



CONSTITUTION OF THE MANAWATU RUGBY UNION (INC)

2016

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THE CONSTITUTION AND RULES OF THE MANAWATU RUGBY UNION (INCORPORATED)

1. NAME

1.1 Official name

The Union shall be called the ‘Manawatu Rugby Union (Incorporated)’

1.2 Trading Name

The Union may trade as the “Manawatu Rugby Union”.

2. INTERPRETATION

2.1 Defined terms

Definitions: In this Constitution, unless the context otherwise requires:

“**Act**” means the Incorporated Societies Act 1908;

“**Affiliated Body**” means the membership as defined under Rule 5.1b;

“**Annual Meeting**” means a meeting of the members held under Rule 12;

“**Board of Directors**” means the board of the Union as constituted under Rule 8;

“**Board Member**” means a member of the Board of Directors appointed under Rule 8.2;

“**Business Day**” means a day (other than a Saturday or Sunday) which is not a public statutory holiday in Palmerston North;

“**CEO**” means the person appointed as chief executive officer of the Union under Rule 9.2l or, if absent, any acting chief executive officer;

“**Club**” means a rugby club affiliated with the Union under Rule 13.

“**Constitution**” means this constitution which records the rules of the Union;

“**General Meeting**” means any Annual Meeting or Special Meeting of the Union;

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“**Laws of the Game**” means the laws of Rugby as framed and interpreted by the International Rugby Board (“**IRB**”) (subject to domestic safety law variations of the Union);

“**Life Member**” and “**Life Membership**” means a person admitted to such status under Rule 6;

“**MCRE**” means the Manawatu Club Rugby Executive as constituted under Rule 10

“**Regulations**” means regulations made by the Union as amended from time to time;

“**Rugby**” means the game of Rugby union;

“**Rules**” means the rules of the Union as recorded in this constitution, as may be amended from time to time;

“**Union**” means the Manawatu Rugby Union (Incorporated)

2.2 Rules of interpretation

In this Constitution unless the context otherwise requires:

- a. **Headings:** Table of contents, clause and other headings are for ease of reference only and will not affect the interpretation of this Constitution;
- b. **Negative Obligations:** any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done;
- c. **Gender:** references to any gender includes all genders; and
- d. **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 AND CAPACITY

3.1 Fostering the Game

The objects of the Union shall be to foster, encourage and support the game of rugby primarily within its own boundaries as defined from time to time by the New Zealand Rugby Union (“the **NZRU**”) but also extending to other areas as deemed appropriate.

3.2 Amateur Rugby

The Union has been incorporated for the purpose of promoting amateur rugby conducted for the recreation or entertainment of players and the general public. The capacity of the Union in accordance with its objectives, 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.

3.3 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 3.2 will, without limiting the generality of Rule 3.2, include the ability and power to undertake Rugby activities and competitions in which paid players and paid officials participate, to solicit licensing of brands and to seek sponsorship.

3.4 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 3.4 will apply notwithstanding any other provision in the Constitution to the contrary.

3.5 Binding Rules and Bylaws

The Union will observe the laws of New Zealand, will affiliate with the NZRU and will be bound by the rules and bylaws from time to time adopted by the NZRU.

4. **POWERS OF THE UNION**

4.1 General powers

The Union, through its Board of Directors, will have power to do all things as may be deemed to be necessary or conducive to the furtherance of the objects set out in Rule 3; and in particular, and without limiting the generality of Rule 3, the Union shall have the following powers:

a. 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

b. 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.

c. 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.

d. Powers to Borrow

To borrow money in such manner as the Union may deem to be appropriate 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. Where this power is exercised it must be reported to the membership within three months.

e. Raising Funds

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

f. Loans and Guarantees

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

g. Powers to Invest

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

h. 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, employee or Trustee of the Union.

i. 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.

j. 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. Where this power is exercised it shall be reported to the membership within three months.

k. Information Technology

The Union will have an Information Technology (IT) policy that will cover the storage, transmission, security and use of electronic information.

l. General

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

5. MEMBERSHIP

5.1 Members of the Union

The members of the Union (“**members**”) are:

- a. all Clubs as defined in Rule 13 which are within the boundaries of the Union and which are affiliated to the Union;
- b. the Manawatu Rugby Referees’ Association, Manawatu Secondary School Rugby Board and the Manawatu Primary School Rugby Board (“**Affiliated Bodies**”);
- c. each Board Member (as individuals);
- d. Union Life Members; and
- e. the Union President and immediate Past President.

