
**CONSTITUTION OF
MANAWATU RUGBY UNION (INC)**

2007

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

1. NAME

The Union shall be called "The Manawatu Rugby Football Union (Incorporated)" ("the Union") trading as the Manawatu Rugby Union.

2. INTERPRETATION

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;

"**Annual Meeting**" means a meeting of the members held under Rule 13;

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

"**Board Member**" means a member of the Board elected 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;

"**Chief Executive Officer**" means the person appointed as chief executive officer of the Union under Rule 9.2.12 or, if absent, any acting chief executive officer;

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

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

"**Independent Board Member**" means a member of the Board elected under Rule 8.2;

"**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**" means a person admitted as a life member of the Union under Rule 6;

"**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 Football Union (Incorporated);

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

- 2.1 Headings:** clause and other headings are for ease of reference only and will not affect the interpretation of this Constitution;
- 2.2 Negative Obligations:** any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done;
- 2.3 Gender:** references to any gender includes all genders; and
- 2.4 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 shall, 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 shall apply notwithstanding any other provision in this Constitution to the contrary.

3.5 **Binding Rules and Bylaws**

The Union shall observe the laws of New Zealand, shall affiliate with the NZRU and shall be bound by the Rules and Bylaws from time to time adopted by the NZRU.

4. **POWERS OF THE UNION**

4.1 The Union, through its Board of Directors, shall 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.

4.2 **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.

4.3 **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.

4.4 **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.

4.5 **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.

4.6 **Raising Funds**

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

4.7 **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.

4.8 **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.

4.9 **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.

4.10 **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.

4.11 **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.

4.12 **Information Technology**

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

4.13 **General**

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

5. **MEMBERSHIP**

5.1 **Members of the Union**

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

- a. All affiliated Rugby Clubs as defined in Rule 14 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 (referred to in these Rules as "Affiliated Bodies").
- c. Union Board of Directors as individuals
- d. Union Life Members.
- e. 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 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.

5.4 **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.

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 to the Club Rugby Council shall be proposed and seconded by two (2) Clubs and/or Affiliated Bodies or the Board of Directors. Such recommendation shall be in the hands of the C.E.O. 42 days before a General Meeting.

6.3 **Role of the Club Rugby Council**

The Club Rugby Council 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.

6.4 **Role of the Board of Directors**

The Board of Directors shall, after receiving a recommendation for life membership from the Club Rugby Council, put such recommendation to a General Meeting.

6.5 **Notification to Members and Voting at A.G.M.**

The C.E.O. shall give 14 days notice of the nomination to members of the Union for approval at a General Meeting. 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.

6.6 **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 significant and General Meetings of the Union and speak 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.

7. **ELECTION OF PRESIDENT**

7.1 **Definition**

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

7.2 **Nomination Procedure and Election**

Any Club or Affiliated Body seeking to nominate a President shall forward such nomination and a curriculum vitae ("CV") to the C.E.O. The nomination shall be in writing or may be nominated from the floor at the meeting where the nomination is an agenda item if there is no written nomination or a nominee is not confirmed.

The Club Rugby Council will assess nominees for the role of President. Having made its assessment, the Club Rugby Council will recommend the appointment of a President to the Annual General Meeting ("**AGM**") for confirmation..

The nomination for President shall only be made by the Club Rugby Council and shall be notified to the C.E.O. no later than 21 days before the AGM. The Club Rugby Council shall nominate only one President. The Immediate Past President shall be the person who is the most recent Past President. The President will be confirmed by majority vote at the AGM.

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 A.G.M.

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

7.4 **Vacancy**

The Club Rugby Council may fill the position should a vacancy for the President of the Union occur during the year. The position will be ratified at the AGM.

7.5 **Notification to Members**

Not less than 14 days prior to the A.G.M. the C.E.O. shall circulate to members the nomination for office of President under Rule 7.2 [*Nomination Procedure and Election*].

7.6 **Role of President**

The President shall be entitled to attend General Meetings of the Union at which he will have speaking and voting rights and meetings of the Board of Directors and the Club Rugby Council at which he shall have speaking but no voting rights. If the Board of Directors has been removed from Office the President shall chair any General Meeting of the Union until a replacement Chairperson of the Board of Directors is appointed”.

