



***CONSTITUTION AND RULES***

***of***

***NORTH HARBOUR RUGBY UNION  
INCORPORATED***

***11 February 2015***

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## **INTERPRETATION:**

**Definitions:** In this Constitution, unless the context otherwise requires, have the following meanings:

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

**“Affiliated Body”** means an entity elected as an Affiliated Body in accordance with Rules 16 and 17.

**“Affiliated Club”** means any Rugby club within the region that is a member of the Union or admitted in accordance with Rule 15.

**“Affiliation Fee”** means the annual fee for affiliation to the Union as determined by the Board in respect of each Rugby season and payable by Clubs and Affiliated Bodies.

**“Annual General Meeting”** means a meeting of Members held in accordance of Rule 14.

**“Appointed Board Member”** means that given to Board Members appointed to the NHRU Board in accordance to Rule 7

**“Appointments Committee”** means the committee established from time to time in accordance with Rule 10.

**“Board”** means the Board of the Union comprised in accordance with Rules 7 and 8.

**“Board Member”** means a Member of the Board of Directors appointed or elected under Rules 7 and 8.

**“By-laws”** means the by-laws or regulations made by the Board pursuant to Rule 9.2(p) or of the NHRU as amended from time to time

**“Chairperson”** means the chairperson of the Board elected in accordance of Rule 8.3(a)

**“Chief Executive Officer”** means the person appointed as an employee from time to time by the Board in accordance with Rule 9.2(m)

**“Club”** means any Rugby club within the region that is a member of the Union or admitted in accordance with Rule 15

**“Club Director”** means that given to Board Members elected to the NHRU Board in accordance to Rule 7

**“COC”** means Council of Clubs in accordance with Rules 11 and 12

**“COC Delegate”** means that given to the term in Rule 11.1

**“Constitution”** means this document which records the Rules of the Union

**“Council of Clubs”** means the Council of Clubs or members established in accordance with Rule 11.1

**“Delegate”** means that person nominated in accordance with Rule 11.1 for the COC

**“Deputy Chair”** means the person elected as Deputy Chairperson of the Council of Clubs of the Union in accordance with Rule 11.5(a)

**“General Meeting”** means any Annual General Meeting or Special General Meeting of the Union in accordance with Rule 14

**“Honorary Solicitor”** means that person, being a Member of the New Zealand Law Society, called upon as required by the Union

**“Laws of the Game”** means the laws of Rugby as framed and interpreted by the WORLD RUGBY (subject to any domestic safety law variations adopted by the NZRU from time to time)

**“Life Member”** means a person who is admitted as a life Member of the Union under Rule 5

**“Members”** means members’ of the Union being Members of the Council of Clubs, Clubs, Board Directors, Life Members, Officers and Affiliated Bodies as under Rule 4

**“NHRRA”** means the North Harbour Rugby Referees Association

**“NHRU”** means North Harbour Rugby Union

**“NZRU”** means the New Zealand Rugby Union (Incorporated)

**“Ordinary Resolution”** means a resolution that is approved by a simple majority of the votes of the Members entitled to vote and voting on the question (whether at a General Meeting or by postal vote, as the case may be)

**“Officer of the Union”** means each of the Patron, President and the Vice President of the Union in accordance with Rule 6

**“Patron”** means the Patron of the Union elected in accordance with Rule 6

**“President”** means the President of the Union elected in accordance with Rule 6

**“Region”** means the geographical boundaries of the Union as determined by the NZRU from time to time

**“Regulations”** means regulations made by the Union, or the Board on behalf of the Union, 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

**“Rules of Competition”** means those rules governing rugby matches played by amateur grades under control of the Senior Rugby Committee of the Council of Clubs within the season within the region

**“Season”** means the period in each calendar year over which Rugby matches played by Members will be recognised as official matches, such period to be determined by the Council of Clubs and approved by the Board from time to time

**“Special General Meeting”** means any meeting of the members of the Union other than an Annual General Meeting in accordance with Rule 14

**“Special Resolution”** means a resolution of the Members approved by a majority of 75% or more votes of the Members entitled to vote and voting on the resolution (whether at a General Meeting or by postal vote, as applicable)

**“Union”** means the North Harbour Rugby Union (Incorporated)

**“Vice President”** means the Vice President of the Union elected in accordance with Rule 6

**“World Rugby”** means the association of national Rugby Unions known as World Rugby (previously known as the International Rugby Board) and of which the NZRU is a member

