hands of the Chief Executive Officer no later than 2<sup>nd</sup> February each year;
  - 9.3.3** Such nominations shall be acknowledged in writing and are to be sent to members 18 days before the date so fixed for the Annual General Meeting. <sup>1</sup>
- 9.4 Quorum:** A quorum for any General Meeting of the Union shall consist of at least 15 persons entitled to vote as set out in clause 10.
- 9.5 Composition:** General Meetings may be attended by:
- 9.5.1** Members and their appointed delegates;
  - 9.5.2** Observers, invited persons and financial members of Clubs and Affiliated Bodies, who shall have no voting rights, and speaking rights only with permission from the chair.
- 9.6 Club Delegates:** Each Club is entitled to be represented by delegates at a General Meeting as follows:
- 9.6.1** Clubs with one or two teams - one delegate;
  - 9.6.2** Clubs with three teams - two delegates;
  - 9.6.3** Clubs with four or more teams - three delegates.



For the purpose of this rule 9.6 "team" means a team affiliated to and playing for that Club in grades Under 19 and above, taking a full part in club competition (by entering into and competing in all rounds of club competition for which it qualifies, being a club competition approved by the Council Of Delegates in the season immediately preceding the date of the relevant General Meeting), and "team" includes a women's team and the grade commonly referred to as "President's".

**9.7 Affiliated Bodies Delegates:** Each Affiliated Body is entitled to be represented at a General Meeting as follows:

**9.7.1** Youth Council - three delegates;

**9.7.2** Referees Association - one delegate;

**9.7.3** Maori Rugby Association - one delegate.

**9.8 Notice of Appointment:** Each Club and Affiliated Body must provide to the Chief Executive Officer, no later than 5pm, 3 days prior to the commencement of a General Meeting, written notice of the delegates appointed by that Club or Affiliated Body. Such notice must be signed by the president or chairperson or secretary of the Club or Affiliated Body and in the form prescribed in Schedule 3. If a delegate appointed to represent a Club or Affiliated Body is unable to attend a General Meeting that Club or Affiliated Body may register a substitute delegate at the General Meeting.

**9.9 Separate Delegates:** A delegate of one Member must not act as the delegate of another Member.

**9.10 Chairperson of General Meetings:** All General Meetings shall be chaired by the President, or in his or her absence, the Chairperson of the Board, or in the absence of both of these officers, a person appointed from the Board. The Chairperson of General Meetings shall in all cases have a casting vote only.

**9.11 Business at Annual General Meeting:** The business to be transacted at an Annual General Meeting is:

**9.11.1** to confirm the minutes of the previous Annual General Meeting and any Special Meetings;

**9.11.2** to consider and to adopt the annual report of the Board together with an income and expenditure account and a balance sheet showing the assets and liabilities of the Union for the past year;

**9.11.3** to elect the Patron, President and Vice Presidents as provided for by this Constitution for the ensuing term;

**9.11.4** to record the appointment of the Club Rugby Directors to the Board as provided for under rule 14.1;

**9.11.5** to elect the Independent Directors to the Board as provided for under rule 15.1

**9.11.6** to elect the Appeal Committee as provided for under rule 21.3.2;

**9.11.7** to appoint an Auditor;

**9.11.8** to record the Council of Delegates;

**9.11.9** to consider and decide such special and other business of which due and proper notice has been given. Such business should be notified to the Union 21 days before the date of the General Meeting;

**9.11.10** to consider other appropriate matters, subject to the approval of the Chairperson of the meeting.

**9.12 Notice of Business to Members:** The business to be conducted at an Annual General Meeting shall be sent to members 18 days before such Annual General Meeting.

## **10. VOTING**

**10.1 Means of Voting:** The following provisions apply to voting at a General Meeting:

- 10.1.1 in respect of voting for Officers of the Union, where the number of persons nominated for an office of the Union exceeds the number required, the voting shall be by secret ballot and to be elected the nominee must achieve over 50% of the votes cast;
  - 10.1.2 in respect of voting for Life Members, the voting shall be by secret ballot and to be elected the nominee must achieve over 75% of the votes cast;
  - 10.1.3 except as provided elsewhere in this Constitution, all other motions should be decided by a simple majority to be determined by the Chairperson on a show of hands, or by secret ballot if so determined by 50% of those present and qualified to vote. There shall be no discussion on any motion to vote by secret ballot.
- 10.2 **Number of Votes:** Each of the following persons are entitled to one vote at a General Meeting:
- 10.2.1 Each Club delegate
  - 10.2.2 Each Affiliated Body delegate
- 10.3 **Club and Affiliated Body Votes:** If a delegate of a Club or Affiliated Body is not able to attend a General Meeting, that absent delegate's vote may be exercised as an additional vote by any other duly appointed delegate for that Club or Affiliated Body; or as the vote of a substitute delegate registered at the meeting in accordance with rule 9.8.

## 11. THE BOARD

- 11.1 **Composition:** The Board shall consist of:
- 11.1.1 two Club Rugby Directors elected under rule 14; and
  - 11.1.2 five Independent Directors appointed under rule 15.

## 12. CONDUCT OF BOARD MEETINGS

- 12.1 **Voting:** At all meetings of the Board:
- 12.1.1 each Director has one vote;
  - 12.1.2 The Chairperson of the Board shall have a deliberative and casting vote;
  - 12.1.3 the voting at all meetings of the Board shall be taken on a show of hands unless a motion to take a ballot is carried;
  - 12.1.4 no debate shall be permitted on a motion to take a ballot.
- 12.2 **Chairperson and Deputy Chairperson:** At the first meeting of the Board after an Annual General Meeting the Directors shall elect a Chairperson and Deputy Chairperson of the Board.
- 12.3 **Chairperson's Alternate:** If the Chairperson is not present at a Board meeting the Deputy Chairperson shall act as Chairperson of the Board; and if the Deputy Chairperson is not present, the members of the Board present at the Board meeting must elect a Chairperson for that meeting from their number.
- 12.4 **Method of Meeting:** A meeting of the Board may be held as follows:
- 12.4.1 by a number of the members of the Board who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or



**12.4.2** by the contemporaneous linking together by means of audio, or audio and visual, communication by which all members of the Board participating and contributing to a quorum can simultaneously hear each other throughout the meeting.

