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**CONSTITUTION OF  
WELLINGTON RUGBY FOOTBALL UNION (INC)**

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Includes amendments from WRFU AGM – 30 March 2004

Includes amendments from WRFU AGM – 31 March 2005

Includes amendments from WRFU AGM – 30 March 2006

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**THE CONSTITUTION AND RULES OF  
THE WELLINGTON RUGBY FOOTBALL UNION (INCORPORATED)**

**1. NAME**

The Union shall be called "The Wellington Rugby Football Union (Incorporated)" ("the Union").

**2. OBJECTS AND CAPACITY**

**2.1 Fostering the Game**

The objects of the Union shall be to foster encourage and control the game of rugby football primarily within its own boundaries as defined from time to time by the New Zealand Rugby Football Union ("the NZRU") but also extending to other areas as appropriate.

**2.2 Amateur Rugby**

The Union has been incorporated for the purpose of promoting amateur Rugby conducted for the recreation or entertainment of the general public. The capacity of the Union in accordance with its objects, to carry on or undertake any business or activity, do any act, or enter into any transaction is restricted to any business, activity, act or transaction carried on, undertaken, done or entered into in accordance with or in seeking to achieve this purpose, or which is conducive or incidental to this purpose.

**2.3 Involvement in Professional Rugby for the Advancement of the Amateur Game**

The ability and power to carry on or undertake any business or activity for the purpose and on the basis outlined in rule 2.2 shall, without limiting the generality of rule 2.2, include the ability and power to undertake Rugby activities and competitions in which paid players and paid officials participate and to utilise the Union's intellectual property and obtain sponsorship.

**2.4 No Pecuniary Profit**

Nothing in this Constitution shall permit any part of the funds of the Union to be used or to be available to be used for the private pecuniary profit of any member. This rule 2.4 shall apply notwithstanding any other provision in this Constitution to the contrary.

**2.5 Binding Rules and Bylaws**

The Union shall observe the laws of New Zealand and shall affiliate with the NZRU and shall be bound by the Constitution and Regulations or By-laws from time to time adopted by the NZRU.

### **3. POWERS OF THE UNION**

The Union shall have power to do all things as may be necessary or conducive to the furtherance of the objects set out in Rule 2 and in particular and without limiting the generality of Rule 2 the Union shall have the following powers:

#### **3.1 Acquisition of Property, Rights etc.**

To purchase, take on lease, hire or otherwise acquire any property or any related rights and to hold improve manage develop let or lease, sell or otherwise dispose of any such property and rights.

#### **3.2 Management of Playing Grounds**

To construct, maintain or alter any playing or training grounds or areas on any property in respect of which the Union enjoys a licence to occupy or any other occupation right.

#### **3.3 Management of Buildings**

To construct, build, alter, improve, enlarge, pull down, remove, replace and otherwise manage any buildings or other improvements which may be on any of the real or leasehold property of the Union or on any property in respect of which the Union enjoys a licence to occupy or any other occupation right.

#### **3.4 Powers to Borrow**

To borrow money in such manner as the Union may think fit and to give security for such borrowing by the issue of debentures or by mortgage or charge upon the whole or any part of the property or assets of the Union (whether present or future) and to purchase redeem or pay off any such securities.

#### **3.5 Raising Funds**

To raise money by subscriptions or any other means and to grant rights to sponsors, promoters or fund raisers.

#### **3.6 Loans and Guarantees**

To lend and advance money and give guarantees or become surety for the payment of moneys or the performance of contracts or obligations of any member of the Union.

#### **3.7 Powers to Invest**

To invest and deal with the moneys of the Union in such manner as may from time to time be determined and in particular to invest such moneys on mortgage or purchase of property or securities or by depositing such moneys with any institution.

#### **3.8 Indemnity and Insurance**

To give indemnities and obtain insurances as may be appropriate in favour of or for the benefit of any current or former Director, Rugby Board Member, employee or Trustee of the Union.

#### **3.9 Powers to Contract**

To act in the exercise of all or any of the powers conferred upon the Union jointly with any person partnership company trust society or other entity and to become jointly or jointly and severally liable with any such person partnership company trust society or other entity on any contract or obligation.

### 3.10 **Powers to Establish Entities**

To establish and disestablish companies, societies, trusts and any other entities and appoint and remove officers, Directors and trustees of such bodies as deemed appropriate.

### 3.11 **General**

To do all such things as are incidental or conducive to the attainment of the above objects.

## 4. **MEMBERSHIP**

### 4.1 **Members of the Union**

The members of the Union ("members") may comprise:

- a. All Rugby Football Clubs as defined in Rule 13 which are within the boundaries of the Union and which are affiliated to the Union.
- b. The Wellington Rugby Referees' Association and the Wellington Secondary Schools' Rugby Union (referred to in these Rules as "Affiliated Bodies").

### 4.2 **Life Members**

Individuals may be elected as life members under Rule 5, but they do not become members of the Union.

### 4.3 **Restrictive Conditions of Membership**

Membership shall not confer on any Member any privilege or any right interest or share in the funds and property of the Union nor shall any Member be personally liable for any of the liabilities of the Union.

### 4.4 **Resignation of Membership**

Any Member or Life Member (as the case may be) by giving to the Chief Executive Officer ("C.E.O.") of the Union notice in writing, may resign the office or appointment by virtue of which such membership derives. Every such resignation shall take effect as from the date of the meeting of the Board Of Directors at which such resignation is accepted and such member shall then cease to be a Member.



## 5. **LIFE MEMBERSHIP**

### 5.1 **Criterion for Life Membership**

At any General Meeting a Life Member or Life Members may be elected by reason of outstanding service rendered to the Union.

### 5.2 **Nomination Procedure**

A nomination for Life Membership shall be proposed by one of two methods:

- a. Be proposed and seconded by two (2) Clubs and/or Affiliated Bodies, or,
- b. Be nominated by a minimum of three current WRFU Life Members

### 5.3 **Role of the Life Members**

Except when a nomination is received by Life Members under clause 5.2(b) a subcommittee comprising at least three WRFU Life Members, the Rugby Board Chairman, WRFU President, and WRFU CEO (or their appointee) shall first be required to discreetly decide the suitability of any Life Membership nomination. After a vote by the Life Members subcommittee any endorsed recommendation shall be forwarded onto the Rugby Board.