**Interpretation:** In this Constitution, unless the context otherwise requires, have the following meanings:

- a) **Defined Expressions:** expressions defined in the main body of this Constitution have the defined meaning throughout this Constitution, including the background;
- b) **Headings:** rules, clauses and other headings are for the ease of reference only and will not affect this Constitution’s interpretation;
- c) **Persons:** references to a person include an individual, company, corporation, partnership, firm, joint venture, association, trust, unincorporated body of persons, government or other regulatory body, authority or entity, in each case whether or not having a separate legal entity;
- d) **Plural and Singular:** references to the singular include the plural and vice versa;
- e) **Rules / Schedules:** references to rules and schedules are to the rules in both the body and the schedules to this agreement, with each schedule forming part of this agreement;
- f) **Statutory Provisions:** references to any statutory provision are to statutory provisions in force in New Zealand and include any statutory provision which amends or replaces it,

and any by-law, regulation, order, statutory instrument, determination or subordinate legislation made under it;

- g) Negative Obligations:** any obligation not to do anything includes an obligation not to suffer, permit or cause that thing to be done;
- h) Inclusive Expressions:** the term includes or including (or any similar expression) is deemed to be followed by the words without limitation; and
- i) Documents:** references to any document (however described) are references to that document as modified, notated, supplemented, varied or replaced from time to time and in any form, whether on paper or in electronic form.

**1: NAME**

The Union shall be called "North Harbour Rugby Union Incorporated" (referred to in these Rules as "the Union").

**2: OBJECTS**

- 2.1 Amateur Rugby: The Union is incorporated for the purpose of promoting amateur rugby within its own boundaries as defined by the NZRU from time to time, for the recreation or entertainment of the general public. For this purpose, the Union acknowledge the need to provide an environment and playing formats to encourage club growth, and act in partnership with clubs to achieve these objects. The capacity of the Union to carry on any business or activity, do any act or enter into any transaction, is restricted to any business, activity, act or transaction carried on, undertaken, done or entered into in accordance with, or in seeking to achieve, this purpose, or which is conducive or incidental to this purpose.
- 2.2 Involvement in Professional Rugby for the Advancement of the Amateur Game: The Union's capacity to carry on any business or activity, do any act and enter into any transaction, as outlined in Rule 2.1, includes the capacity to:
- (a) Undertake rugby activities and competitions in which paid players and paid officials participate;
  - (b) Solicit licensing of brands;
  - (c) Seek sponsorship.
- 2.3 Nothing in this Constitution shall permit the Union to use its funds, or make its funds available, to be used for the private pecuniary profit of any Member or any person associated with any Member. For the avoidance of doubt, the term "private pecuniary profit" does not include remuneration or payments for services rendered reasonable and relative to that which would be paid in an arms-length transaction (being the open market). This Rule 2.3 applies, notwithstanding any other provision of this Constitution to the contrary.
- 2.4 The Union shall observe the laws of New Zealand and shall affiliate with and shall be bound by the Rules, Regulations and by-laws of the NZRU and by the Laws of Amateurism from time to time adopted by the NZRU.
- 2.5 The Union shall be incorporated under the Incorporated Societies Act 1908 (in this Constitution and Rules called "The Act").

### **3: POWERS OF THE UNION**

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

- 3.1 To admit new members;
- 3.2 To withdraw, suspend or terminate a Member's membership;
- 3.3 To purchase, take on, lease, exchange, hire or otherwise acquire any real or personal property or any related rights and privileges, and to hold, improve, manage, develop, let or lease, sell or otherwise dispose of any such property rights and privileges.
- 3.4 To construct, maintain or alter any playing or training grounds or areas on any property in respect of which the Union enjoys a licence to occupy or any other occupation right.
- 3.5 To construct, build, alter, improve, enlarge, pull down, remove or replace any buildings or other improvements which may be in, upon or about any of the real or leasehold property of the Union or any property in respect of which the Union enjoys a licence to occupy or any other occupation right.
- 3.6 To borrow money in such manner as the Union may think fit and if required to secure the repayment thereof by the issue of debentures or by mortgage or charge upon the whole or any part of the property or assets of the Union (whether present or future) and to purchase, redeem or pay off any such securities.
- 3.7 To raise money by subscriptions and to grant rights and privileges to sponsors promoters or fund raisers.
- 3.8 To lend and advance money or to give guarantees or become surety for the payment of moneys or the performance of contracts or obligations of any member of the Union referred to in Rule 4.1(c) or 4.1(d).
- 3.9 To invest and deal with the moneys of the Union not immediately required in such manner as may from time to time be determined, and in particular to invest the same on mortgage or purchase of real leasehold or personal property or securities or by depositing the same with any bank at interest and to vary such investments from time to time.
- 3.10 To act in the exercise of all or any of the powers conferred upon the Union jointly with any person, partnership, corporation, company, trust or society and to become jointly or jointly and severally liable with any such person, partnership, corporation, company, trust or society (whether incorporated or otherwise) on any such contract or obligation.
- 3.11 To do all such things as are incidental or conducive to the attainment of the above objects.