**12.5 Resolution in Writing:** A resolution in writing signed by all Directors for the time being entitled to receive notice of meetings of the Board is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held provided that the Directors signing the resolution would constitute a quorum of the Board and would have power to pass such resolution at a meeting of the Board. Any such resolution may consist of several documents in similar form each signed by one or more Directors. Any such document sent by a Director by facsimile transmission or other electronic means approved by the Board is deemed to have been signed by such Director.

**12.6 Summoning a Meeting:** A meeting of the Board may be summoned by the Chief Executive Officer at any time and must be summoned by him or her on receipt of a written requisition signed by two Directors. Such meeting shall be held within 5 days' of receipt of such requisition. Prior written notice of any meeting of the Board must be given to each Director two days before the meeting, and the notice must include the date, time and place of the meeting and the matters to be discussed.

**12.7 Quorum:** At any meeting of the Board, five Directors shall form a quorum.

**12.8 Chief Executive Officer:** The Chief Executive Officer shall attend meetings of the Board but is not entitled to vote at meetings of the Board. The Board may be required to hold meetings without the Chief Executive Officer in attendance from time to time.

**12.9 President:** The President may attend meetings of the Board from time to time, but is not entitled to vote at meetings of the Board.

**12.10 Qualification on Board Members:** No staff member directly employed by the Union may be elected to the Board.

### **13 .POWERS AND DUTIES OF THE BOARD**

**13.1 Board to Manage:** The Board shall maintain a register of members and manage the affairs of the Union and the Board may exercise all powers of the Union not required by the Act or by this Constitution to be exercised by the Union at a General Meeting. In exercising such powers the Board shall be bound by the provisions of the Act, this Constitution and any By-law of the Union in force and to any direction or regulation made by the Union at a General Meeting not inconsistent with the Act or any provision of the Constitution or By-law of the Union in force. No regulation made by the Union at a General Meeting shall invalidate any prior act of the Board that would have been valid if that regulation had not been made.

**13.2 Major Transactions:** The Board must not enter into a Major Transaction unless the Major Transaction is:

**13.2.1** approved by special resolution at a General Meeting; or

**13.2.2** contingent on approval by special resolution at a General Meeting.

**13.3 Particular Powers:** Without limiting the generality of the powers conferred by rule 13.1 the Board has the following powers:

**13.3.1** to appoint from its own members or otherwise such committees, sub-committees, or Board Advisory Groups as it may deem necessary from time to time to assist it in carrying out its duties and to fix and limit the powers and authorities of these committees or sub-committees and to delegate any of its powers to such committee or sub-committee;

(a) at the Commencement Date the Board Advisory Groups are as per Schedule 4 of this Constitution.

**13.3.2** to appoint coaches and selectors for the Under 19's and above representative teams of the Union. Before coaches or selectors are appointed the positions must be advertised in regional newspapers covering the District and due regard must be given to applications received in response to such advertisements;

- 13.3.3 to determine all matters of policy concerning relationships with the NZRFU and other local or national authorities or bodies;
- 13.3.4 to determine all matters of policy relating to the promotion and sponsorship of the Union;
- 13.3.5 to appoint persons to represent the Union to the NZRFU and on other bodies as necessary;
- 13.3.6 to provide for the continuation and promotion of an association of referees;
- 13.3.7 to provide for the continuation of primary and secondary school unions and to generally promote the playing of Rugby in schools;
- 13.3.8 to employ the services of a Chief Executive Officer and such other staff as may be required from time to time, including, without limiting the foregoing, coaching staff, team management, and players subject to rule 13.3.2;
- 13.3.9 to make decisions on any matters concerning Rugby which are not, in the opinion of the Board, provided for by this Constitution or by any By-laws of the Union or the rules or regulations of the NZRFU;
- 13.3.10 to hold enquiries into all questions and disputes at the written request of any Club, or other Member, relating to financial matters of the Union, such enquiries to be conducted in such manner as the Board may deem proper;
- 13.3.11 The decision of the Board on all questions and disputes relating to financial matters shall be final save and except that a Member may appeal such a decision to a General Meeting. Nothing in this rule shall prevent any Club, or other Member appealing to the NZRFU following any such decision of a General Meeting;
- 13.3.12 to make and amend By-laws of the Union, other than those relating to Club Rugby and governed by the Council of Delegates in accordance with rule 19. Such By-laws are required to be notified to the Members;
- 13.3.13 to approve the Union's strategic plan and budgets, monitor progress against these and take corrective action;
- 13.3.14 to exercise all other powers of the Board provided for in this Constitution.

13.4 Indemnity: The Union will indemnify the Directors in respect of all liabilities and expenses incurred by the Directors in carrying out or attempting to carry out any of their powers under this Constitution or the By-laws and against all actions, proceedings, costs, expenses, claims and demands in respect of any matter done or omitted in relation to this Constitution unless done or omitted through their own dishonesty, default or negligence. The Directors may retain and pay out of the funds of the Union all sums necessary to give effect to such indemnity.

#### 14. CLUB RUGBY DIRECTORS

14.1 Election of Club Rugby Directors: The Club Rugby Directors shall be:

- 14.1.1 the Chairperson of the Council of Delegates; and
- 14.1.2 the Deputy Chairperson of the Council of Delegates.

14.2 Term of Office of Club Rugby Directors: Subject to rule 14.3 each Club Rugby Director elected will hold office for one year.