5.2 Life Members

Individuals may be elected as life members under Rule 6.

5.3 Restrictive Conditions of Membership

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

5.4 Resignation of Membership

Any member or Life Member (as the case may be) by giving to the CEO 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.

5.5 Bound by Rules

All members or non-members of the Union playing rugby within the Union's boundary as set out by the NZRU and within Union competitions are bound by the rules and penalties of the Union and other such obligations included within this Constitution.

6. **LIFE MEMBERSHIP**

6.1 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.

6.2 Nomination Procedure

Each nominee for Life Membership of the Union shall be proposed and seconded by two (2) Clubs and/or Affiliated Bodies or the Board of Directors. Such recommendation must be in the hands of the CEO 42 days before a General Meeting.

6.3 Role of the Honours Protocol Committee

There will be an Honours Protocol Committee ("**HPC**") made up of two (2) current Life Members appointed by the Board of Directors, the MCRE Chairperson and one (1) Board Member. The CEO will forward nominations for Life Membership to the HPC for consideration. If the HPC decides to approve such nomination, it will be forwarded to the Board of the Directors to be submitted to a General Meeting.

6.4 Role of the Board of Directors

The Board of Directors will, after receiving a recommendation for Life Membership from the HPC, put such recommendation to a General Meeting.

6.5 Notification to Members and Voting at General Meeting

The CEO will give 14 days' notice of the nomination to members of the Union for approval at a General Meeting. Life Membership will be granted if such nomination receives a majority vote of 75 percent of votes cast at the General Meeting.

6.6 Privileges

Upon election a Life Member will 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 significant and General Meetings of the Union and speak but shall not be entitled to vote at any General Meeting; and
- d. such other privileges (if any) granted by the Union from time to time.

7. ELECTION OF PRESIDENT

7.1 Eligibility

The President must be a member of a Club or Affiliated Body.

7.2 Nomination Procedure and Election

- a. Any Club or Affiliated Body seeking to nominate a President must forward such nomination and a curriculum vitae for the nominee to the CEO. The nomination shall be in writing or may be nominated from the floor at the meeting where the nomination is an agenda item and where there is no written nomination or a nominee is not confirmed. The CEO will forward such nominations to the MCRE.
- b. The MCRE will assess nominees for the role of President. Having made its assessment, the MCRE will nominate the appointment of a President to the Annual Meeting for confirmation.
- c. Nomination for President to the Annual Meeting may only be made by the MCRE and must be notified to the CEO no later than 21 days before the Annual Meeting. The MCRE may nominate only one candidate for President.
- d. The President will be confirmed at the Annual Meeting by a simple majority vote.

7.3 Term of President

The President shall hold office for a period of two years until a successor is confirmed at the next ensuing Annual Meeting.

The President may be appointed for up to two consecutive terms (being four years in total).

7.4 Vacancy

The MCRE may appoint a replacement President should a vacancy for the position occur during the year. The appointment will be ratified at the next Annual Meeting

7.5 Notification to Members

Not less than 14 days prior to the Annual Meeting the CEO will circulate to members the nomination for office of President under Rule 7.2 [*Nomination Procedure and Election*]

7.6 Role of President

- a. The President will be entitled to attend General Meetings of the Union (at which he or she will have speaking and voting rights) and meetings of the Board of Directors (at which he will have speaking but no voting rights).
- b. If the Board of Directors has been removed following a vote of no confidence under clause 8.18 the President shall chair any General Meeting of the Union until a replacement Chairperson of the Board of Directors has been appointed.

7.7 Other functions

The other functions of the President will be:

- a. to represent the Union at ceremonial and official events;
- b. to announce all significant representative teams or squads;
- c. to assist, where possible, the board in fulfilling its intended long term achievements
- d. to open the Annual Meeting.

8. BOARD OF DIRECTORS

8.1 Composition of Board of Directors

The Board of Directors will consist of seven (7) persons appointed in accordance with the Rules set out below (“**Directors**”). Directors are not required to be members of a Club or Affiliated Body.