### 5.4 **Role of the Rugby Board**

Except when a nomination is received by Life Members under clause 5.2(b) the Rugby Board shall first be required to make a recommendation to the Board Of Directors of a person for life membership after a majority vote of not less than 75 percent of its eligible members. Such recommendation shall be in the hands of the C.E.O. at least 28 days before a General Meeting.

### 5.5 **Role of the Board Of Directors**

The Board Of Directors shall, after receiving a recommendation from the Rugby Board under clause 5.4, or through a Life Members group nomination in clause 5.2(b), be required to make a recommendation to a General Meeting of a person for life membership after a majority vote of not less than 75 percent of Directors present. Such recommendation shall be in the hands of the C.E.O. at least 21 days before a General Meeting.

### 5.6 **Notification to Members and Voting at A.G.M.**

If the Board Of Directors approve the nomination the C.E.O. shall give 14 days notice of the nomination to members of the Union. To be approved at a General Meeting the nomination for life membership must receive a majority vote of 75 percent of votes cast at the General Meeting.

### 5.7 **Privileges**

Upon election a Life Member shall be entitled to:

- a. Receive a suitable badge.
- b. Complimentary admission to all matches, grounds and grandstands under the jurisdiction of the Union.

- c. Attend all General Meetings of the Union but shall not be entitled to vote at any General Meeting.
- d. Such other privileges (if any) granted by the Union from time to time.

## 6. ELECTION OF OFFICERS

### 6.1 Definition

The Officers of the Union ("Officers") shall be the President, and at the discretion of the Rugby Board up to five Vice Presidents. The Officers do not have to be members of a Club or Affiliated Body.

### 6.2 Nomination Procedure and Election

Nominations for Officers must be made by a Club or Affiliated Body in writing to the C.E.O. who shall refer the nominations to the Rugby Board.

The Rugby Board shall consider the nominations and decide the persons to be recommended for appointment. No later than 21 days before the Annual General Meeting ("A.G.M.") the Rugby Board shall notify the C.E.O. of its recommendations of one President and up to five Vice Presidents whose appointments will be confirmed at the A.G.M.

### 6.3 Term of Office

The Officers shall hold office until the end of the next A.G.M. or until such earlier time that they vacate their office.

The President is appointed for a term of one year and may at the next A.G.M. be appointed for a second consecutive term of one year. Unless the President is appointed for a second term the President shall be appointed from one of the previous years Vice Presidents, with priority given to the Vice President with the longest tenure of office.

The Vice Presidents are appointed annually and may be appointed for up to four consecutive terms.

### 6.4 Vacancy

Any vacancy in the Officers of the Union which occurs during the year or which remains unfilled from the A.G.M., may be filled by the Rugby Board as follows:

- a. The Rugby Board may appoint a Vice President.
- b. If the President is unable to complete their term of office, the term is to be completed by the Vice President with the longest tenure in office who is willing and able to act as President for the remainder of the current tenure.  
In the event that there are two or more Vice Presidents that hold the same tenure of office, the President will be determined by the Rugby Board.

### 6.5 Notification to Members

Not less than 14 days prior to the A.G.M. the C.E.O. shall circulate to Members a list of people recommended for office by the Rugby Board.

## 7. BOARD OF DIRECTORS (CONSTITUTION)

### 7.1 Composition of Board Of Directors

The Board Of Directors shall consist of:

- a. The Chairperson of the Rugby Board.
- b. The Deputy Chairperson of the Rugby Board.
- c. 6 other appointed persons.
- d. An additional person representing the Rugby Board in the event Rule 7.8(b) [*Election of Chairperson*] applies.

The Directors do not have to be members of a club or affiliated body.

### 7.2 Nomination Procedure

#### 7.2.1 *Nomination of Candidates*

Not less than 42 days prior to the A.G.M. any Club or Affiliated Body seeking to nominate a Director to fill a position provided for in Rule 7.1(c) [*Appointed Directors*] shall forward such nomination to the C.E.O. The nomination shall be in writing in the form prescribed by the Board Of Directors, shall accompany a curriculum vitae ("C.V.") of the nominee and shall be signed by the Secretary or other proper officer of the nominator pursuant to a resolution of the governing body of such nominator.

#### 7.2.2 *Appointments Board Duties*

The Appointments Board will assess nominees for the Board Of Directors. Having made its assessment, the Appointments Board will recommend the appointment of Directors who will be confirmed at the A.G.M.

#### 7.2.3 *Appointments Board Composition*

The Appointments Board will comprise:

- a. The Chairperson of the Board of Directors. Where the Chairperson is standing for re-election the Deputy Chairperson will take the Chairperson's position on the Appointments Board. Where both the Chairperson and Deputy Chairperson are standing for re-election the Board of Directors must nominate one of its members to fill this position.
- b. The Chairperson of the Rugby Board.
- c. Three (3) other independent persons as determined by the Rugby Board.

#### 7.2.4 **Appointments Board Term of Office**

The term of office of the three independent persons on the Appointments Board shall be determined by the Rugby Board.

#### 7.3 **Notification to Members**

Not less than 14 days prior to the A.G.M. the C.E.O. shall circulate to Members:

- a. A list of recommended appointees for positions under Rule 7.2.2 [*Appointments Board Duties*]
- b. A summary of the C.V. of each recommended appointee.

#### 7.4 **Vacating Office**

The office of Director shall be vacated if the person holding that office:

- a. dies; or
- b. resigns by notice in writing to the C.E.O; or
- c. brings disrepute to the office or to the game of Rugby Football; or
- d. is removed from office by a resolution of the Board Of Directors passed by a majority of 75 percent of the Members of the Board Of Directors present at a meeting of the Board Of Directors convened for that purpose.

#### 7.5 **Vacancy**

Any vacancy in the Board Of Directors occurring between successive A.G.M.s may be filled by the Board Of Directors but any Director so appointed shall retire at the next A.G.M. following appointment but shall be eligible for re-selection by the Appointments Board, provided the nomination procedure outlined in Rule 7.2.1 [*nomination of candidates*] is followed.