14.3 Vacating Office: The office of Club Rugby Director shall be vacated if the person holding that office:

- 14.3.1 dies; or
- 14.3.2 resigns by giving one month's prior notice in writing to the Board; or



- 14.3.3 in the reasonable opinion of the Board brings disrepute to the office or to Rugby; or
- 13.3.4 is removed from the office by a resolution at a General Meeting passed by a majority of not less than 75% of the Members and delegates of Members attending and eligible to vote at that General Meeting; or
- 14.3.5 is removed by a motion of no confidence at a meeting of the Council of Delegates passed by a majority of not less than 75%.

## 15. INDEPENDENT DIRECTORS

### 15.1 Independent Directors:

- 15.1.1 the written nomination from a Member of any person to become an Independent Director must be in the hands of the Chief Executive Officer no later than 2nd February of each year as provided for in 11.1.2. The Chief Executive Officer shall collate the names of and any other relevant information on potential candidates on behalf of the Appointments Committee;
- 15.1.2 from the applications for the position of Independent Director(s) that are received, the Appointments Committee will recommend to the Annual General Meeting a candidate or candidates to fill the vacancy or number of vacancies for election as Independent Director(s);
- 15.1.3 in recommending persons for election as Independent Director(s) at the Annual General Meeting, the Appointments Committee shall use its best endeavours to recommend persons who have specific and relevant skills, qualifications and experience that are likely to add value and benefit to the activities and decisions of the Board;
- 15.1.4 persons who have unsuccessfully sought the recommendations of the Appointments Committee may be included as candidates for election as an Independent Board Member by providing their written application to the Chief Executive Officer no later than 21 Days before the date of the General Meeting at which an election of Independent Board Members is to be held;
- 15.1.5 a person who is an employee of the Union is not eligible to be recommended by the Appointments Committee for the position of Independent Director.

**15.2 Term of Office of Independent Directors:** Subject to rules 15.3 and 15.4 each Independent Director will hold office for three years.

**15.3 Vacating Office:** An office of Independent Director shall be vacated if the person holding that office:

- 15.3.1 dies; or
- 15.3.2 resigns by giving one month's prior notice in writing to the Board; or
- 15.3.3 in the reasonable opinion of the Board brings disrepute to the office or to Rugby; or
- 15.3.4 is removed from the office by a resolution of a General Meeting passed by a majority of not less than 75% of the Members.

**15.4 Order of Retirement:** Two of the Independent Directors shall be selected to retire from office at each Annual General Meeting with effect from the conclusion of that Annual General Meeting. The Directors to retire pursuant to this rule shall be selected as follows:

- 15.4.1 first, any Independent Director who wishes to retire and does not apply for reappointment; and
- 15.4.2 second, the Independent Directors who have been longest in office since his last appointment. If there are a number of Independent Directors who are equally longstanding in office, the one to retire shall be determined by the Chief Executive Officer by toss of a coin;

- 15.4.3 notwithstanding rules 15.4.1 and 15.4.2, an Independent Director may serve a maximum period of four years, before retiring from office;
- 15.4.4 a retiring Independent Director is eligible for re-appointment, including an Independent Director retiring under rule 15.4.3.

## 16. VACANCIES ON THE BOARD

- 16.1 **Casual Vacancies:** In the event of a vacancy occurring during the term of office of a Director, such vacancy may be filled by a person appointed by the Board. Any Director so appointed shall retire at the next Annual General Meeting following appointment, and shall be deemed to have been in office since the last election of the Director whom he or she is appointed to replace, but shall be eligible for re-election in his or her own right.

## 17. APPOINTMENTS COMMITTEE

- 17.1 **Appointments Committee:** Not later than 2<sup>nd</sup> February the Board shall decide the membership of the Appointments Committee for the ensuing year comprising:
  - 17.1.1 the President;
  - 17.1.2 the Chairperson of the Board; or should the Chairperson of the Board be standing for election to the Board at the next Annual General meeting, a Director appointed by the Board, who is not standing for election to the Board at the next Annual General Meeting;
  - 17.1.3 two independent persons appointed by the Board, one of whom shall be Chairperson of the Appointments Committee, who shall have a deliberative and casting vote;
  - 17.1.4 in selecting persons for the Appointments Committee the Board shall use its best endeavours to appoint persons who have specific and relevant skills, qualifications and experience.
- 17.2 No member of the Appointments Committee appointed under 17.1.3 may be a current Director, or be standing for election to the Board at the next Annual General Meeting, or be an employee of the Union.
- 17.3 The Board shall brief the Appointments Committee on its needs and people requirements.

## 18. COUNCIL OF DELEGATES - MEMBERS

- 18.1 **Composition:** The Council of Delegates shall consist of:

- 18.1.1 one member appointed by each Club or Affiliated Body as provided in rule 18.2 herein;
- 18.1.2 the Chairperson of the Council of Delegates;
- 18.1.3 the Union Rugby Services Manager, appointed ex-officio and non-voting.

### 18.2 Appointment of members:

- 18.2.1 Appointment of members of the Council of Delegates shall be made annually in writing to the Chief Executive Officer of the Union under the hand of the Secretary of the Club or Affiliated Body entitled to appoint such member and subject to the provision hereinafter contained such appointee shall hold office until changed by such written notification.
- 18.2.2 If such appointee is absent from three consecutive meetings of the Council of Delegates because of illness or business commitment, and PROVIDED the Council of Delegates shall have first granted leave of absence to such appointee, then the Club or Affiliated Body originally entitled to appoint such appointee shall be entitled to appoint a substitute to the Council of Delegates for the period of such appointee's absence and such substitute shall have the right to speak and vote at any meeting of the Council of



Delegates held during such appointee's absence.