#### **4: MEMBERSHIP**

4.1 The members of the Union shall comprise:

- (a) The officers of the Union as defined in Rule 6.
- (b) The members of the Council of Clubs of the Union for the time being as defined in Rule 11.
- (c) All Rugby Clubs within the boundaries of the union as defined in Rule 15 which are now or shall be affiliated to the Union.
- (d) The North Harbour Secondary Schools Rugby Union and the North Harbour Rugby Referees Association (referred to in these Rules as "Affiliated Bodies"); or any other organisation becoming an Affiliated Body.
- (e) The members of the Board of Directors as defined in Rule 7.
- (f) Life Members as the Union in General Meeting shall elect under Rule 5.

4.2 The persons defined in sub clauses 4.1 (a) (b) (e) and (f) shall by virtue of their election or appointment become Members of the Union and shall remain Members until retirement or until their terms of office or appointment cease.

4.3 Membership of the Union shall not confer on any Member thereof any privilege or any estate proprietary right interest or share in the funds and property of the Union or shall any Member be personally liable for any of the liabilities of the Union.

4.4 Any Member by giving to the Chief Executive Officer of the Union notice in writing may resign the office or appointment by virtue of which such membership derives. Every such resignation shall take effect as from the date of the meeting of the Board of Directors at which such resignation is accepted and thereupon such member shall cease to be a Member of the Union.

4.5 Non-compliance: If any Member, or Member of a Member:

- (a) does not comply with any provisions of this Constitution, the Constitution and regulations of the NZRU or any domestic safety law variations adopted by the NZRU, the Laws of the Game or the by-laws, regulations or resolutions of WORLD RUGBY; or
- (b) does not give effect to any decision of the Board or a decision of the Board of the NZRU (as the case may be); or
- (c) in the case of an Affiliated Body permits any member of the Affiliated Body under its jurisdiction to:

- (i) fail to comply with any provision of this Constitution, the Constitution and regulations of the NZRU or any domestic safety law variations adopted by the NZRU, the Laws of the Game or the by-laws, regulations or resolutions of WORLD RUGBY; or
- (ii) not give effect to any decision of the Board or a decision of the Board of the NZRU (as the case may be),

The Member shall be liable to:

- (a) in the case of a Club, a deduction of competition points in respect of any team affiliated with the Member participating in any Union competition: and/or
- (b) in the case of a Club, the prohibition or demotion of any team affiliated with the Club participating in any Union competition; and/or
- (c) suspension of Membership for a period; and/or
- (d) expulsion from the Union: and/or
- (e) such other sanction of any kind (including the imposition of any penalty or fine), as, in the case of:
- (f) in respect of paragraphs (a) and (b) of this clause, the Council of Clubs thinks fit; or
- (g) in respect of paragraphs (c), (d), or (e) of this clause, the Council of Clubs and the Board think fit.

4.6 Withdrawal of Membership: A Member, who is a Club, Affiliated Body, or Life Member may only withdraw from membership of the Union with the prior consent of the Board. Withdrawal of membership shall take effect from the date on which the Board consent to such withdrawal and the Member must cease to hold itself out as a Member of the Union from that date.

4.7 Dispute Resolution: No person:

- (a) being a Member;
- (b) or a team, player, match official who is a Member of a Member;
- (c) or who is a Member of a Member

May, to the extent that person is entitled to do so, bring a dispute, claim or proceeding against the Union or any person acting under the delegated authority of the Union, the Board or the Council of Clubs in relation to the exercise of a power of the Union, the Board, or the Council of Clubs, unless that person has first exhausted all rights of appeal

(if any) contained in this Constitution or the Constitution of the NZRU and any such rights of appeal (if any) which are made available to that person by the Union and/or NZRU.

- 4.8 NZRU to Interpret: If any difference of opinion arises as to the meaning of any provision in the Constitution, or any regulations of the Union it will be determined by the Appeal Council of the NZRU, except if the difference of opinion arises at a General Meeting, in which case it will be determined by the Chairperson of that meeting.