#### 7.6 **Order of Retirement**

At every A.G.M., 2 Directors shall retire from office. A retiring Director shall hold office until the dissolution of the meeting at which his or her successor is appointed. The Directors to retire at each A.G.M. pursuant to this clause shall be selected as follows:

- a. First, any Director who wishes to retire and does not offer to stand for re-election.
- b. Second, those Directors who have been longest in office since their last election having regard to the provisions of Rule 7.5 [*Vacancy*].

For persons who were last elected as Directors on the same day those to retire shall be determined by lot. A retiring Director shall be eligible for re-selection by the Appointments Board, provided the nomination procedure outlined in Rule 7.2.1 [*nomination of candidates*] is followed.

#### 7.7 **Replacement of Retiring Directors**

At every A.G.M. Directors shall be appointed to replace Directors retiring pursuant to Rule 7.6 [*Order of Retirement*] and to replace any vacancy in the Board Of Directors not filled by the Board Of Directors pursuant to Rule 7.5 [*Vacancy*].

#### **7.8 Election of Chairperson of Board Of Directors**

- a. Every year at the first meeting of the Board Of Directors after the A.G.M. the Board Of Directors shall elect a Chairperson and a Deputy Chairperson. The Chairperson shall be the Chairperson of the Union entitled to speak and act as such.
- b. In the event that the Chairperson so elected is the Chairperson of the Rugby Board, the Rugby Board shall appoint a new representative of the Rugby Board who shall represent it on the Board Of Directors under Rule 7.1(d) [*Composition of Board Of Directors*].

#### **7.9 Conduct of Meetings**

- a. At all meetings of the Board Of Directors each Director shall have 1 vote.
- b. The voting at all meetings of the Board Of Directors shall be taken on a show of hands unless a motion to take a ballot shall be carried.
- c. No debate shall be permitted on a motion to take a ballot.
- d. A resolution in writing signed or assented to by e-mail, facsimile, or other form of visible or other electronic communication by a majority of the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- e. Any Director may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may occur by means of telephone, through video conferencing facilities or by any other means of electronic communication provided that notice of the meeting is given to all Directors and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Director in this manner in a meeting shall constitute the presence of that Director at that meeting.

#### **7.10 Chairperson's Voting Rights**

The Chairperson of the Board Of Directors shall have a deliberative and a casting vote.

#### **7.11 Substitute Chairperson of Rugby Board**

In the event of the unavoidable absence of the Chairperson and/or Deputy Chairperson of the Rugby Board from any meeting of the Board Of Directors such person shall be at liberty upon notice to the C.E.O. to appoint for that meeting another authorised member of the Rugby Board to attend and vote. This rule shall not apply to the Chairperson of the Rugby Board in the event of an appointment having been made under Rule 7.1(d) [*Composition of Board Of Directors*]

### 7.12 **Calling of Meetings**

A meeting of the Board Of Directors may be summoned by the C.E.O. at any time and must be summoned by the C.E.O. on receipt of a written requisition signed by 2 members of the Board Of Directors specifying the object of the meeting. Such meeting shall be held within 5 days of the receipt of such requisition.

### 7.13 **Quorum for Meeting**

At any meeting of the Board Of Directors, 5 Directors shall form a quorum.

### 7.14 **Remuneration of Directors**

The Union shall from time to time at a General Meeting determine what remuneration shall be appropriate in respect of all or any of the Directors on the Board Of Directors.

## 8. **BOARD OF DIRECTORS (POWERS AND DUTIES)**

### 8.1 **General Powers & Duties**

- a. The affairs of the Union shall be managed by the Board Of Directors.
- b. The Board may exercise all powers of the Union other than those powers required by the Act or by this Constitution to be exercised by the Union in General Meeting.
- c. Without derogating from the foregoing:
  - i. the Board of Directors is to always have overall responsibility for finance, marketing, promotion, development and management of rugby in accordance with the objectives set out in Rule 2;
  - ii. the Board of Directors is to delegate to the Rugby Board the management of all matters relating to the playing and development of club, schools and junior rugby. Unless the Board of Directors resolve to the contrary, the powers and duties set out in Rule 10 are to take effect as powers and duties delegated under this Rule, the exercise of which may be reviewed and revoked or modified by the Board of Directors under Rule 8.1(a);
  - iii. the Board of Directors may delegate to the Rugby Board such other powers and duties as may be necessary or advisable from time to time; and
  - iv. the Board may extend, limit, amend or revoke any powers or duties delegated to the Rugby Board under this Rule.

### 8.2 **Specific Powers & Duties**

Without limiting the generality of the powers conferred by Rule 8.1 [*General Powers*] the Board Of Directors shall have the following powers:

### 8.2.1 ***Management of Assets***

To control and manage the assets of the Union (except such assets as may be under the control of the Trustees of the Union) and to raise or borrow moneys and incur such liabilities for the purposes of the Union as may be deemed necessary or desirable and whether by mortgage or charge upon the whole or any part of the property or assets of the Union and to effect repayment from time to time.

### 8.2.2 ***Right to Vest to Trustees***

To vest in Trustees any property, securities or moneys of the Union upon such trusts and subject to such conditions as may from time to time be determined and to define the powers and duties of the Trustees with respect to such property, securities or moneys so vested and may from time to time vary such powers and duties.

### 8.2.3 ***Formation of Committees***

To appoint from its own members or otherwise such Committees or Sub Committees as it may deem necessary from time to time to assist it in exercising its powers and/or carrying out its duties and to fix and limit the powers and authorities of those Committees or Sub-Committees and including the power to delegate any of the Committee's or Sub-Committee's powers to the Chairperson of the Committee/Sub-Committee or such other person(s) approved by the Board.

### 8.2.4 ***External Relationships***

To determine all matters of policy including that relating to the NZRU and other local and national authorities and other bodies.

### 8.2.5 ***Promotion, Marketing and Sponsorship***

To determine all matters of policy relating to the promotion, marketing and sponsorship of the Union.