**18.3 Vacating Office:** A Member of the Council of Delegates shall cease to hold office if:

- 18.3.1 the person ceases to be a member of a Club or Affiliated Body;
- 18.3.2 if the body of which the person is a member ceases to be a Club or Affiliated Body;
- 18.3.3 the person absents himself from three consecutive meetings of the Council of Delegates without reasonable excuse or leave of absence;
- 18.3.4 the person's appointment is withdrawn by the Club or Affiliated Body that appointed him;
- 18.3.5 the person resigns office by notice in writing to the Chief Executive Officer of the Union;
- 18.3.6 the person brings disrepute to his office or to the game of rugby football;
- 18.3.7 the person is requested to resign office by a resolution passed by a majority of 75 % of the members of the Council of Delegates present at a special meeting of the Council of Delegates convened in manner provided by Rule 18.7.

18.4 In the event of any vacancy on the Council of Delegates arising out of rule 18.3 1 and 18.3.3 to 18.3.7 the affected Club or affiliated body shall thereupon appoint such person other than the former member to fill the vacancy.

**18.5 Chairperson and Deputy Chairperson:**

18.5.1 Nominations and elections as follows;

- (a) the Chief Executive Officer shall determine a date for the March meeting of the Council of Delegates and such March meeting must be held before the Annual General Meeting of the Union each year. The CEO shall give Clubs and Affiliated Bodies 28 days notice of the March Council of Delegates meeting;
- (b) nominations, to the CEO, for Chairperson and Deputy Chairperson of the Council of Delegates will close 21 days prior to, and Clubs and Affiliated Bodies will be notified 18 days prior to, the March Meeting of the Council of Delegates, at which meeting elections for these positions will be held;

18.5.2 the Council of Delegates may accept from outside their members, nominations for Chairperson and Deputy Chairperson provided however that such nomination shall be made on a similar basis to rule 18.2.1;

18.5.3 following the election of the Chairperson the Club or Affiliated Body which that person represents shall be permitted to nominate a further member to the Council of Delegates during the time that the Chairperson holds office, such new member having all the rights and privileges of a Member of the Union as under rule 18.1.1;

18.5.4 each year the Chairperson and Deputy Chairperson must first receive the nomination of a Club, or Affiliated Body.

**18.6 Voting:** At all meetings of the Council of Delegates:

18.6.1 each Delegate shall have one vote;

18.6.2 the voting at all meetings of the Council of Delegates shall be taken on a show of hands unless a motion to take a ballot is carried. There shall be no discussion on any motion to vote by secret ballot;

18.6.3 the Chairperson shall have a casting vote as well as a deliberative vote, but once a substitute club member is appointed under rule 18.5 3, the Chairperson shall have a casting vote only.

**18.7 Summoning a Meeting:** A Council meeting may be summoned by the Chief Executive Officer of the Union at any time and must be summoned by him on receipt of a requisition signed by three members of the Council specifying the objects of the Meeting. Such Meeting shall be summoned by the Chief Executive Officer forthwith and shall be held within seven days of the receipt of such requisition.

18.8 Quorum: At any meeting of the Council of Delegates twelve Delegates shall form a quorum.

18.9 The Chairperson of the Board of Directors: shall be entitled to attend all meetings of the Council of Delegates and to speak but shall have no vote unless the Chairperson of the Board of Directors is also the Chairperson of the Council of Delegates in which case he shall be entitled to vote as Chairperson of the Council of Delegates.

## 19. COUNCIL OF DELEGATES - POWERS AND DUTIES

19.1 The role of the Council of Delegates is to administer Club rugby in the District: and

- 19.1.1 to assist with match duties for all International and Senior Representative fixtures, such duties to include liaison, hospitality and event organization;
- 19.1.2 to arrange, regulate and control all persons involved with matches, other than International and Senior Representative matches and those under the control of the Youth Council, as it may deem desirable for which purpose it shall have power to make, alter, amend, and revoke By-Laws relating to the above competitions. Such amendments to be notified to the Members;
- 19.1.3 to impose such penalty as it deems fit upon any Club or Affiliated Body found guilty of breaking any of the Rules and By-Laws of the Union or the conditions governing any of its competitions or refusing to give effect to any resolution of the Union or of the Council of Delegates;
- 19.1.4 to suspend or otherwise penalise any Members of the Union or their members or any member of the public who may be found guilty by the Council of Delegates of improper, unfair or unsportsmanlike conduct on rugby matters under the jurisdiction of the Council of Delegates;
- 19.1.5 to restrict the playing of games on any ground, which does not provide acceptable playing conditions;
- 19.1.6 to determine all questions or disputes as to the construction and meaning of this Constitution and Rules or any By-Laws made by the Council of Delegates or of any expression therein or as to anything done or omitted to be done by any Club or Affiliated Body member thereof in relation to the game of Rugby Football;
- 19.1.7 to provide setting-up of Advisory Boards as it may from time to time determine and to make, alter, amend or revoke By-laws relating to the constitutional powers and duties of such boards;
- 19.1.8 to admit clubs or body which may apply for affiliation at any time or times between Annual General Meetings but such admission shall be provisional only until confirmed at an ensuing General Meeting;
- 19.1.9 to make, alter or revoke standing orders for the conduct of its meetings.

## 20 YOUTH COUNCIL MEMBERS, POWERS AND DUTIES

20.1 Composition: The Youth Council shall consist of the following members appointed by:

- 20.1.1 Junior Management Board - One;
- 20.1.2 Secondary Schools - One;
- 20.1.3 Primary Schools - One;
- 20.1.4 Board of Directors - Three;
- 20.1.5 One member selected by the CEO as the Union Representative.

### 20.2 Appointments:

- 20.2.1 The Board will appoint it's representatives to the Youth Council as soon as practical after the AGM;
- 20.2.2 The other appointees shall be notified to the Board who shall record their appointment.



### 20.3 Chairperson:

- 20.3.1 At the first meeting of the Youth Council following the Annual General Meeting of the Union, the Chairperson will be elected by a majority of the members entitled to vote.

### 20.4 Voting Rights:

- 20.4.1 The member appointed under clause 20.1.5 will have no voting rights but will have full speaking rights.
- 20.4.2 The remaining six members appointed under rule 20.1 will have a deliberative vote;
- 20.4.3 . The Chairperson shall also have a casting vote as well as a deliberate vote.