## **5: LIFE MEMBERSHIP**

- 5.1: At any Annual General Meeting of the Union a Life Member or Life Members of the Union may be elected by reason of outstanding service rendered to the Union, taking into account:

- (a) length of service;
- (b) excellence of service;
- (c) sacrifices and contribution to rugby and to the Union.

- 5.2: Each nominee for Life Membership shall be proposed and seconded by any 2 of the Clubs, Members or Affiliated Bodies.

- 5.3 A committee approved by the Council of Clubs, consisting of two Past Union Presidents or Chairman, a member of the Board and a member of the Council of Clubs (a total of 4 people) will consider these nominations and make a recommendation to the Council of Clubs.

- 5.4 The Council of Clubs will vote on this recommendation and after a majority vote of not less than 75 per cent the recommendation will be passed on to the Board of Directors.

- 5.5 The Board shall approve the nomination by not less than 75 per cent of the formal votes cast by members of that Board. Such recommendation shall be in the hands of the Chief Executive Officer of the Union at least 35 days before the Annual General Meeting.

- 5.6 After the Board of Directors have approved the nomination as provided for above, the Chief Executive Officer of the Union shall send the notice of the nomination for Life Membership, to the Members of the Union at least 21 days' before the Annual General Meeting.

- 5.7 Such election shall be by way of ballot at the General Meeting in which the nominee must receive not less than 75 per cent of the formal votes cast.

- 5.8 Upon election a Life Member shall have such privileges as are determined by the Board from time to time.

- 5.9 Revocation of Life Membership: Where a Life Member has, in the opinion of the Board, acted so as to bring the Union or rugby into disrepute or in a manner that is prejudicial to

the interests of the Union or rugby, the Board may by majority vote, recommend to the next General Meeting that Members vote to revoke that person's Life Membership. Such recommendation will be considered at the next General Meeting following the vote by the Board. Where the revocation of Life Membership is approved by Special Resolution at the General Meeting, that person's Life Membership will be revoked immediately.

**6: ELECTION OF OFFICERS**

6.1: The Officers of the Union shall be the Patron, the President and the Vice President any of which persons may be elected although not being a member of a Club or Affiliated Body.

6.2: The Officers of the Union shall hold office for the following terms:

(a) Patron shall hold office for a term of one year; and

(b) President shall hold office for a term of two year; and

(c) Vice President shall hold office for a term of two years.

Such terms shall run concurrently with each other and commence immediately following the Annual General Meeting in the calendar year each Officer was appointed, and expire at the dissolution of the Annual General Meeting occurring closest to the expiry of the commencement of their term.

At the end of their term, the President of the Union shall retire, and thereafter shall not be eligible for re-election as President until after the expiration of 2 years from the date of his retirement.

6.3: Nominations by Members for Officers of the Union shall be in the hands of the Board at least 35 days before the Annual General Meeting.

6.4 The Board shall approve the nomination by not less than 75 per cent of the formal votes cast by members of that Board.

6.5 After the Board of Directors have approved the nomination as provided for above, the Chief Executive Officer of the Union shall send the notice of the nomination for Officer position, to the Members of the Union at least 21 days' before the Annual General Meeting.

6.6 Such election shall be by way of ballot at the Annual General Meeting in which the nominee must receive not less than 75 per cent of the formal votes cast. No person's name shall be put forward for election as an Officer unless the nomination of such person shall first have been approved by the Board.

6.7: In the event of a vacancy in the Officers of the Union occurring during any year such vacancy may be appointed by the Board until the next Annual General Meeting.

**7: BOARD OF DIRECTORS (CONSTITUTION)**

7.1: The Board of Directors shall consist of:

- (a) The Chairperson of the Council of Clubs
- (b) Four Club elected Directors
- (c) Four Appointed Directors
- (d) A person representing the Council of Clubs in the event of rule 8.3(b)

7.2 Transitional Period: With effect from the Annual General Meeting to be held in 2015 and to ensure the correct allocation of Directors:

- (a) Two (2) Club Directors will retire and one (1) position will be elected; and
- (b) One (1) Appointed Director will retire and two (2) positions will be appointed

The order of retirement will follow clause 7.4.