### 8.2.6 ***International and Representative Matches***

To determine all matters of policy relating to promotion, marketing, sponsorship and administration of International and Representative matches.

### 8.2.7 ***Appointment of Union Representatives***

To appoint persons to represent the Union on the NZRU and on other bodies as necessary.

### 8.2.8 ***Conditions of Affiliation***

To determine all matters of policy relating to the affiliation to the Union of Clubs or other bodies nominated in accordance with the procedure in these Rules.

### 8.2.9 ***Discretionary Admission to the Rugby Board***

To decide upon the admission to the Rugby Board of a representative of any body not admitted by the current rules but having a role to play in the conduct of the game of Rugby.

### 8.2.10 ***Association of Referees***

To provide for the continuation of an association of referees whose members shall (unless appointments are made under the Regulations or By-laws of the NZRU) referee games played under the control of the Union and to make, alter, amend or revoke Regulations relating to the constitution powers and duties of such association.

### 8.2.11 ***School Rugby***

To generally promote the playing of Junior Rugby and if deemed necessary or desirable to continue primary and secondary schools unions.

### 8.2.12 ***Employment of Staff***

To employ the services of a C.E.O. on such terms as the Board Of Directors shall negotiate with him/her. The C.E.O. shall be required to carry out such duties as from time to time may be prescribed by the Board Of Directors.

### 8.2.13 ***Players Funds***

To make alter or revoke regulations for a players' and referees' accident insurance or compensation fund and to hear determine and settle all questions and claims.

### 8.2.14 ***Extent of Powers***

To make decisions on any matters concerning Rugby Football which are not or which in the opinion of the Board Of Directors are not provided for by this Constitution and Rules or by the Constitution and Regulations or By-laws of the NZRU.

### 8.2.15 ***Regulations and Bylaws***

To make alter or revoke Regulations and Bylaws affecting any matters concerning or in relation to the administration and control of the game of Rugby Football within its boundaries or as otherwise contemplated by Rule 2.

### 8.2.16 ***Resolution of Disputes***

To hold inquiries into and/or hear and determine all matters, questions, disputes and appeals in such manner as the Board of Directors may determine (unless otherwise required by this Constitution and/or the WRFU By-Laws) including the power to:

- a. Initiate an inquiry at it's absolute discretion and on its own motion;
- b. Initiate an inquiry if requested in writing by any Club or Affiliated Body or any member of an Affiliated Body or Club;
- c. Determine any such matter, question, dispute or appeal; and



- d. Award costs as part of any determination.

#### 8.2.17 **Standing Orders**

To regulate the conduct of its affairs provided that such regulations are not inconsistent with this Constitution and Rules.

#### 8.3 **Appeals**

The decision of the Board Of Directors on all matters questions and disputes whatsoever shall be final unless the Constitution and Regulations or By-laws of the NZRU provide a right of appeal on the matter in question.

### 9. **RUGBY BOARD (CONSTITUTION)**

#### 9.1 **Composition**

The Rugby Board shall consist of:

- a. One (1) member nominated by each affiliated club.
- b. One (1) member nominated by each of the following Affiliated Bodies such member to be elected by the Member's own Association or Union:
  - i. The Wellington Rugby Referees Association ("WRRRA")
  - ii. The Wellington Secondary Schools Rugby Union ("WSSRU")

#### 9.2 **Nomination Procedure**

Nomination of members of the Rugby Board shall be made annually prior to the A.G.M. in writing sent to the C.E.O. and signed by the Secretary or other proper officer of the Club or Affiliated Body entitled to nominate such member.

Such nomination shall be in the hands of the C.E.O. at least 21 days prior to the A.G.M.

In the event of a Club or Affiliated Body being affiliated between A.G.M.s, such Club or Body shall be entitled to nominate a member to the Rugby Board immediately.

If any nominated member (referred to in this Rule as "member") is unable to attend a meeting of the Rugby Board then the Club or Affiliated Body originally entitled to nominate such member shall be entitled to appoint a substitute to the Rugby Board for the period of such member's absence and such substitute shall have the right to speak and vote at any meeting of the Rugby Board held during such member's absence.

#### 9.3 **Notification**

Not less than 14 days prior to the AGM the C.E.O. shall circulate to members the names of persons nominated as Rugby Board members.

#### 9.4 Vacating Office

A member of the Rugby Board shall cease to hold office if:

- a. The member (not being the chairperson or deputy chairperson) becomes a member of the Board Of Directors.
- b. The member ceases to be a member of the Body nominating such member.
- c. The member's nomination is withdrawn by the Body nominating such member.
- d. The member resigns office by notice in writing to the C.E.O.
- e. The member brings disrepute to the member's office or to the game of Rugby Football.
- f. The member is requested to resign office by a resolution passed by a majority of 75 percent of the members of the Rugby Board present at a special meeting of the Rugby Board convened in the manner provided by Rule 9.9 [*Calling of Meetings*].
- g. If the Body of which the member is a member ceases to be an Affiliated Body.

#### 9.5 Vacancy

In the event of any vacancy on the Board arising out of Rule 9.4(a), (b), (c), (d), (e) or (f) the nominating Body shall nominate some person other than the former member to fill the vacancy.

#### 9.6 Chairperson of Rugby Board

##### a. *Election of Chairperson of Rugby Board*

The Rugby Board at its first meeting shall elect a Chairperson and a Deputy Chairperson from amongst its members to act until the next A.G.M. If so required under Rule 7.8 [*Election of Chairperson of Board Of Directors*] a further meeting shall be called to elect a new Chairperson.

##### b. *Substitute for Chairperson of Rugby Board*

Following the election of the Chairperson the nominating Body which that person represents shall be permitted to nominate a further member to the Rugby Board during the time that the Chairperson holds office. Such new member shall have all the rights and privileges of a member of the Rugby Board.

##### c. *Chairperson becoming Chairperson of Board Of Directors*

Following any appointment pursuant to Rule 7.8(b) [*Election of Chairperson of Board Of Directors*] the provisions of Rule 9.6(b) [*Substitute for Chairperson of Rugby Board*] shall apply to allow the appointment of a further member of the nominating Body concerned.