### 20.5 Quorum:

- 20.5.1 A quorum shall consist of four members entitled to vote.

### 20.6 Delegations:

- 20.6.1 Any affiliated group such as Senior Clubs, Junior Management Board, Secondary Schools and Primary Schools may send a delegation of two representatives to a regular monthly meeting, provided that 7 days notice is given to the Chairperson of the Youth Council.

### 20.7 Other Matters:

- 20.7.1 Items not specifically catered for will be handled in accordance with the current Constitution and Rules of the Union.
- 20.7.2 The following organisations will be responsible to the Youth Council: -  
Primary Schools  
Secondary Schools  
Junior Management Board

### 20.8 Powers and Duties: The powers and duties of the Youth Council are:

- 20.8.1 to comply with all applicable constitutional rulings laid down by the Board;
- 20.8.2 to be responsible to the Board through the Rugby Services Manager and the Chief Executive Officer and provide to the Board regular written reports;
- 20.8.3 to formulate and implement policy matters, future direction, development and other strategies that will promote and advance Youth Rugby;
- 20.8.4 to see that the affiliated groups are responsible for procedural matters that pertain to their individual groups;
- 20.8.5 to work in conjunction with affiliated groups to initiate, improve and implement any procedural matters that may require attention;
- 20.8.6 to supply regular reports of its activities to each of the groups identified in rule 20.7.2 and will receive regular reports from each of those groups;
- 20.8.7 to formulate and present to the Chief Executive Officer an Annual Budget for its areas of responsibility.

## 21. DISCIPLINARY AND APPEAL COMMITTEES -POWERS AND DUTIES

**21.1 Disciplinary Committee:** At the commencement of each rugby season the Council of Delegates shall appoint a Disciplinary Committee with members in accordance with the NZRFU's Disciplinary Rules, or as may be amended or replaced by the NZRFU from time to time, and the Disciplinary Committee shall be governed by those Disciplinary Rules, By-laws and this constitution. The Disciplinary Committee shall have the power to act in the name of the Union in hearing and determining disciplinary proceedings within its jurisdiction in the following circumstances or such further or more limited circumstances as the NZRFU may from time to time determine:

21.1.1 where a player is ordered off the playing enclosure;

21.1.2 where a report is received from a referee pursuant to Part 3 of Section 2 of the Disciplinary Rules;

21.1.3 where there is alleged misconduct other than on the playing enclosure; and

21.1.4 where a player is required to appear before the Disciplinary Committee under the "sin bin" procedure described in the Disciplinary Rules.

21.1.5 where a player, official, or spectator has been cited.

**21.2 Appeal:** Any member or official of any Club or Affiliated Body, or any Member or official of the Union shall have the right to appeal to the Appeal Committee on a matter in dispute or against any expulsion as provided for in rule 7.1.1 provided always that any such appeal may thereafter be referred to the NZRFU if such action is believed to be warranted or desirable.

**21.3 Appeal Committee:** Any persons against whom the Union (in its own right or the Disciplinary Committee acting in the name of the Union) has taken action under the Constitution, shall have the right of appeal to the Appeal Committee and such appeal must be lodged within 14 days of receiving notice of any penalty. A fee of \$500.00 plus GST payable to the Union must accompany such an appeal and to be retained if in the opinion of the Appeal Committee the appeal is found to be without merit.

21.3.1 The membership of the Appeal Committee will be as follows:

(a) There will be five members of the Appeal Committee;

(b) The Chairperson of the Appeal Committee has the power to co-opt for the consideration of a particular matter;

(c) The members of the Appeal Committee must be persons who have demonstrated outstanding qualities as rugby administrators and who are capable of operating as objective arbitrators and who have a high standing in Rugby circles;

(d) At least three members of the Appeal Committee must hear an appeal;

(e) Members of the Appeal Committee may not be employees or contractors of the Union, members of the Board, or of the management committee of any Club, or of an Affiliated Body, or of the Disciplinary Committee provided however, for the avoidance of doubt, a person who acts for, or is appointed to an office of, the Union in his or her professional capacity may be a member of the Appeal Committee (whether elected or co-opted) notwithstanding that such a person may in acting or having been appointed in such professional capacity be a contractor of the Union.

21.3.2 The election of Members of the Appeal Committee will be as follows:

(a) members of the Appeal Committee will be elected by delegates at the Annual General Meeting from nominees who have previously been nominated by Members in writing and who have consented in writing to their nomination;

(b) the written nomination from a Member of any person to become a member of the Appeal Committee must be in the hands of the Chief Executive Officer no later than 2 February of each year. The Chief Executive



Officer shall collate the names of and any other relevant information on potential candidates on behalf of the Appointments Committee;

(c) from the nominations for members of the Appeal Committee that are received, the Appointments Committee will recommend candidates to the Annual General Meeting;

(d) in recommending persons for election to the Appeal Committee at the Annual General Meeting, the Appointments Committee shall use its best endeavours to recommend persons who have specific and relevant skills, qualifications and experience under rule 21.3.1 (c);

(e) Persons who have unsuccessfully sought the recommendations of the Appointments Committee may be included as candidates for election as an Appeal Committee Member by providing their written application to the Chief Executive Officer no later than 21 Days before the date of the Annual General Meeting.

**21.3.3** The Appeal Committee will appoint its own Chairperson and Deputy Chairperson who will be responsible for the administration of matters referred to the Appeal Committee. The Chairperson or, in his or her absence, the Deputy Chairperson, may appoint from within its members a Chairperson to chair any particular hearing.

**21.3.4** The Chairperson of the meeting or hearing (as the case may be) at which the matter arises shall have both a deliberative and a casting vote.

**21.3.5** The Appeal Committee shall be governed by this Constitution, By-Laws, and NZRFU 'Rules For Disciplinary Hearings'.