7.3 With effect from the Annual General Meeting to be held in 2015, and all Annual General Meetings thereafter, all Board Directors will be treated equally as Directors (apart from the Chairman of the Council of Clubs) and the following process will be followed:

(a) Club Directors

The 4 Directors elected as a Club representative under Rule 7.1(b) of this Constitution shall hold office as Directors for a term of three (3) years. The terms of appointment of the Board Directors will be staggered so that with effect from the Annual General Meeting to be held in 2016:

- (i) The term of appointment of one (1) Director will expire in one (1) year following the expiry of the term in clause 7.4; and
- (ii) The term of appointment of two (2) other Directors will expire in the year following the expiry of the term in clause 7.3(a)(i); and
- (iii) The term of appointment of the remaining one (1) other Director will expire in the year following the expiry of the term in clause 7.3(a)(ii).

This three (3) year rotation process will be repeated on an ongoing basis. Each Board Director shall hold office from the period commencing immediately following the Annual General Meeting in the calendar year that Board Director was appointed, and expire at the dissolution of the Annual General Meeting occurring closest to the expiry of three (3) years from the commencement of that term for a maximum of 4 terms (12 years).

(b) Appointed Directors

The 4 Directors appointed as Appointed Directors under Rule 7.1(c) of this Constitution shall hold office as Directors for a term of three (3) years. The terms of appointment of the Board Directors will be staggered so that with effect from the Annual General Meeting to be held in 2016:

- (i) The term of appointment of one (1) Director will expire in one (1) year following the expiry of the term in clause 7.4; and
- (ii) The term of appointment of one (1) other Directors will expire in the year following the expiry of the term in clause 7.3(b)(i); and
- (iii) The term of appointment of the remaining two (2) other Directors will expire in the year following the expiry of the term in clause 7.3(b)(ii).

This three (3) year rotation process will be repeated on an ongoing basis. Each Board Director shall hold office from the period commencing immediately following the Annual General Meeting in the calendar year that Board Director was appointed, and expire at the dissolution of the Annual General Meeting occurring closest to the expiry of three (3) years from the commencement of that term for a maximum of 4 terms (12 years).

#### 7.4 Order or Retirement:

- (a) With effect from the Annual General Meeting to be held in 2015, and all Annual General Meetings thereafter, the Directors to retire at each Annual General Meeting of the Union pursuant to this sub clause shall be selected as follows:
  - (i) First any Director who wishes to retire and does not offer to stand for re-election.
  - (ii) Second those Directors who have been longest in office since their last election having regard to the provisions of Rule 7.4(d), but as between persons who were last elected Directors on the same day those to retire shall be determined by lot. A retiring Director shall be eligible for re-election, unless they have served 4 or more terms (maximum of 12 years).
  - (iii) A retiring Director is eligible for re-appointment including a Director retiring, unless 4 terms (12 years) have been served.
- (b) A Director or Directors who would otherwise be required to resign having served four (4) terms of three (3) years each (12 years in total), may be entitled to re-election should it be the unanimous agreement of the Board of Directors (excluding the Director in question) that this is deemed necessary to maintain continuity within the Board and is in the best interests of the Union. This additional term would be limited to three (3) years only.
- (c) Any casual vacancy on the Board of Directors occurring between successive Annual General Meetings of the Union may be filled by the Board of Directors but any Director so appointed shall retire at the next Annual General Meeting of the Union following appointment but shall be eligible for re-election.
- (d) If the vacancy in the Board of Directors is caused by the non-election at an Annual General Meeting of the Union of a person recommended by the Appointments Committee pursuant to Rule 7.7, the Board shall not fill that vacancy with that person.

- (e) Any Director of the Union appointed to fill a casual vacancy will for the purposes of Rule 7.4 is deemed to have been in office since the last election of the Director whom he is appointed or elected to replace.

7.5 Vacating Office: The office of Board Director shall be vacated if the person holding that office:

- (a) dies; or
- (b) resigns by giving one month's prior notice in writing to the Board; or
- (c) in the reasonable opinion of the Board brings disrepute to the office or to Rugby; or
- (d) is removed from the office by resolution of a General Meeting passed by a majority of not less than two thirds of members; or
- (e) becomes disqualified from being a Board Director pursuant to clause 7.10 (Disqualified person); or
- (f) becomes an employee or contractor of the Union or a wholly owned subsidiary of the Union (excluding a person who acts for, or is appointed to an office of, the Union in a professional capacity;
- (g) being a Board Director, where the majority of the Board is of the reasonable opinion that the Board Director no longer complies with the requirements of the Rule 7.10(h) on independence; or
- (h) otherwise vacates office in accordance with this Constitution.

7.6 Any Director seeking re-election, together with any person seeking election as a Director must make an application to be forwarded to the Chief Executive Officer of the Union together with any written material on support of such application not less than 28 days prior to the Annual General Meeting.