## 9.7 Meetings of Rugby Board

A meeting of the Board may be held in any of the following ways:

- a. By a number of the members of the Rugby Board who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- b. By the contemporaneous linking together by means of audio, or audio and visual, communication by which all members of the Rugby Board participating and constituting a quorum can simultaneously hear each other throughout the meeting; or
- c. By a member of the Rugby Board participating in a meeting of the Rugby Board by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a member of the Rugby Board participating in a meeting by those means is deemed for the purposes of these Rules to be present at that meeting.
- d. If deemed appropriate by both the C.E.O (or his nominee) and the Chairperson of the Rugby Board, and relating to one specific issue, by the linking of Rugby Board members via electronic means such as e-mail, facsimile, or other form of visible or other electronic communication, so long as the C.E.O (or his nominee) and all members of the Rugby Board are included in the communication.

## 9.8 Voting

- a. At all meetings of the Rugby Board each member shall have one vote.
- b. Subject to Rule 9.8(d), the voting at all meetings of the Rugby Board shall be taken on a show of hands unless a motion to take a ballot shall be put and carried or unless the subject matter of the voting is the election or appointment of Officers or other appointees of the Rugby Board pursuant to these Rules. In such cases a ballot shall be taken and a majority of the votes cast shall decide the matter.
- c. No debate shall be permitted on a motion to take a ballot.
- d. Where a meeting of the Rugby Board takes place under Rule 9.7(b) or (c) voting shall be by way of a clear and unequivocal expression of intention suitable to the means by which the meeting is being conducted.
- e. Where a meeting of the Rugby Board takes place under Rule 9.7 (d), voting shall be by way of a resolution in writing signed or assented to via electronic means such as e-mail, facsimile, or other form of visible or other electronic communication. A majority of the entire Rugby Board is needed to pass a resolution in this circumstance (unless otherwise prescribed in the Constitution or WRFU By-Laws). Any such resolution may consist of several documents in any electronic form described above, each signed by the proposer and seconder who must be members of the Union.

The Chairperson shall normally have a casting vote as well as a deliberative vote, but once a substitute club member is appointed under Rule 9.6(b) [*Substitute for Chairperson of Rugby Board*] the Chairperson shall have a casting vote only. Upon the appointment of a further member under Rule 9.6(c) [*Chairperson becoming Chairperson of Board Of Directors*] one vote

only shall be available to the body nominating such member. Such vote shall be exercisable by either of the members representing it.

#### 9.9 **Calling of Meetings**

A meeting of the Rugby Board must be summoned by the C.E.O. on receipt of a requisition signed by three members of the Rugby Board and specifying the object of the meeting. Such meeting shall be summoned by the C.E.O. forthwith and shall be held within five days of the receipt of such requisition.

#### 9.10 **Quorum for Meeting**

At any meeting of the Rugby Board, 60% of eligible members shall form a quorum.

#### 9.11 **Role of Chairperson of Board of Directors**

The Chairperson of the Board Of Directors and/or one other member of the Board of Directors shall be entitled to attend all meetings of the Rugby Board and shall be entitled to speak but shall have no vote unless the Chairperson of the Board Of Directors is also the Chairperson of the Rugby Board in which case there shall be an entitlement for the Chairperson of the Board Of Directors to vote as provided for in Rule 9.8 *[Voting]*.

#### 9.12 **Right to be Heard**

The C.E.O. and/or the C.E.O.'s nominees shall have the right to attend any meeting or hearing of the Rugby Board, any Committee or any Sub-Committee of the Rugby Board and make submissions on any matter before it without the right to vote.

### 10. **RUGBY BOARD (POWERS AND DUTIES)**

Subject to Rule 8.1, the Rugby Board may exercise the following powers and duties (as powers and duties delegated by the Board of Directors).

#### 10.1 **Consultative Role**

To be available for consultation on the appointment of representatives to the NZRU or other bodies as necessary and of the Selector or Selectors, Coach or Coaches, and Team Management of Representative Teams of the Union.

#### 10.2 **International and Representative Matches**

To assist with match duties for all International and Representative fixtures, such duties to include liaison, hospitality and event organisation.

#### 10.3 **Arrange Matches**

To arrange, regulate and control such matches as decided from time to time by the Board of Directors and for which purpose the Rugby Board shall have power to make, alter, amend and revoke bylaws and regulations as decided from time to time by the Board of Directors.

#### 10.4 **Regulation and Control of Clubs in Matters Pertaining to Playing of Rugby**

To arrange regulate and control all officials players and members of Clubs in matters pertaining to the playing and administration of club, school and junior Rugby Football for which purpose it shall have power to make, alter, amend and revoke bylaws and regulations.

#### 10.5 **Interpretation of Bylaws and Regulations**

To determine all questions or disputes as to the construction and meaning of any Bylaws or Regulations made by the Rugby Board.

#### 10.6 **Breach of Rules, Regulations or Bylaws of the Union**

To impose such penalty as it deems fit upon any Club or Affiliated Body found to have:

- a. Broken any of the Rules, Regulations or Bylaws of the Union or the conditions governing any of its competitions; or
- b. Refused to give effect to any resolution of the Union, the Board of Directors or of the Rugby Board.

#### 10.7 **Breach of NZRU Laws**

To suspend or otherwise penalise any officials or members of any Club or Affiliated Body or any spectator who may be found guilty by the Rugby Board of a breach of NZRU and IRB laws or of improper, unfair or unsportsmanlike conduct.

#### 10.8 **Control of Grounds**

To prohibit for a time any Club or Affiliated Body from using any ground on which a disturbance has taken place in connection with any match played under the auspices of the Union.

#### 10.9 **Advisory Boards**

To provide for setting-up of Advisory Boards as it may from time to time determine and to make, alter or revoke Regulations relating to the constitution, powers and duties of such Boards.

#### 10.10 **Process to Affiliate**

To recommend to the Board Of Directors the affiliation of a Club or Affiliated Body or a representative of any Body not admitted by the current rules as a member of the Union as set out in Rule 13.3.