8.2 Nomination Procedure

Nominations for the appointment of Board Members will be made in accordance with the following:

- a. Nomination of Candidates
 - i. The calling for nominations will be publicly advertised.
 - ii. Not less than 42 days prior to the Annual Meeting any person seeking to nominate a Board Member must forward such nomination to the CEO. The nomination must be in writing in the form prescribed by the Board of Directors, must include the curriculum vitae of the nominee and must be signed by the nominee.
 - iii. No employee of the Union shall be eligible for nomination or election as a Board Member..
- b. Appointments Committee Duties
 - i. The Appointments Committee (as described in clause 8.3) will assess nominees for the Board of Directors. Having made its assessment, the Appointments Committee will recommend the appointment of Board Members for confirmation at the Annual Meeting.
 - ii. A skills matrix criteria will be developed by the Board of Directors for the positions on the Board of Directors and will be used by the Appointments Committee to assist in the selection of appropriate persons to fill the positions.

8.3 Appointments Committee Composition

There will be an “**Appointments Committee**” which will comprise:

- a. Either:
 - i. the Chairperson for the time being of the Board of Directors; or
 - ii. if such person is unable to serve, a nominee of the Board of Directors.
- b. Either:
 - i. the Chairperson for the time being of the MCRE; or

- ii. if such person is unable to serve, a nominee of the MCRE
- c. Two (2) other independent persons as determined by the Board of Directors, one of whom must be a member of or nominated by the Institute of Directors.

8.4 Appointments Committee Term of Office

The term of office of the two independent persons on the Appointments Committee will be determined by the Board of Directors.

8.5 Notification to Members

Not less than 14 days prior to the Annual Meeting the CEO shall circulate to Members:

- a. A list of recommended appointees selected under Rule 8.2b.i [*Appointments Committee Duties*]
- b. A summary of the curriculum vitae of each recommended appointee

8.6 Vacating Office

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

- a. dies; or
- b. resigns by notice in writing to the CEO or
- c. is held to bring disrepute to the office or to the game of Rugby
- c. by a resolution of the Board of Directors passed by a majority of 75 percent of those members of Board of Directors present at a meeting convened for that purpose.

8.7 Vacancy

- a. Any vacancy in the Board of Directors occurring between successive Annual Meetings may be filled by the Board of Directors but any Board Member so appointed shall retire at the next Annual Meeting following his or her appointment but he or she shall be eligible for re-selection by the Appointments Committee, provided the nomination procedure outlined in Rule 8.2a is followed.
- b. Any person appointed to fill a vacancy under clause 8.6 will retire when the former Board Member he or she has replaced would have been required to retire under clause 8.8 had he or she remained in office (the intent being that that no replacement Board Member will only serve the remaining portion of that term).

8.8 Term of Office

- a. At every Annual Meeting Board Members who have completed three years in office will retire. The rotation of retiring Board Members will be as follows:
 - i. two (2) in "Year One".
 - ii. two (2) in "Year Two".

- iii. three (3) in “Year Three”.

(Note: 2014 is a “Year One”, 2015 will be a “Year Two” and so on).

- b. A retiring Board Member shall be eligible for re-selection by the Appointments Committee, provided the nomination procedure outlined in Rule 8.2a [*nomination of candidates*] is followed.

8.9 Replacement of Retiring Board Members

At every Annual Meeting Board Members will be appointed to replace Board Members retiring pursuant to Rule 8.6 [*Term of Office*] and to replace any vacancy in the Board of Directors filled by the Board of Directors pursuant to Rule 8.7 [*vacancy*].

8.10 Additional Board Member may be co-opted

The Board of Directors may, by unanimous resolution, co-opt one additional person to be a Board Member who will have all the rights, powers and responsibilities of other Board Members **PROVIDED** that:

- a. the Board of Directors must be of the opinion that the person co-opted possesses skills or associations that would be conducive to the Board of Directors carrying out its functions;
- b. there may only be one person so co-opted at any one time; and
- c. the person co-opted will cease to be a Board Member following the next Annual Meeting.

8.11 Election of Chair of Board of Directors

Every year at the first meeting of the Board of Directors after the Annual Meeting the Board of Directors shall elect a Chair and a deputy Chair. The Chair shall be the Chair of the Union entitled to speak and act as such. The deputy shall fulfil that role should the Chair be unavailable.