7.7 The Chief Executive Officer of the Union shall, as soon as may be convenient after the 1<sup>st</sup> day of January in each year, convene a meeting of the Appointments Committee as defined in Rule 10 for the purpose of seeking and otherwise sourcing applicants from suitable candidates interested in being appointed as a Director as provided for in Rule 7.1(b) ("Club Directors").

Not less than 28 days prior to the Annual General Meeting any Club or Affiliated Body seeking to nominate a Director to fill a position provided for in Rule 7.1(b) shall forward such nomination to the Chief Executive Officer in writing in the form prescribed by the Board of Directors under the signature of the Secretary or other proper officer of the nominator pursuant to a resolution of the governing body of such nominator together with a supporting curriculum vitae. Not less than 28 days prior to the Annual General Meeting of the Union the Appointments Committee may seek nominations from any club or affiliated body under Rule 7.1(b).

- 7.8 The Chairperson of the Appointments Committee shall also request the Chief Executive Officer of the Union to collate the names of and other relevant information on potential candidates interested in being appointed as a Director as provided for in Rule 7.1(c) ("Appointed Directors") and obtain relevant information on behalf of the Appointments Committee.
- 7.9 The Appointments Committee shall nominate and seek ratification for the appointment of "Appointed Directors" from applications received for the Annual General Meetings of the Union. In seeking suitable candidates for the position of Director, the Appointments Committee in evaluating candidates shall use its best endeavours to ensure that persons to be ratified have a balance of specific and relevant skills, qualifications and expertise that are likely to add value and benefit to the activities and decision making of the Board of Directors of the Union.

Not less than 21 days prior to the Annual General Meeting the Chief Executive Officer shall circulate to Members of the Union a list of nominees for positions under Rule 7.1(b) together with a summary of their curricula vitae.

- 7.10 Disqualified persons: the following persons are disqualified from being appointed or otherwise becoming a Board Director:
- (a) a person who is under 18 years of age;
  - (b) an undischarged bankrupt;
  - (c) a person who has been convicted of any offence and has been sentenced to a term of imprisonment of three (3) months or more unless the person has obtained a pardon;
  - (d) a person who is prohibited from being a Director, or promoter of, or being a concerned of taking part in the management, a company under the Companies Act 1993;
  - (e) a person who is subject to a property order made under Section 30 or Section 31 of the protection of Personal and Property Rights Act 1988;
  - (f) a person who is mentally incapable as defined in the protection of Personal and Property Rights Act 1988;
  - (g) a person who is an employee or contractor of the Union or a wholly owned subsidiary of the Union (excluding a person who acts for, or is appointed to an office of, the Union in a professional capacity); or
  - (h) in the case of the appointment of a Board Director, any person who is not independent.



For the purposes of Rule 7.10(h), the definition of independent means a person who is not at the time of his or her election:

- (a) employed by; or
- (b) a members of the board of; or
- (c) an office holder of:

any of:

- (i) the Union;
- (ii) a Club or Affiliated Body, provided that a person does not cease to be independent by virtue of acting for, or being appointed to an office of the Union or a Club or Affiliated Body in a professional capacity.

7.11 Duty to act in best interests: A Board Director, when exercising powers or performing duties, must act in good faith and in what the Board Director believes to be in the best interests of the Union. In addition a Board Director must declare to the Board any transaction or matter in which the Board Director has a conflict of interest.

## **8: PROCEDURES OF THE BOARD**

8.1 The President may attend meetings of the Board but is not entitled to vote at meetings of the Board.

8.2 The Chief Executive Officer may attend meetings of the Board but is not entitled to vote at meetings of the Board.

8.3 (a) Every year at the first meeting of the Board of Directors after the Annual General Meeting the Board of Directors shall elect its Chairperson who shall be the Chairperson of the Union entitled to speak and act as such.

(b) In the event that the Chairperson so elected is the chairperson of the Council of Clubs the Council of Clubs shall appoint a new Chairperson who shall represent it on the Board of Directors under Rule 7.1(a).

8.4 (a) At all meetings of the Board of Directors each Director shall have 1 vote.

(b) Voting at Board meetings may be by voices or show of hands, or by secret ballot if demanded by the majority of the Board Directors present.

(c) No debate shall be permitted on a motion to take a ballot.

- (d) A Board Director present at a Board Meeting is presumed to have agreed to, and who are in favour of, a resolution of the Board unless the person expressly dissents from or votes against the resolution at a meeting.
- (e) All matters for decision at Board meetings will be decided by a majority of votes of Board Directors present.