#### 10.11 **Appointment of Sub-Committees**

To appoint from its own number or otherwise as it sees fit committees and sub-committees as it may deem necessary from time to time to assist it in exercising its powers and/or carrying out its duties and to fix and limit the powers and authorities of those Committees or Sub Committees.

#### 10.12 **Standing Orders**

To make, alter or revoke standing orders for the conduct of its meetings.

### 10.13 Appeals

- a. Any club or affiliated body affected by the Rugby Board's exercise of a power under Rule 10.5, 10.6, 10.7 or 10.8 and any person affected by the Rugby Board's exercise of a power under any Bylaw or Regulation made by the Rugby Board may by notice to the C.E.O. require the exercise of that power to be reviewed by the Board of Directors (and such will be deemed to be a matter, question or dispute within the meaning of Rules 8.2.16 and 8.3).
- b. The Board of Directors shall exercise their powers under this Rule in accordance with Schedule One of this document.

## 11. TRUSTEES

The Directors may appoint trustees and may determine the mode of appointment and of retirement of such Trustees and may vest in the Trustees any property securities or moneys of the Union upon such trusts and subject to such conditions as the union may from time to time determine. The Directors may also define the powers and duties of the Trustees so appointed and may from time to time extend, modify or vary such powers and duties.

## 12. MEETINGS

### 12.1 Annual General Meeting – Nature and Purpose

The A.G.M. of the Union shall be held during the month of March annually on a date determined by the Board Of Directors for the purpose of:

- a. Receiving the Board Of Directors' Report and audited Balance Sheet and Statement of Income and Expenditure for the past year.
- b. Receiving the Rugby Board's Report.
- c. Receiving the announcement of members of the Rugby Board for the ensuing year.
- d. Appointing the Directors under Rule 7.1(c) [*Appointed Directors*].
- e. Appointing the Officers under Rule 6
- f. Electing Life Members as from time to time shall be necessary.
- g. Appointing the Auditor or Auditors who must not hold any other office in the Union.
- h. Considering Notices of Motion provided that if the carrying of a proposed Motion would in the opinion of the Board Of Directors materially affect any of the above mentioned business, then such Motion shall be dealt with prior to such business.
- i. Transacting General Business.

## 12.2 Annual General Meeting

### 12.2.1 *Notification of Business*

Not less than 28 days notice of the date of an A.G.M. shall be given by the C.E.O. by sending notice to the Secretary of the Clubs and Affiliated Bodies. Notice shall also be given to Life members and such other persons as appropriate.

### 12.2.2 *Business of Meeting*

No business other than that stated shall be transacted unless notice of other business shall have been given in writing to the C.E.O., at least 14 days prior to the meeting.

### 12.2.3 *Notification of Business*

A copy of the Agenda and relevant papers and the Annual Accounts and Annual Reports referred to in Rule 12.1(a) and (b) [*Reports of Board Of Directors and Rugby Board*] shall be forwarded at least seven days before the date of the meeting.

## 12.3 Quorum for Meeting

### 12.3.1 *Quorum*

A quorum at all General Meetings shall consist of not less than 60% of the voting entitlement of the Members referred to in Rule 4.1.

### 12.3.2 *Quorum for Deferred Meeting*

If a quorum is not present within 30 minutes of the notified commencement time of the General Meeting, the General Meeting shall be deferred to a time, place and date within two weeks of the original date as advised by the C.E.O. If no quorum is present within 30 minutes of the notified commencement time of the deferred meeting then such numbers present at the deferred meeting shall be deemed to constitute a valid quorum.

## 12.4 Special General Meeting

### 12.4.1 *Requisition Procedure*

A Special General Meeting ("S.G.M.") may be convened by the C.E.O. at any time and shall be so convened and held within 21 days after receipt of a requisition signed by not less than 25% of all Clubs and Affiliated Bodies or a requisition authorised by the majority vote of the Board Of Directors in each case stating the business for which the meeting is called.

### 12.4.2 *Notification Procedure*

Fourteen days notice must be given by the C.E.O. of such S.G.M. and the Agenda and Relevant Papers for such meeting shall be sent to the Members in the same manner as provided for in Rule 12.2.3 [*Notification of Business*] stating the business for which the meeting is called.

## 12.5 Requirement to Notify Members

Every notice required to be given to the Members or Life members or any of them shall be deemed to have been duly delivered if posted in a pre-paid letter addressed to each Member at the Member's last known business or home address.

## 12.6 General Meetings

### 12.6.1 *Role of The President*

The President shall take the Chair at all General Meetings. In the President's absence the Chair shall be taken by the Chairperson of the Union as defined in Rule 7.8(a) [*Election of Chairperson of Board Of Directors*]. In the absence of the Chairperson of the Union the Chair shall be taken by the Chairperson of the Rugby Board. In the absence of the President and the Chairperson of the Union and the Chairperson of the Rugby Board the Meeting shall elect another Member of the Board of Directors or Rugby Board to take the Chair.

### 12.6.2 *Rights to Attend*

At all General Meetings of the Union the Members, Life Members, Officers, the Auditors, Directors, members of the Rugby Board, employees of Wellington Rugby, Delegates to the NZRU and such other persons who may be allowed by the Directors shall be entitled to attend and speak. Only those Members referred to in Rule 12.7.1 shall be entitled to vote.

## 12.7 Conduct of General Meetings

At all General Meetings:

### 12.7.1 *Voting Rights*

The following shall be entitled to be represented and vote:

- a. The Chairperson of the meeting who shall have a casting vote.
- b. Clubs which shall be entitled to a total of three votes which shall be exercised by one of up to three representatives of the club.
- c. The Wellington Rugby Referees' Association which shall be entitled to have a total of three votes which shall be exercised by one of up to three representatives.
- d. The Wellington Secondary Schools' Rugby Union shall be entitled to one vote each which shall be exercised by one representative of each.

### 12.7.2 *Multiple Voting Entitlements*

A person shall vote only on behalf of one body and shall at the commencement of the meeting specify the body on behalf of which such vote is cast.