**21.3.6** The Appeal Committee will notify their decision for ratification by the Board and may, in its discretion, recommend to the Board, party to party costs against any party or parties to the appeal, on such basis as it may think fit. The Board cannot alter the Appeal Committee's decision without consultation with the Appeal Committee.

**21.4 Notification of Penalty:** If the Board resolves to disqualify, suspend or expel any Member, or their members, or member of the public, such action shall be notified to the Chief Executive Officer who shall provide notice of such action to all Members throughout the Union and any such disqualification, suspension or expulsion shall be observed by the Union, and Member from the date of receipt of such notice.

**21.5 Judicial Powers of the Board:** The Board has the following discretionary powers of decision in addition to those set out elsewhere in this Constitution:

**21.5.1** To decide all disputes under the Constitution, such decision to be final subject to appeal to the High Court. Nothing in this rule shall prevent any Member appealing to the NZRFU any such decision of the Board;

## **22. CASES NOT PROVIDED FOR**

**22.1 Cases not Provided for:** The Board shall have the power to determine, in such manner as it deems expedient, any case or situation that in the opinion of the Board is not provided for in this Constitution.

## **23. COLOURS**

**23.1:** The representative colours of the Union shall be red, black and white.

**23.2.** The colours to be worn by a Club are subject to the approval of the Council Of Delegates. The Council Of Delegates cannot approve colours for the Club which are in the same combination as the current colours registered on the register for any other Club.

**23.3** A Club must ensure that its teams wears only the current colours approved and registered for that Club by the Council Of Delegates provided that the teams may wear alternative colours for a particular match if the approved and registered colours are in the reasonable opinion of the Council Of Delegates confusingly similar to the colours of the other team playing in that match and the Council Of Delegates has approved such alternative colours.

## 24. REPRESENTATIVE TEAMS

- 24.1 Inability to Play:** Any player who having been selected for a representative team or trial and who advises the selector of his inability to play, shall not be permitted to play for his or her Club on the date of such representative fixture without the special sanction of the Board. Should this rule be disobeyed or the player refuse to play in the representative team or trial without good reason in the opinion of the Board, he or she shall be dealt with under rule 21.2.

## 25. NOTICES

**25.1 Manner of Notice:** A notice under these Rules may be given personally, by post, e-mail or by facsimile.

**25.2 Receipt of Notice:** A notice will be deemed to have been received:

- 25.2.1 Personally Delivered:** if personally delivered, when received;
- 25.2.2 Sent:** if sent by post, three business days after it was sent;
- 25.2.3 Facsimile:** if sent by facsimile, on receipt by the sender of a transmission report indicating that the facsimile was sent in its entirety to the recipient's facsimile number;
- 25.2.4 Mail:** if sent by e-mail, on receipt by the sender of an e-mail message indicating that the e-mail has been opened at the recipient's terminal, provided that if a notice is received on a date that is not a business day or after 5 pm on a business day, it will be deemed to have been received on the next E-business day.

## 26. APPEAL TO NZRFU

- 26.1 Appeal to NZRFU:** Where this constitution contemplates an appeal to the NZRFU any such appeal shall be dealt with in such manner as may be determined and notified to the parties by the NZRFU. The Union and all other parties shall be given an opportunity to state their position and agree to accept and adhere to any decision of the NZRFU on such appeal.

## 27. ADMINISTRATION

- 27.1 Financial Year:** The financial year of the Union shall close on the 31<sup>st</sup> day of December in each year or until changed at a General Meeting.
- 27.2 Bank Account:** All funds of the Union shall be paid into a bank to the credit of the Union, and all expenditure must be passed by the Board and paid by cheque or direct credit signed by two signatories duly authorised by the Board.
- 27.3 Audit and Auditors:** The accounts of the Union shall be audited by an auditor who shall be appointed at the Annual General Meeting, and who shall not hold any other office of the Union.
- 27.4 Accounts:** The Board shall cause true and fair accounts to be kept of the assets and liabilities of the Union, of all monies received or expended by the Union, and the matters in respect of which such receipts and expenditure may take place.
- 27.5 Financial Statements:** At each Annual General Meeting the Board shall submit an annual report and lay before the meeting an income and expenditure account and a balance sheet showing the assets and liabilities of the Union. A printed copy of such annual report, accounts and balance sheet shall be posted to each Member at least eighteen days before the said meeting.
- 27.6 Accounts of Clubs and Affiliated Bodies:** Each Club and each Affiliated Body shall, prior to the first day in April in each year, forward to the Union an audited statement of its accounts for the preceding year.



**27.7 Common Seal:** The common seal of the Union shall be kept in the control of the Chief Executive Officer and shall be affixed to any document pursuant only to a resolution of the Union or Board by two Directors or one Director and the Chief Executive Officer.

**27.8 Execution of Documents:** The Union shall sign documents pursuant to rule 27.7 as follows:

**27.8.1** If a deed, under the common seal of the Union or by a duly authorised attorney of the Union;

**27.8.2** if a contract, by a person acting on behalf of the Union under the authority of the Board.

## **28. AMENDMENT TO RULES**

**28.1 Amendment to Rules:** The rules of the Union shall be amended, added to, or repealed, or new rules shall be made only in accordance with a resolution passed at a General Meeting by a majority of not less than 75% of the persons present and entitled to vote thereat, and of which due notice has been given.

**28.2 Notice:** Notice of any amendment, repeal, addition or proposal for new rules, must be given in writing to the Chief Executive Officer at least 21 days before the meeting at which the amendment, repeal, addition or proposal for new rules is intended to be proposed and 18 days notice of such intention must be given by the Chief Executive Officer to the Members in writing.

**28.3 Registration:** Any amendment, repeal, addition or alteration to the Constitution must be registered with the Incorporated Societies within 10 working days of a General Meeting and scheduled in this Constitution.