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

8.6 In the event of the unavoidable absence of the Chairperson of the Council of Clubs from any meeting of the Board of Directors such Chairperson shall be at liberty upon notice to the Chief Executive Officer to appoint for that meeting a proxy being the Deputy Chairperson of the Council of Clubs or such other member of the Council of Clubs authorised to attend and vote.

8.7 The Board will meet:

- (a) at such times and places as it decides; and
- (b) at a special meeting of the Board called by the Chief Executive Officer if requested by the Chairperson; or
- (c) at a special meeting of the Board called by the Chief Executive Officer at any time on receipt of a written requisition signed by three (3) members of the Board of Directors specifying the object of the meeting. Such meeting shall be held within 5 days of the receipt of such requisition.

The date and place of the special meeting will be determined by the Chief Executive Officer.

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

8.9 The Union shall at any General Meeting from time to time determine what remuneration by way of directors' fees shall be appropriate in respect of any or all of the Directors on the Board of Directors.

## **9: BOARD OF DIRECTORS (POWERS AND DUTIES)**

9.1 The affairs of the Union shall be managed by the Board of Directors and such Board may exercise all such powers of the Union not required by the Incorporated Societies Act 1908 (referred to in these Rules as "the Act") or by this Constitution and Rules to be exercised by the Union in General Meeting but in exercising such powers the Board shall be bound by the provisions of the Act and any Regulation or Bylaw of the Union in force and to any direction or Regulation made by the Union in General Meeting not inconsistent with the Act or any Regulation or Bylaw of the Union in force but no Regulation made by the Union in general meeting shall invalidate any prior act of the Board of Directors which would have been valid if that Regulation had not been made. The provisions of this clause shall not derogate from the powers and duties conferred on the Council of Clubs by Rule 11.

9.2 Without limiting the generality of the powers conferred by Rule 9.1 the Board of Directors shall have the following powers:

- (a) To control and manage the funds and property of the Union (except such funds and property 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 necessary and if required to secure the repayment of the same by mortgage or charge upon the whole or any part of the property or assets of the Union.
- (b) Following a resolution of the Union in General Meeting to vest in the Trustees any real or personal property, securities or moneys of the Union.
- (c) To appoint from its own members or otherwise such Committees or Sub Committees as it may deem necessary from time to time to assist it in carrying out its duties and to fix and limit the powers and authorities of those Committees or Sub Committees.
- (d) To determine all matters of policy concerning relationships with the NZRU and other local or national authorities or other bodies.
- (e) To determine all matters of policy relating to International and Representative matches.
- (f) To determine all matters of policy relating to the promotion and sponsorship of the Union.
- (g) To appoint persons to represent the Union on the NZRU and on other bodies as necessary, including the Blues Board.
- (h) To decide upon the affiliation to the Union of Clubs or other bodies nominated in accordance with the procedures in these Rules whether on a voting or non-voting basis.
- (i) To decide upon the admission to the Council of Clubs of a representative of any body not provided for herein but having a role to play in the conduct of the game of Rugby.
- (j) To appoint a Coach or Coaches for the purpose of selecting the premier Senior Representative Team of the Union. The Board of Directors shall establish a selection panel. Such panel shall make recommendations on appointments to the Board of Directors.
- (k) To provide for the continuation of an association of referees whose members shall referee games played under the control of the Union except where provision for appointment of referees is made under the Rules or Bylaws of any body affiliated to this Union or by the Rules or Bylaws of the NZRU and to make, alter, amend or revoke Regulations relating to the constitution powers and duties of such association.
- (l) To provide for the continuation of primary and secondary school rugby and to generally promote the playing of Rugby in schools.

- (m) To employ the services of a Chief Executive Officer and such other staff as may be required from time to time on such terms as the Board of Directors shall determine. The Chief Executive Officer and other staff so employed shall carry out such duties as from time to time may be prescribed by the Board of Directors.
- (n) To make alter or revoke regulations for a players' accident insurance or compensation fund and to hear determine and settle all questions and claims arising thereunder.
- (o) To make decisions on any matters concerning Rugby which are not or which in the opinion of the Board of Directors are not provided for by this Constitution and Rules or by any Bylaws of the Union or the Rules of the NZRU.
- (p) 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 own boundaries and to determine all questions and disputes as to the construction and meaning of any such Regulations or Bylaws or of any expression therein.
- (q) To hold enquiries into all matters questions and disputes and such enquiries shall be conducted in such manner as the Board of Directors may deem proper and may be held:
  - (i) At its absolute discretion and on its own motion.
  - (ii) At the written request of any Club or Affiliated Body.
- (r) To make standing orders for the conduct of its affairs provided however such standing orders are not inconsistent with this Constitution and Rules.
- (s) To consider a penalty for bringing the Union into disrepute in accordance with Rule 4.5
- (t) To second the services of experts to assist the Board, including attending Board meetings as required on a non-voting basis.