8.12 Conduct of Meetings

- a. At all meetings of the Board of Directors each Board Member shall have one (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 Board Members 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 Board Members.

8.13 Chairperson’s Voting Rights

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

8.14 Calling of Meetings and Minutes

- a. A meeting of the Board of Directors may be summoned by the CEO at any time and must be summoned by the CEO on receipt of a written requisition signed by two (2) members of

the Board of Directors specifying the objective of the meeting. Such meeting shall be held within 5 days of the receipt of such requisition.

- b. Copies of minutes of meetings of the Board of Directors shall as soon as possible following such meetings, be issued by the CEO to the chairpersons of Clubs provided that the Chairperson of the Board of Directors may direct that there be deleted from the minutes from any material, the disclosure of which may in his or her view:
 - i. be prejudicial to the commercial position of the Union; or
 - ii. in breach of an obligation of confidentiality owed to some third party.

8.15 Quorum for Meeting

At any meeting of the Board of Directors, four (4) Directors shall form a quorum.

8.16 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 Board Members on the Board of Directors and the Chairperson of the Board of Directors.

8.17 Board Dispute Process

In the event that any dispute or difference shall arise between the Board of Directors and the MCRE in respect of any matter relating to the practical delivery of Rugby within the Union territory then the decision of the Board of Directors shall prevail. However it is acknowledged that in any such event a properly constituted Special General Meeting of the Union shall have the power to reconsider any such decision and to make a final determination in respect of the same and the Board of Directors and the MCRE will be bound by such determination.

8.18 Vote of No Confidence

The Board shall immediately vacate office if a motion of no-confidence in the Board of Directors is sustained by 75% of members of the Union entitled to vote at a general meeting. In the event that a motion of no-confidence is sustained at a special general meeting, then;

- a. The Appointments Committee shall use its best endeavours to select and appoint not less than four (4) persons to act as an interim Board of Directors until the next Annual General Meeting;
- b. The Appointments Committee will otherwise act on a provisional basis as the Board of Directors and in this event the Chairperson of the Committee shall, unless and until an interim Board of Directors is appointed, be the Chairperson of the Board. The President shall, unless and until an Interim Board is appointed, be the Chairperson of the Union.

9. **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

9.1 General Powers and 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 shall have overall responsibility for finance, marketing, promotion, development and management of rugby in accordance with the objectives set out in Rule 3;
 - ii. the Board of Directors may delegate to the MCRE, from time to time, such powers and duties as may be necessary; and
 - iii. the Board may extend, limit, amend or revoke any powers or duties delegated to the MCRE this rule.

9.2 Specific Powers and Duties

Without limiting the generality of the powers conferred by Rule 9.1 [*General Powers and Duties*] the Board of Directors shall have the following powers:

- a. 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 monies 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.
- b. Right to Vest to Trustees

To vest in trustees any property, securities or monies of the Union in accordance with Rule 11.
- c. Formation of Committees

To appoint from its own members or otherwise, a “**Judicial Committee**” and other 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.
- d. External Relationships

To determine all matters of policy including that relating to the NZRU and other local and national authorities and other bodies
- e. Promotion, Marketing and Sponsorship

To determine all matters of policy relation to the promotion, marketing and sponsorship of the Union.
- f. International, Representative and Club Matches

To determine all matters of policy relating to promotion, marketing, sponsorship and administration of International, Representative and Club matches.
- g. Appointment of Union Representatives

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

- h. 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.
- i. Discretionary Admission to the MCRE

To decide upon the admission to the MCRE as a full voting member of a representative of anybody not admitted by the current rules but having a role to play in the conduct of the game of rugby in the Manawatu region.
- j. Association of Referees

To provide for the continuation of an association of referees whose members shall (unless appointments are made under the Rules of Bylaws of the NZRU) referee games played under the control of the Union and to make, alter, amend or revoke regulations relating to the powers and duties of such association.
- k. School Rugby

To generally promote the playing of school Rugby.
- l. Employment of CEO

To employ the services of a CEO on such terms as the Board of Directors shall negotiate with him or her. The CEO shall be required to carry out such duties as from time to time may be described by the Board of Directors.
- m. Extent of Powers