The functions of the President shall be:

- i To represent MRU at ceremonial and Official events.
- ii To announce all significant representative teams or squads.
- iii To assist where possible the board in fulfilling its intended long term achievements.
- iv To Open the Annual General Meeting, to Chair the selection process for the Club Rugby Council.

8. BOARD OF DIRECTORS (CONSTITUTION)

8.1 **Composition of Board of Directors**

The Board of Directors shall consist of:

- a. Seven (7) appointed persons.

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

8.2 **Nomination Procedure**

8.2.1 **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 8.1(a)[*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 include CV of the nominee and shall be signed by the applicant.

The positions of 8.1(a) will be publicly advertised.

No employee of the Union shall be eligible for election or appointment to the Board of Directors.

8.2.2 **Appointments Committee Duties**

The Appointments Committee will assess nominees under clause 8.1 b for the Board of Directors. Having made its assessment, the Appointments Committee will recommend the appointment of Directors under clause 8.1 b for confirmation at the A.G.M.

A skills matrix criteria shall be developed by the Board of Directors for the positions on the Board and will be used by the Appointments Committee to select appropriate persons to fill the positions.

8.2.3 **Appointments Committee Composition**

The Appointments Committee will comprise:

- a. The Chairperson of the Board of Directors or a Board of Directors nominee
- b. The Chairperson of the Club Rugby Council or a Club Rugby Committee nominee.
- c. Two (2) other independent persons as determined by the Board of Directors. One such independent shall be a member of or nominated by the Institute of Directors.

8.2.4 **Appointments Committee Term of Office**

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

8.3 **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 8.2.2 [*Appointments Committee Duties*]
- b. A summary of the C.V. of each recommended appointee.

8.4 **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 ; and

- 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.

8.5 **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 Committee, provided the nomination procedure outlined in Rule 8.2.1 [*nomination of candidates*] is followed.

8.6 **Order of Retirement**

At every A.G.M., the specified number of Directors shall retire from office as stated in 8.6.a to c. 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. Appointed Directors will serve a term of three years while the two elected Directors will serve one year terms as stated in Rule 8.1.2.
- b.. Of the five appointed Directors, one shall retire in year one and two shall retire in each of year two and three. The Board of Directors will determine by way of random selection, those directors who will retire within the first three years of this Constitution taking effect.
- c. The full term of three years for appointed Directors shall take effect after the first three years of this Constitution taking effect. From this point on all Directors will serve terms as stated in Rule 8.6 (a).

A retiring Director shall be eligible for re-selection by the Appointments Committee, provided the nomination procedure outlined in Rule 8.2.1 [*nomination of candidates*] is followed.

8.7 **Replacement of Retiring Directors**

At every A.G.M. Directors shall be appointed to replace Directors retiring pursuant to Rule 8.6 [*Order of Retirement*] and to replace any vacancy in the Board of Directors filled by the Board of Directors pursuant to Rule 8.5 [*Vacancy*].

8.8 **Election of Chair 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 Chair and a Deputy Chair. The Chair shall be the Chair of the Union entitled to speak and act as such. Subject to Rule 3.6.1 the deputy shall fulfil that role should the chair be unavailable.

8.9 **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.

8.10 Chairperson's Voting Rights

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

8.11 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 objective of the meeting. Such meeting shall be held within 5 days of the receipt of such requisition.

Copies of minutes of meetings of the Board of Directors shall forthwith following all such meetings, be issued by the C.E.O to the Chairpersons of Clubs provided that the Chairperson of the Board of Directors may direct that there be deleted there from any material, disclosure of which may in his or her view be prejudicial to the commercial position of the Union or in breach of an obligation of confidentiality owed to some third party.

8.12 Quorum for Meeting

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

8.13 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.

8.14 Board Dispute Process

In the event that any dispute or difference shall arise between the Board of Directors and the Club Rugby Council in respect of any matter relating to the practical delivery of Rugby Football within the Manawatu Rugby Football Union District 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 Club Rugby Council shall be bound by such determination.