### 12.7.3 **Conduct of General Meetings**

- a. The voting on all matters shall be taken by a show of hands and where appropriate it shall be a show of hands firstly of the clubs and referees association (which have three votes) and secondly of the other affiliated bodies (which have one vote) unless a motion to take a ballot shall be proposed and carried or unless the Chairperson decides upon a ballot.
- b. No debate shall be permitted on a motion to take a ballot.
- c. Every motion shall be decided by a majority of formal votes cast unless otherwise required by these rules.
- d. In the case of an equality of votes the Chairperson of the meeting shall have a casting vote (see Rule 12.7.1).

### 12.7.4 **Irregularities or Omissions – Notices**

Any Irregularity, error or omission in Notices, agendas and relevant papers for General Meetings or the omission to give Notice within the required time frame or the omission to give notice to all members and any other error in the organisation of a General Meeting shall not invalidate the meeting nor prevent the General Meeting from considering the business of the meeting provided that:

- a. the Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the Irregularity, error or omission, and
- b. a motion to proceed is put to the meeting and a majority of 75% of votes cast is obtained in favour of the motion to proceed.

## 13. **CLUBS**

### 13.1 **Definition**

A "Club" shall be defined as any body of persons associated together for the purpose of playing Rugby Football. The Rules of such Club shall provide that every member of such Club shall be deemed to have subscribed to and be bound by this Constitution and Rules and those of the NZRU and by the Constitution and Regulations or By-laws from time to time adopted by the NZRU.

### 13.2 **Transitional Criteria**

All Clubs affiliated to the Union at the date upon which this Constitution and Rules shall become operative shall be deemed to be affiliated Clubs and Members of the Union.

### 13.3 **Nomination and Affiliation Procedures**

Any Club within the Union boundaries as defined by NZRU, willing to conform to this Constitution and Rules shall be eligible to be considered for admission as an affiliated Club and as a Member of the Union. Before being admitted, such Club must be duly proposed and seconded by two (2) Clubs and such proposal in the form set out in Rule 13.4 must be handed to the C.E.O. having first been formally approved and recommended by the Rugby Board. The

Board Of Directors shall make the final decision on any such application and in making such decision shall have regard to the standing of the nominated Club as regards to facilities, demographics and finances.

#### 13.4 **Nomination Form**

TO: The Chief Executive Officer  
**WELLINGTON RUGBY FOOTBALL UNION**

We, the undersigned Rugby Board members representing the \_\_\_\_\_ Club and the \_\_\_\_\_ Club respectively do nominate the \_\_\_\_\_ Club as an affiliated Club and Member of the Union.

**DATED** the \_\_\_\_\_ day of \_\_\_\_\_ Year

(Signature of Proposer)

(Signature of Seconder)

#### 13.5 **Annual Subscription to The Union**

The annual subscription payable by Clubs to the Union shall be fixed from time to time by the Board Of Directors.

#### 13.6 **Disaffiliation of Clubs**

The Board Of Directors:

- a. May disaffiliate a Club if for two consecutive seasons the Club ceases to have throughout each season an effective playing strength of three adult teams or two adult teams and two age grade teams.
- b. May suspend for such time as it in its absolute discretion thinks fit or disaffiliate a Club if such Club's Annual Subscription is not paid by 1 July in the year for which the subscription is due.

### 14. **AFFILIATED BODIES (SCHOOL UNIONS)**

#### 14.1 **Definitions**

The body known as the Wellington Secondary Schools' Rugby Union shall be an Affiliated Body of the Union and shall be deemed to have been set up and constituted under Rule 8.2.8 [*Conditions of Affiliation*].

#### 14.2 **Rules of Affiliated Bodies**

The rules of each such Affiliated Body shall provide that every team or individual within a team shall be deemed to have subscribed to and be bound by such rules of the Union and by the Constitution and Regulations or By-laws of the NZRU as shall be applicable.

#### 14.3 **Continuation of Rules**

The rules of each such Affiliated Body at present in force shall be deemed to be the approved Rules of each Body provided that any subsequent changes to such Rules shall be submitted to and approved by the Board Of Directors.

#### 14.4 **Delegation of Powers**

The Union or the Board Of Directors may delegate to the Affiliated Bodies on such terms and conditions as they see fit such powers as may be deemed necessary and desirable.

#### 14.5 **Annual Subscriptions**

The Annual Subscriptions payable by the Affiliated Bodies to the Union shall be fixed from time to time by the Board Of Directors of the Union.

### 15. **AFFILIATED BODIES (REFEREES' ASSOCIATION)**

#### 15.1 **Continuation of Affiliation**

The Wellington Rugby Referees' Association (in this Rule referred to as "the Association") as constituted at the date of adoption of this Constitution shall be an Affiliated Body and shall be deemed to have been set up and constituted under Rule 8.2.10 [*Association of Referees*].

#### 15.2 **Continuation of Rules**

The Rules of the Association at the date of adoption of this Constitution shall be deemed to be the approved Rules of the Association provided that any amendment or addition to the Rules proposed to be made by the Association shall be submitted for prior approval by the Board Of Directors.

#### 15.3 **Delegation of Powers**

The Union or the Board Of Directors may delegate to the Association such powers and authorities as may be deemed necessary and advisable and from time to time extend limit amend, alter or revoke any or all of such delegated powers or authorities.

### 16. **FINANCE**

#### 16.1 **The Financial Year**

The financial year of the Union shall close on the 31<sup>st</sup> day of December in each year.

#### 16.2 **Requirements for Audit**

A copy of the audited Balance Sheet and Statement of Income and Expenditure shall be prepared in accordance with the requirements of the Financial Reporting Act 1993 or any act in substitution for it in so far as it is appropriate for an Incorporated Society and shall be supplied to each Member. The audited Balance Sheet and Statement of Income and Expenditure shall be submitted to the A.G.M.

### 16.3 **Appointment of Auditor**

At the A.G.M. in each year an Auditor shall be appointed to audit the accounts of the Union for the ensuing year. In the event that the appointed Auditor is unable or unwilling to act the Board Of Directors shall appoint another Auditor.

### 16.4 **Audit Functions**

As part of the Union audit procedure the Board Of Directors shall establish an Audit Committee comprising three Board members.

This Sub-Committee will carry out internal audit functions recommended by the Auditor and report to the Board Of Directors.