To make decisions on any matters concerning rugby which are not or which in the judgement of the Board of Directors are not provided for by this Constitution and Rules or by the Rules of the NZRU.
- n. 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 within its boundaries or as otherwise contemplated by Rule 3. Where this power is exercised it must be reported at the Annual Meeting

The Union will have in place, policies and procedures that determine actions for infringements, judicial matters and breaches of Union rules. The Union, its officers, members and players will be bound by these policies and penalties. These policies will be reviewed from time to time to reflect the development of the game and the intentions of the governing bodies and the Union.
- o. Resolution of Disputes

To hold inquiries into all rugby matters, questions and disputes. Such inquiries shall be conducted in such manner as the Board of Directors decide and may be held:

 - i. At its absolute discretion

- ii. On its own or at the written request of any Club or Affiliated Body, or any member of a Club or Affiliated Body.
- p. Standing Orders

To regulate the conduct of its affairs provided that such regulations are not inconsistent with the Constitution and Rules.
- q. Requirement to Report

The Board of Directors shall report on significant rugby matters and the financial position of the Union to the membership annually at the Annual Meeting.
- r. Appeals

The decision of the Board of Directors on all matters, questions and disputes whatsoever, shall be final unless the rules of the NZRU provide a right of appeal on the matter in question.

10. **MANAWATU CLUB RUGBY EXECUTIVE**

10.1 Composition and Terms of Office

There will be a Manawatu Club Rugby Executive (“MCRE”) which will consist of seven voting members and one advisory member as follows:

- a. Four members elected at the Annual General Meeting and nominated by the clubs (“Elected Members”). Elected Members will serve a two-year term.
- b. Four members elected at the Annual General Meeting and nominated by the clubs (“Elected Members”). Elected Members will serve a two-year term.
- c. One (1) advisory member nominated by the Board of Directors from time to time. Such member will have speaking rights at MCRE meetings but may not vote.

10.2 Nomination Procedures

Members of the MCRE will be nominated as follows:

- a. nominations for Appointed Members must be made 14 days prior to the 30th day of November before an Annual Meeting.
- b. nominations for Elected Members must be made at least 21 days before each Annual Meeting. The CEO will circulate to members notification of the names of such nominees at least 14 days prior to the Annual Meeting.
- c. nominees as an Appointed Member or Elected Member must be nominated by a Club in writing to the CEO with such nomination to be signed by the Secretary or other proper officer of that body; and
- d. nominees as an Appointed Member or Elected Member must also be members of a Club (and must remain so during their term of office).

10.3 Notification

Not less than 14 working days prior to the Annual Meeting the CEO will circulate to members the names of persons nominated as MCRE members.

10.4 Vacating Office

A member of the MCRE shall cease to hold office (and become a “**Vacated Member**”) if he or she

- a. becomes a Board Member;
- b. ceases to be a member of a Club;
- c. has his or her nomination withdrawn by the body that nominated him or her as a member;
- d. resigns office by notice in writing to the CEO;
- e. brings into disrepute the member’s office or the game of Rugby;
- f. is asked to resign his or her office by a resolution passed by a majority of 75 percent of the members of the Union present at a special meeting of the MCRE convened for that purpose.
- g. in the case of an Elected Member, suffers a vote of no confidence at a General Meeting;
or
- h. if the Club which nominated him or her ceases to be an Affiliated Body

10.5 Vacancy

If a vacancy on the MCRE arises pursuant to Rule 10.4 then:

- a. If the vacancy is for an Appointed Member, then the Appointments Committee will appoint a replacement to serve the remaining term of the Vacated Member; and
- b. If the vacancy is for an Elected Member then:
 - i. the Club which nominated the Vacated Member will select a replacement who will serve until the next Annual Meeting; and
 - ii. at the Annual Meeting, a permanent replacement for the Vacated Member will be confirmed who will serve the remainder of the term of Vacated Member. The nomination procedures in clause 10.2 will be observed in the election of such person.

10.6 Chairperson and Deputy Chairperson of Manawatu Club Rugby Executive

The MCRE will, at a meeting held at least 14 days following the the Annual Meeting, elect a Chairperson and a Deputy Chairperson from among its members to act in that capacity for a one year term. Where more than one candidate stands for election to either position a secret ballot shall be held with the top polling candidate from the ballot elected.