## **29. WINDING UP**

**29.1 Winding Up:** In the event of the winding up of the Union or of its dissolution by any means whatever, all surplus assets, after the payment of all debts and liabilities and all legal claims against the Union have been satisfied, and after the payment of all costs, shall be paid or transferred to the NZRFU to be applied by the NZRFU for the promotion of Rugby in the District.

## **30. CONSTITUTION**

**30.1 Constitution:** This Constitution replaces all existing rules that are revoked from the Commencement Date.

**30.2 Transitional Clause:** At the Commencement Date the Players Representative, appointed pursuant to rule 8.1 (c) of the existing constitution, shall retire, and at the said Commencement Date shall become an Independent Director. For retirement purposes, this appointment will be deemed to have been made at the Annual General Meeting at which this Constitution was approved.

## **31. DATE OF ADOPTION**

**31.1** This Constitution was adopted at the Annual General Meeting of the Union held at Pukekohe on this 11<sup>th</sup> day of March 2002

## **32. DATE OF REGISTRATION**

**32.1** This Constitution was registered under the Act on the day of 2002

## SCHEDULE 1

### Clubs who are Members on the Commencement Date (Rule 6.6)

The following Clubs are members of the Union as at the Commencement Date:

Ardmore Marist  
Bombay  
Drury  
Karaka  
Manurewa  
Maramarua  
Onewhero  
Papakura  
Patumahoe  
Pukekohe  
Puni  
Te Kauwhata  
Te Kohanga  
Tuakau  
Waiuku  
Weymouth

## SCHEDULE 2

### Affiliated Bodies at the Commencement Date (Rule 6.7)

The Affiliated Bodies at the Commencement Date are:

1. Counties Manukau Primary Schools Rugby Association
2. Counties Manukau Secondary Schools Rugby Association
3. Counties Manukau Junior Management Board
4. Counties Manukau Rugby Referees Association
5. Counties Manukau Maori Representative Rugby Association



## Key Dates and Voting Requirements

### 6.2 President

The President may only hold office for more than 2 Consecutive years

### 6.5 Life Members

- |       |                                         |                              |
|-------|-----------------------------------------|------------------------------|
| 6.5.1 | Nominations to Union by                 | 5pm 2 <sup>nd</sup> February |
| 6.5.2 | Nominator must meet with Advisory Group | before Nomination            |
| 6.5.3 | Notice to members                       | 18 days                      |
| 6.5.4 | Approval by AGM 10.1.2                  | 75%                          |

### 9.0 General Meeting

- |         |                                                 |                                |
|---------|-------------------------------------------------|--------------------------------|
| 9.1     | AGM                                             |                                |
|         | • Must be held not later than                   | 31 <sup>st</sup> March         |
|         | • Notice of date to members                     | 28 days                        |
| 9.2     | Special Meeting                                 |                                |
|         | • May be requested by                           | 9 members Representing 3 Clubs |
|         | • Must be convened within                       | 21 Days                        |
|         | • Notice to members                             | 7 days                         |
| 9.3     | Nomination of Officers                          |                                |
| 9.3.1   | Patron, President, Vice-president               | 21 days                        |
| 9.3.2   | Independent Directors                           | 2 <sup>nd</sup> February       |
| 9.3.2   | Appeal Committee                                | 2 <sup>nd</sup> February       |
| 9.3.3   | Notice to Members                               | 18 days                        |
| 9.4     | Quorum                                          | 15 members entitled to vote    |
| 9.8     | Notification of Delegates prior to AGM          | by 5pm 3 days                  |
|         | A substitute(s) may be appointed at the meeting |                                |
|         | Notification of Business                        |                                |
| 9.11.9  | Remits to Union within                          | 21 days                        |
| 9.11.10 | Notice sent to members                          | 18 days                        |

### 10.1. Voting

- |        |                                                                       |              |
|--------|-----------------------------------------------------------------------|--------------|
| 10.1.1 | To be appointed, officers must achieve more than                      | 50% of votes |
| 10.3   | One delegate may exercise votes for a nominated Absentee delegate(s). |              |

### 15.1.1 Independent Directors

Nominations to CEO by 2<sup>nd</sup> Feb

### 17.1 Appointments Committee

Appointments committee to be selected by 2<sup>nd</sup> Feb

### 18.0 Council of Delegates

- |        |                                                      |                |
|--------|------------------------------------------------------|----------------|
| 18.5.1 | Notice to Clubs & Affiliated bodies of March meeting | 28 Days        |
|        | Nominations for Chairman & Deputy close              | 21 days before |
|        | Notice of candidates to Clubs & Affiliates           | 18 days before |
|        | Appointment of Chairperson and Deputy                | before AGM     |
| 18.8   | Quorum                                               | 12 delegates   |

### 21.3.2 Appeal Committee

- |         |                      |                          |
|---------|----------------------|--------------------------|
| 31.3.2b | Nominations to Union | 2 <sup>nd</sup> February |
| 9.12    | Notice to Members    | 18 days                  |

### 27.0 Administration

- |      |                                    |         |
|------|------------------------------------|---------|
| 27.1 | Financial Year End                 | 31 Dec  |
| 27.5 | Copy of Annual Accounts to members | 18 days |

### 28.1.1 Amendment to the Rules

Voting 75%

### 29.0 Winding Up

- |      |                                |     |
|------|--------------------------------|-----|
| 31.1 | Disposition of property voting | 75% |
|------|--------------------------------|-----|

### SCHEDULE 3

#### Form of Notice of Appointment of Delegates (rules 9.6 and 9.7)

To: The Chief Executive Officer  
Counties Manukau Rugby Football Union Incorporated

From: *[Name of Body]*

Date: *[Date of Notice]*

Subject: Appointment of Delegates

---

*[Name of Body]* appoints *[Name(s) of Delegates]* to act on its behalf at the General Meeting to be held on *[date]*.