8.15 **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:

- (i) 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;
- (ii) 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 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. BOARD OF DIRECTORS (POWERS AND DUTIES)

9.1 **General Powers & Duties**

9.1(a) The affairs of the Union shall be managed by the Board of Directors.

9.1(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.

9.1(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 Club Rugby Council, 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 Club Rugby Council under this Rule.

9.2 **Specific Powers & Duties**

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

9.2.1 **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.

9.2.2 **Right to Vest to Trustees**

To vest in Trustees any property, securities or moneys of the Union in accordance with Rule 12

9.2.3 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.

9.2.4 External Relationships

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

9.2.5 Promotion, Marketing and Sponsorship

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

9.2.6 International, Representative and Club Matches

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

9.2.7 Appointment of Union Representatives

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

9.2.8 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.

9.2.9 Discretionary Admission to the Club Rugby Council

To decide upon the admission to the Club Rugby Council as a full voting member 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 in the Manawatu region.

9.2.10 Association of Referees

To provide for the continuation of an association of referees whose members shall (unless appointments are made under the Rules or 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.

9.2.11 School Rugby

To generally promote the playing of School Rugby.

9.2.12 **Employment of CEO**

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.

9.2.13 **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.

9.2.14 **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 AGM.

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

9.2.15 **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 decides and may be held:

- i. At its absolute discretion.
- ii. On its own motion or at the written request of any Club or Affiliated Body or any member of a club or affiliated body.

9.2.16 **Standing Orders**

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

9.2.17 **Requirement to Report**

The Board of Directors shall report on significant rugby matters and the financial position of the union to the membership quarterly from the AGM date.

9.3 **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. **CLUB RUGBY COUNCIL (CONSTITUTION)**

10.1 **Composition**

The Club Rugby Council shall consist of:

- a. Each affiliated club Chair or his/her nominee.
- 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 Manawatu Rugby Referees Association ("MRRA")
 - ii. The Manawatu Secondary Schools Rugby Board ("MSSRB")
 - iii. The Manawatu Junior Rugby Board ("MJRB")

10.2 **Nomination Procedure**

Nomination of members of the Club Rugby Council 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 Club Rugby Council immediately.

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

10.3 **Notification**

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

10.4 **Vacating Office**

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

- a. The member becomes an appointed 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 into disrepute the member's office or the game of Rugby.

- f. The member is requested to resign office by a resolution passed by a majority of 75 percent of the members of the Club Rugby Council present at a special meeting of the Club Rugby Council convened in the manner provided by Rule 10.9 *[Calling of Meetings]*.
- g. If the Body of which the member is a member ceases to be an Affiliated Body.

10.5 **Vacancy**

In the event of any vacancy on the Board arising out of Rule 10.4(a), (b), (c), (d), (e) or (f) the nominating Body shall nominate some person other than the former member to fill the vacancy.

10.6 **Chairperson and Deputy Chair of Club Rugby Council**

The Club Rugby Council at a meeting at least 14 days prior to the AGM shall elect a Chairperson and a Deputy Chair from amongst its members to act in that capacity until the next annual election of the Club Rugby Council. 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. Voting as per 10.7.

10.7 **Conduct of Meetings**

- a. At all meetings of the Club Rugby Council each member shall have the following voting rights:
 - Premier grade clubs – 2 votes
 - All others – 1 vote
- b. The voting at all meetings of the Club Rugby Council 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 Club Rugby Council 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.

10.8 **Chairperson's Voting Rights**

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

10.9 **Calling of Meetings**

A minimum of four meetings a year will be held of the Club Rugby Council. At such meetings they shall be briefed by the Board of Directors and have the right to question significant issues within the union. Meeting dates will be advised 30 days in advance by the Board of Directors.

Membership only meetings of the Club Rugby Council must be summoned by the CEO on receipt of a requisition signed by the Chair or Deputy Chair of the Club Rugby Council and specifying the object of the meeting. Such meeting shall be summoned by the CEO forthwith and shall be held within 14 days of the receipt of such requisition.

10.10 **Quorum for Meeting**

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

10.11 **Role of Chair 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 Club Rugby Council 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 Club Rugby Council in which case there shall be an entitlement for the Chairperson of the Board of Directors to vote as provided for in Rule 10.8 [*Chairperson's Voting Rights*].