10.7 Appointment Committee

The -chairperson of the MCRE will be a member of the Appointment Committee under Rule 8.3b.i

10.8 Conduct of Meetings

The MCRE will make its own rules and standing orders for the conduct of meetings, subject to:

- a. the provisions of this Constitution; and
- b. approval of the rules and standing orders (and any amendments to them) by the Board of Directors.

10.9 Functions

In addition to its roles under the Constitution, the MCRE will have a general consultative role with the Board of Directors and such matters as both bodies agree from time to time and have such other functions as the two bodies, in consultation with one another, agree.

11. TRUSTEES

The Board of Directors may appoint trustees (“**Trustees**”) and may determine the mode of appointment and of retirement of such Trustees and may vest in the Trustees any property securities or monies 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, vary or revoke such powers and duties.

12. MEETINGS

12.1 Annual General Meeting – Nature and Purpose

The Annual General Meeting of the Union will be held annually during the month of March on a date determined by the Board of Directors for the purpose of (and in accordance with the other provisions of this constitution):):

- a. receiving the Board of Directors’ Report and audited financial statements for the past year;
- b. receiving the MCRE’s Report;
- c. electing new members of Clubs to the Manawatu Club Rugby Executive in accordance with clause 10.1;
- d. appointing the Board Members under 8.2b.i;
- e. electing a President as from time to time shall be necessary;
- 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; and
- h. appointing the Honorary Solicitor who must not hold any other office in the Union.
- i. 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.

- j. transacting General Business.

12.2 Annual General Meeting

The Annual General Meeting will be called in the following manner:

- a. Notification of Business

Not less than 28 days' notice of the date of an Annual Meeting shall be given by the CEO by sending notice to Members of the Union. Notice shall also be given to such other persons as appropriate.

- b. 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 CEO, at least 14 days prior to the meeting.

- c. Notification of Business

A copy of the Agenda and relevant papers and the Annual Accounts and Annual Reports referred to in Rules 12.1a and 12.1b [*Reports of the Board of Directors and MCRE*] shall be forwarded to Members of the Union and other appropriate persons at least seven days before the date of the meeting.

12.3 Quorum for Meeting

- a. Quorum

A quorum at all General Meetings shall consist of not less than 30 persons **PROVIDED THAT** at least 60% of club voting delegates appointed are present in accordance with clause 12.6a.iii.

- b. Quorum for Deferred Meeting

If a quorum, is not present within 30 minutes of the notified commencement time of a 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 CEO. 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 Meetings

- a. Requisition Procedure

A Special General Meeting ("**SGM**") may be convened by the CEO 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 Members of the Union excluding Honorary Members 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.

- b. Notification Procedure

Fourteen days' notice must be given by the CEO of such SGM and the agenda and relevant papers for such meeting shall be sent to the members in the same manner as provided for in Rule 12.2a [*Notification of Business*] stating the business for which the meeting is called.

c. Requirement to Notify Members

Every notice required to be given to the members or any of them shall be deemed to have been duly delivered if faxed, e-mailed or posted in a pre-paid letter addressed to each member at the member's last known number, e-mail, business or home address.

12.5 General Meetings

a. Role of The Chairperson

The Chairperson of the Board of Directors (as defined in Rule 8.10) will take the chair at all General Meetings. [*Election of Chairperson of Board of Directors*]. In his or her absence, the Deputy Chairperson of the Board of Directors will take the chair in place of the Chairperson. In the absence of both, the meeting will elect another Board Member to take the chair **PROVIDED HOWEVER** that if the Board of Directors shall have been removed from office in accordance with Rule 8.18 the President of the Union shall take the chair (in accordance with clause 8.18.18b)

b. Rights to Attend

At all General Meeting of the Union those Members, officers, Auditors, Board Members, members of the MCRE, employees of the Union, Delegates to NZRU and such other persons who may be allowed by the Board Members shall be entitled to attend and speak. However, only those Members referred to in Rule 12.6a shall be entitled to vote.

12.6 Conduct of General Meetings

At all General Meetings:

a. Voting Rights

All members are entitled to attend any General Meeting of the Union but the following members only shall be entitled to vote:

- i. The President of the Union
- ii. The Chairperson of the Board of Directors
- iii. One (1) delegate appointed by each Club

iv. Members of the Board of Directors not otherwise entitled to vote.