### 16.5 **Responsibilities of Board Of Directors**

All funds of the Union except such funds as shall be under the control of the Trustees shall be paid into a Bank to the credit of the Union and all accounts shall be passed and payments shall be made in such manner as determined by the Board Of Directors from time to time.

## 17. **COMMON SEAL**

The Common Seal of the Union shall be kept in the control of the C.E.O. and shall be affixed to any document or writing only by Resolution of the Board Of Directors in the presence and under the signatures of one (1) member of the Board Of Directors and the C.E.O. In the absence of the C.E.O. a second member of the Board Of Directors shall be a valid signatory to the Common Seal.

## 18. **REGISTERED OFFICE**

The Registered Office of the Union shall be at such place as the Board Of Directors may from time to time determine and notice of any change in the situation of the Registered Office shall be given to the Registrar of Incorporated Societies.

## 19. **REPRESENTATIVE COLOURS**

### 19.1 **Representative Colours**

The Representative colours of the Union shall be Black and Gold or otherwise as determined from time to time by the Board Of Directors after consultation with representatives of the Rugby Board. In the event of a colour clash with an opposing team alternative non standard colours may be used.

## 19.2 **Representative Blazer**

The Representative Blazer shall be of such colour and design and containing such Logo and/or wording as approved by the Board Of Directors.

## 20. **ALTERATION OF RULES**

### 20.1 **Required Majority at a General Meeting**

This Constitution and Rules shall not be altered, added to or rescinded except on a vote of a majority of 75% of votes cast at any General Meeting duly convened for that purpose – subject to clause 20.3.

### 20.2 **Notification Procedure**

Notice of any proposed amendment must be given in writing to the C.E.O. at least 21 days before the meeting at which it is intended to propose such amendment and be signed by the proposer and seconder who must be Members of the Union or members of the Board of Directors.

### 20.3 **Approval of Inland Revenue Department**

No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be approved without the approval of the Inland Revenue Department.

### 20.4 **Replacement of this Clause**

The provisions and effect of this clause (clause 20) shall not be removed from the Constitution and shall be included into any document replacing this Constitution

## 21. **LIQUIDATION**

### 21.1 **Criteria for Liquidation**

The Union may be put into liquidation in the manner provided by the Act.

### 21.2 **Criteria for Transfer of Surplus Assets to NZRU**

Upon the liquidation of the Union the surplus assets available after the payment of all liabilities shall be paid or transferred to the NZRU to be applied by the NZRU for the promotion of Rugby Football in New Zealand with preference to apply the same if appropriate within the boundaries of the former Union.

### 21.3 **Criteria for Transfer of Surplus Assets to Other than NZRU**

If at the time of the winding up of the Union the NZRU shall not be in existence then the surplus assets shall be applied to such objects as may be decided by a majority of votes of the members present at a S.G.M. of the Union provided that such objects are consistent with the objects of the Union and provided further that no Member of the Union obtains a pecuniary gain as a result of any such decision.

**22. LIMITATION OF LIABILITY AND INDEMNITY**

No current or former member of the Board Of Directors; no current or former trustee of the Union and no current or former member of the Rugby Board shall have any liability of any nature whatsoever to the Union or its members for any act or omission in his or her capacity as a director, trustee or member of the Rugby Board except in the case of his or her own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by him or her to be a breach of duties owed by him or her at law.

Each current or former member of the Board Of Directors, each current or former trustee and each current or former member of the Rugby Board is hereby indemnified by and out of the assets of the Union against:

- a. any liability of any nature whatsoever arising out of any act or omission in his or her capacity as a Director, trustee or member of the Rugby Board excluding criminal liability arising out of his or her own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by him or her to be a breach of duties owed by him or her at law; and
- b. costs incurred by him or her in any proceeding relating to such liability.

For the purposes of the Contracts (Privity) Act 1982 this Rule is intended to be enforceable at the suit of each member of the Board Of Directors, each trustee and each member of the Rugby Board.

## SCHEDULE ONE

### **Board of Directors Appeal Committee**

#### 1. **Role:**

The role of the Board of Directors, when reviewing a decision referred to it in accordance with Rule 10.13 of this Constitution, is to:

- a. Review the process used by the Rugby Board to reach the decision to which the appeal relates;
- b. Determine whether there were procedural errors or flaws in the Board's decision-making process;
- c. Determine whether the Rugby Board's decision breached principles of natural justice; and
- d. Determine whether, in law, it was not open to the Rugby Board to reach the decision reached by the Rugby Board or the decision was not one that the Rugby Board, acting reasonably, could make.

#### 2. **Determination:**

If the Board of Directors makes a decision under clause 1(b), 1(c) or 1(d) of this Schedule against the Rugby Board and it considers it appropriate to do so it may substitute its decision for that of the Rugby Board and where penalties are prescribed in this Constitution and/or the WRFU By-Laws it will apply them. The decision of the Board of Directors is final unless the Constitution and Regulations or By-Laws of NZRU provide a right of appeal on the matter in question.

#### 3. **Membership of the Appeal Committee:**

Appeals under Rule 10.13 of this Constitution will be heard by a Board of Directors Appeal Committee constituted as follows, unless the Board of Directors decides, in the particular circumstances, to exercise its power under Rule 8.2.3 of this Constitution to exercise or delegate its powers differently:

- a. An Independent Appeals Committee Chairperson, appointed by the Board of Directors, unaffiliated to any Club or Affiliated Body, who has demonstrated outstanding qualities as a legal practitioner, business person or sports administrator, and is capable of operating as an objective arbitrator;
- b. Not less than two, and no more than five of the Independent members of the Board of Directors who also must be independent of all parties/persons involved in the matter which is the subject of appeal.

#### 4. **Casting Vote:**

If there is an equality of votes on any matter, the Chairperson of the hearing at which the matter arises will have an additional vote.

5. **Costs:**

The Board of Directors may, in its discretion, award costs against any party or parties to the appeal, on such basis as it thinks fit but subject to any restrictions set out in the WRFU By-laws.

6. **Procedures:**

Except as otherwise provided in this Constitution and/or in the WRFU By-Laws, the Board of Directors will regulate its own procedure in relation to appeals.