11. **CLUB RUGBY COUNCIL (POWERS AND DUTIES)**

Subject to Rule 10.1, the Club Rugby Council may exercise the following powers and duties (as powers and duties delegated by the Board of Directors).

11.1 **Consultative Role**

To be available for consultation by the Board of Directors on issues of significance to the Union.

To assist and support the delivery of rugby within the union.

11.2 **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 14.3.

11.3 **Standing Orders**

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

11.4 **Operations Support Committee**

The Club Rugby Council shall appoint an Operations Support Committee at its first annual meeting. The role of the OSC will be to:

- Act as a sounding board or communication tool between staff and clubs;
- To assist on operational committees as their experience and expertise allows;
- Seek clarification and input into issues of note at club level;
- Assist the Community Rugby Manager with change management issues;
- Provide support and expertise to the MRU where able;
- Act as a communication tool on behalf of the membership; and
- Provide reports on significant issue to the CRC and/or board.

The committee will be made up of six (6) elected representatives of clubs with a minimum of four (4) of that six coming from Senior 1 clubs.

The Chairman for the committee will be the MRU Community Rugby Manager.

Nominations should be made in writing to the CEO seven days in advance of the meeting and must be signed by both the club and the member nominated.

Each nominee should be given three minutes to address the meeting. The final appointment, if there are more than six candidates, will be made based on a secret ballot of the membership present with the six highest polling candidates being confirmed and the CRM informed.

11.5 **Process to appoint CRC Representative to the Appointments Committee**

The Club Rugby Council member on the Appointment Committee under 8.2.3b shall be determined annually at the meeting prior to the Union AGM. Nominations shall be from the floor.

Each nominee should be given three minutes to address the meeting. The final appointment, if there is more than one candidate, will be made based on a secret ballot of the membership present with the highest polling candidate being confirmed and the CEO informed.

12. **TRUSTEES**

The Board of 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 or revoke such powers and duties.

13. **MEETINGS**

13.1 **Annual General Meeting – Nature and Purpose**

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

- a. Receiving the Board of Directors' Report and audited financial statements for the past year.
- b. Receiving the Club Rugby Council's Report.
- c. Receiving the announcement of members of the Club Rugby Council for the ensuing year.
- d. Appointing the Directors under Rule 8.1(a) [*Appointed Directors*].
- 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.
- 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.

13.2 **Annual General Meeting**

13.2.1 **Notification of Business**

Not less than 28 days notice of the date of an A.G.M. 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.

13.2.2 **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 CEO, at least 14 days prior to the meeting.

13.2.3 **Notification of Business**

A copy of the Agenda and relevant papers and the Annual Accounts and Annual Reports referred to in Rule 13.1(a) and (b) [*Reports of Board of Directors and Club Rugby Council*] shall be forwarded to Members of the Union and other appropriate persons at least seven days before the date of the meeting.

13.3 Quorum for Meeting

13.3.1 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 5.1.

13.3.2 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 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.

13.4 Special General Meeting

13.4.1 Requisition Procedure

A Special General Meeting ("S.G.M.") 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.

13.4.2 Notification Procedure

Fourteen days notice must be given by the CEO 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 13.2.3 [*Notification of Business*] stating the business for which the meeting is called.

13.5 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.

13.6 General Meetings

13.6.1 Role of The Chairperson

The Chairperson of the Union as defined in Rule 8.8 a shall take the Chair at all General Meetings. [*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 Club Rugby Council. In the absence of the Chairperson of the Union and the Chairperson of the Club Rugby Council the Meeting shall elect another Member of the Board of Directors to take the Chair. PROVIDED HOWEVER that if the Board of Directors shall have been removed from office in accordance with Rule 8.15 the President of the Union shall take the chair.

13.6.2 Rights to Attend

At all General Meetings of the Union the Members, Officers, the Auditors, Directors, members of the Club Rugby Council, employees of Manawatu 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 13.7.1 shall be entitled to vote.