---

President, Chairperson, Secretary (one to sign)

]

,

### SCHEDULE 4

At The Commencement Date the Composition of Advisory Groups is as follows:

1. Finance Advisory Group
2. Sponsorship and Marketing Advisory Group
3. Rugby Advisory Group
4. Strategic Planning Advisory Group
5. Executive Advisory Group
6. Appointments Advisory Group



Registrar's Form  
**Incorporated Society  
Statutory Declaration**



\*10046880819\*



The Incorporated Societies Act 1908 (Sections 7 and 21)  
This form is available online at [www.societies.med.govt.nz](http://www.societies.med.govt.nz)

Use this form when submitting an application to incorporate a society OR when a society files an alteration to its rules.

Name of  
Society

Counties Manukau Rugby Football Union Inc

Society  
Number

221715

I, Raymond George Steele (name of person making declaration)

of 332 E Redoubt Road, RD 1, Papatoetoe (residential address)

do solemnly and sincerely declare that:

1. I am a member of / ~~solicitor to (delete one)~~ the above society, and

*Exhibit "A"* 2. The attached ~~alter~~ alteration to the rules (delete one) comply with section 6 of the Incorporated Societies Act 1908  
(see next page for list of criteria), and

Either (this option applies to applications to incorporate a society & delete if not applicable)

3. The majority of members of the society consent to this application for incorporation

Or (this option applies for alterations to existing rules of an incorporated society & delete if not applicable)

4. The alteration to the rules has been made in accordance with the rules of the society

And I make the solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths  
and Declarations Act 1957.

Declared at Auckland

this fourteenth (day) name of society member / ~~solicitor~~ Raymond George Steele

day of October (month) signature of society member / ~~solicitor~~ *[Signature]*

20 2004 (year)  
before me: *[Signature]* Solicitor / Justice of the Peace / other person authorised to take a Statutory Declaration

Lesley A. Morrison

Completed by Justice of the Peace  
Name and postal address

Raymond George Steele  
332 E Redoubt Road  
RD 1, Papatoetoe

Other details

Telephone 09 263 8339

Post to

Registrar of Incorporated Societies  
Ministry of Economic Development  
Private Bag 92061  
Auckland Mail Centre 1020

# Counties Manukau Rugby Football Union Inc

## "A" - Amendment to the Rules

At a properly convened special general meeting of the above society, held on 11 October 2004, the following amendments to the rules were approved in accordance with the Society's constitution.

That the number of Independent Directors be increased to six (6) by changing the word "five" in clause 11.1.1 to 'six'.

That the "Counties Manukau Samoan Rugby Football Club Inc" be admitted to the Counties Manukau Rugby Football Union Inc under clause 6 of the constitution.

In witness here of;

Raymond George Steele  
A director of the Counties Manukau Rugby Football Union Inc

Roy Harry Craig  
A director of the Counties Manukau Rugby Football Union Inc

Peter Athol Raynes  
A director of the Counties Manukau Rugby Football Union Inc

This is the document "A"  
referred to in the annexed  
declaration of Raymond Steele  
made at Auckland on 13/10/2004  
before me.

Lesley A. Morrison  
Justice of the Peace

This is the annexure marked with the letter "A" referred to in the annexure declaration of Raymond George Steele declared before me at Manukau this 13<sup>th</sup> day of October 2004.

A Justice of the Peace







# Societies and Trusts Onli



\*10059181652\*

[www.societies.govt.nz](http://www.societies.govt.nz) | 0508 SOCIETIES | 0508 762 438

Post your completed form to: Companies Office, Private Bag 92061, Victoria Street West, Auckland 1142

## Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

### 1. Name of society

Canties Manukau Rugby Football Union

### 2. Society number

221715

I certify that the alteration has been made in accordance with the rules of the society.

Name

Phil McConnell

Position

CEO

NATIONAL PROCESSING  
CENTRE

03 MAY 2010

RECEIVED

Signature

Date

26 / 04 / 2010

### 3. Complete this checklist before filing your application

Tick all options that apply to this alteration of rules

- ☒ This certification has been completed by an officer of or a solicitor for the society.
- ☒ A copy of the rule alteration(s) is attached. **Note** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- ☒ The copy of the alteration to rules has been signed by three members of the society.

For society name changes —

- ☐ This rule alteration also includes a name change for the society, and
- ☐ We have checked that the new name of the society is available by conducting Register Searches at both [www.societies.govt.nz](http://www.societies.govt.nz) and [www.companies.govt.nz](http://www.companies.govt.nz).

PO 26

03 MAY 2010

### What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered

### 4. Your contact details

Name and postal address

Phil McConnell  
c/ CMRFU  
PO Box 175  
Pukekohe

Telephone

(09) 237-0033

Email (optional)

## REMIT

### Youth Council

#### 20.1 Composition

The Youth Council shall consist of the following members:

- 20.1.1 Board of Directors                      One
- 20.1.2 Independent Members                      Three
- 20.1.3 One member selected by the CEO as the Union Representative

#### 20.2 Appointments

20.2.1 The Board will appoint its representative to the Youth Council as soon as practicable after the AGM

20.2.2 Nominations for Independent Members can be made in writing to the CEO by 2<sup>nd</sup> February. The Appointments Committee will select the Independent Members and positions will be confirmed at the CMRFU AGM

#### 20.3 Chairperson    *'Remains the same'*

#### 20.4 Voting Rights

20.4.1 The member appointed under Clause 20.1.3 will have no voting rights but will have full speaking rights

20.4.2 The remaining four members will appointed under Clause 20.1 will have a deliberative vote

20.4.3 The Chairperson shall also have a casting vote as well as a deliberative vote.

#### 20.5 Quorum

20.5.1 A quorum shall consist of three members entitled to vote

#### 20.6 Delegations    *'Remains the same'*

#### 20.7 Other Matters    *'Remains the same'*

#### 20.8 Powers and Duties    *'Remains the same'*



- Paul Reidy Board Member

- Mike Leach Board Member

- Craig Carter Board Member