- i. One (1) person appointed in writing by the Manawatu Rugby Referees Association.
- ii. One (1) person appointed in writing by the Manawatu Secondary Schools Rugby Board.
- iii. One (1) person appointed in writing by the Manawatu Junior Rugby Board.

- b. At General Meetings each appointed delegate or person entitled to attend and vote will have one vote. Should any appointed delegate be unable to attend a General Meeting then the remaining delegate or delegates of the Club concerned shall be empowered to and may exercise the vote to which the absentee delegate would have been entitled.

12.7 Multiple Voting Entitlements

A person may 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.

12.8 Conduct of General Meetings

- a. Voting on all matters will be taken by a show of hands 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.

12.9 Irregularities or Omissions – Notices

Any irregularity, error or omission in notices, agendas and relevant papers for General Meetings of 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 of 'Club'

A "**Club**" is defined as any body of persons associated together for the purpose of playing Rugby and which is affiliated to the Union. The Rules of such Club must provide that every member of such Club is deemed to have subscribed to and be bound by this Constitution and Rules and those of the NZRU and by the 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 qualifying body within the Union boundaries as defined by NZRU, willing to conform to this Constitution and Rules will 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 CEO

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having first been formally approved and recommended by the MCRE. 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

MANAWATU RUGBY UNION

We, the undersigned Club Chairperson and Secretary 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 Nominee)

(Signature of Seconder)

13.5 Annual Affiliation Fee

The annual affiliation fee 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 may:

- a. disaffiliate a Club if, in the Board of Director's opinion, the Club ceases to have effective playing strength for and throughout two consecutive seasons
- b. suspend, for such time as it in its absolute discretion thinks fit, or disaffiliate a Club if such Club's Annual Subscription is no paid by 1 July in the year for which the subscription is due.

14. **AFFILIATED BODIES**

14.1 Definitions

Each of the bodies known as the Manawatu Secondary Schools' Rugby Board, the Manawatu Junior Rugby Board shall be an Affiliated Body of the Union and shall be deemed to have been set up and constituted under Rule 9.2h[*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 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 Affiliation Fees

The annual affiliation fees payable by the affiliated bodies to the Union shall be fixed annually by the Board of Directors.

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

15.1 Continuation of Affiliation

The Manawatu Rugby Referees' Association Incorporated (in the 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 9.2j [*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 with regard to its affiliation with the Manawatu Rugby Union Inc shall be submitted for prior approval by the Board of Directors.

15.3 Delegation of Powers

The Union of 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 31st day of December in each year.

16.2 Requirements for Audit

Copies of the audited financial statements shall be prepared in accordance with such format as may be required by law (including the Financial Reporting Act 1993 or any act passed in substitution) and shall be supplied to each Member. The audited financial statements shall be submitted to the Annual Meeting.

16.3 Appointment of Auditor

At each Annual Meeting, 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 Auditor 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 CEO and shall be affixed in the manner required to any document or writing only by Resolution of the Board of Directors in the presence and under the signatures of one (1) Board Member and the CEO. In the absence of the CEO a second Board Member 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 Green and White or otherwise as determined from time to time by the Board of Directors after consultation with representatives of the MCRE. 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 contain such Logo and/or wording as approved by the Board of Directors.

19.3 Uniforms

All representative uniforms must be 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 by a majority of two thirds of votes cast and any General Meeting duly convened for that purpose – subject to Rules 20.3 and 20.4.

20.2 Notification Procedure

Notice of any proposed amendment must be given in writing to the CEO a 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 Rule 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 NZRU to be applied by NZRU for the promotion of Rugby in New Zealand with preference to apply the same if appropriate within the boundaries of the former Union.

22. LIMITATION OF LIABILITY AND INDEMNITY

Each Board Member, the Chief Executive Officer, the President and any other Officer or servant of the Union (each an “**Indemnified Party**”):

- a.
- b. Is indemnified by the Union from and against all losses and expenses incurred by that Indemnified Party or in or about the discharge of that Indemnified Party’s duties; and
- c. Is not liable for the acts or omission of any other person being a Board Member, the Chief Executive Officer or any other Officer or servant of the Union or for joining in any act or receipt or for any act of conformity or for any loss happening to the Union, unless due to the Indemnified Party’s own wilful default.