13.7 Conduct of General Meetings

At all General Meetings:

13.7.1 Voting Rights

- (a) All Members shall be entitled to attend at General Meetings 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) delegates appointed in writing by Clubs on the following basis -
 - One (1) delegate by virtue of the club's membership of the Union plus three (3) three further delegates if the Club has a team in either the Senior I or Senior 11 Grade Union Competitions
 - plus two (2) further delegates if the Club has one or more teams in the remaining Senior Grades or Presidents Grade
 - plus one (1) further delegate if the Club has a team or teams in the Age Grade Team Competitions
 - (iv) Members of the Board of Directors not otherwise entitled to vote.
 - (v) a person appointed in writing by the Manawatu Rugby Referees Association.
 - (vi) A person appointed in writing by the Manawatu Secondary Schools Rugby Board.
 - (vii) A person appointed in writing by the Manawatu Junior Rugby Board.
- (b) At the Annual General Meeting of the Union the number of delegates to which a Club shall be entitled shall be based upon the number of teams maintained by that Club in the said competitions during the preceding season.
- (c) At Special General Meetings of the Union the number of delegates which any Club may appoint shall be determined on the number of teams being maintained by that Club in the Union competitions in that season.

- (d) At Special General Meetings and Annual General Meetings of the Union each appointed delegate or person entitled to attend and vote shall 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.

13.7.2 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.

13.7.3 Conduct of General Meetings

- a. The voting on all matters shall 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.

13.7.4 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.

14. CLUBS

14.1 Definition

A "Club" shall be defined as any body of persons associated together for the purpose of playing Rugby. 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 laws from time to time adopted by the NZRU.

14.2 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.

14.3 **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 14.4 must be handed to the CEO having first been formally approved and recommended by the Club Rugby Council. 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.

14.4 **Nomination Form**

TO: The Chief Executive Officer
MANAWATU RUGBY UNION

We, the undersigned Club Rugby Council 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 Nominee)

(Signature of Seconder)

14.5 **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.

14.6 **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.
- 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.

15. AFFILIATED BODIES (SCHOOLS)

15.1 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 9.2.8 [*Conditions of Affiliation*].

15.2 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.

15.3 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.

15.4 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.

15.5 Affiliation Fees

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

16. AFFILIATED BODIES (REFEREES' ASSOCIATION)

16.1 Continuation of Affiliation

The Manawatu Rugby Referees' Association Incorporated (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 9.2.10 [*Association of Referees*].

16.2 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.

16.3 **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.

17. **FINANCE**

17.1 **The Financial Year**

The financial year of the Union shall close on the 30th of November in each year.

17.2 **Requirements for Audit**

A copy of the audited financial statements 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 financial statements shall be submitted to the A.G.M.

17.3 **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.

17.4 **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.

17.5 **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.

18. **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) member of the Board of Directors and the CEO. In the absence of the CEO a second member of the Board of Directors shall be a valid signatory to the Common Seal.

19. 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.

20. REPRESENTATIVE COLOURS**20.1 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 Club Rugby Council. In the event of a colour clash with an opposing team alternative non standard colours may be used.

20.2 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.

20.3 Uniforms

All representative uniforms must be approved by the Board of Directors.

21. ALTERATION OF RULES**21.1 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 at any General Meeting duly convened for that purpose – subject to clause 21.3.

21.2 Notification Procedure

Notice of any proposed amendment must be given in writing to the CEO 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.

21.3 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.

21.4 Replacement of this Clause

The provisions and effect of this clause (clause 21) shall not be removed from the Constitution and shall be included into any document replacing this Constitution

22. LIQUIDATION

22.1 Criteria for Liquidation

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

22.2 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 in New Zealand with preference to apply the same if appropriate within the boundaries of the former Union.

22.3 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.

23. LIMITATION OF LIABILITY AND INDEMNITY

Each member of the Board of Directors, the Chief Executive Officer, the President and any other Officer or servant of the Union (each "Indemnified Party"):

- 23.1 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
- 23.2 Is not liable for the acts or omission of any other person being a Board Member, the Chief Executive Officer, the Patron 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.

Updated notes on:

- ***5 December 2005 – adoption at AGM***
- ***20 February 2006 – updates entered as recorded at Special AGM***
- ***2 March 2007 – updated entered as recorded at AGM 19 Feb 2007***