9.3 The decision of the Board of Directors on all matters questions and disputes whatsoever shall be final save and except that any appeal shall be to a General Meeting of the Union. Nothing in this Rule shall prevent any Affiliated Club or Affiliated Body appealing to the NZRU following any such decision of a General Meeting of the Union.

## **10: APPOINTMENTS COMMITTEE**

10.1 The Appointments Committee shall consist of:

- (a) The President of the Union
- (b) A representative appointed by the Council of Clubs of the Union for the time being.

- (c) An external person appointed by the Board of Directors, not being a Member of the Union appointed annually provided that same person may not be appointed on more than five occasions so as to serve a total of five years.
  - (d) One Life Member of the Union appointed annually by the Life Members of the Union provided the same Life Member may not be so appointed on more than five occasions so as to serve a total of more than five years.
- 10.2 In selecting person under Rules 10.1(b) and 10.1(c) for the Appointments Committee the Board of Directors and Council of Clubs shall use their best endeavours to appoint such person who has specific and relevant skills qualifications and experience.
- 10.3 Should a member of the Appointments Committee under Rule 10.1(b) retire a meeting of the Council of Clubs shall determine and appoint a replacement member.
- 10.4 Should a member of the Appointments Committee under Rule 10.1(c) retire the Board of Directors of the Union shall appoint a replacement member.
- 10.5 The Appointments Committee shall:
- (a) Seek and otherwise source suitable candidates for both Club and Appointed Board Directors.
  - (b) Nominate and seek ratification for the position of Appointed Board Director to members at Annual General Meeting of the Union to be declared elected Directors of the Union until they vacate or retire from office in accordance with Rules 7.4 and 7.5.
  - (c) In accordance with Rule 7.7 the Appointments Committee may not less than 28 days prior to the Annual General Meeting of the Union seek nominations from any club or affiliated body for Director.
- 10.6 All persons who have sought the recommendation of the Appointments Committee or have been approached by the Appointments Committee may be included as candidates for election as an appointed Director under Rule 7.1(b) ("Club Director") by providing their written application to the Chief Executive Officer no later than 28 days before the date of the Annual General Meeting at which an election of Board Directors is to be held.
- 10.7 The President of the Union for the time being shall be the Chair of the Appointments Committee.
- 10.8 Each member of the Appointments Committee shall have one (1) vote.
- 10.9 The voting at all meetings of the Appointments Committee shall be by ballot.
- 10.10 The Chair of the Appointments Committee shall have a deliberative and a casting vote.

10.11 A meeting of the Appointments Committee shall be summoned by the Chief Executive Officer as soon as convenient after the 1<sup>st</sup> day of October in each year.

10.12 At any meeting of the Appointments Committee, three (3) members of the Committee shall constitute a quorum.

**11: COUNCIL OF CLUBS (CONSTITUTION)**

11.1 The Council of Clubs shall consist of delegates of:

- (a) 1 member nominated by each Club.
- (b) 1 member nominated by each of the following Affiliated Bodies and Advisory Boards such member to be elected by the Member's own Association, Union or Board:
  - (i) The North Harbour Rugby Referees Association.
  - (ii) The North Harbour Secondary Schools Rugby Union.
  - (iii) The Junior Rugby Committee (JRC)
  - (iv) North Harbour Maori Rugby Committee

11.2 (a) Nomination of members of the Council of Clubs shall be made annually prior to the Annual General Meeting in writing to the Chief Executive Officer of the Union under the hand of the Secretary of the Club or other body entitled to nominate such member. In the event of any club or other Body being affiliated between Annual General Meetings of the Union, such Club or other Body shall be entitled to nominate a member to the Council of Clubs immediately.

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

11.3 A member of the Council of Clubs shall cease to hold office if:

- (a) The member ceases to be a member of the Body nominating such member.
- (b) If the Body of which the member is a member ceases to be an Affiliated Body.
- (c) The member's nomination is withdrawn by the Body nominating such member.
- (d) The member resigns office by notice in writing to the Chief Executive Officer of the Union.
- (e) The member brings disrepute to the member's office or to the game of Rugby Football and is requested to resign under Rule 11.3(f).

- (f) The member is requested to resign office by a resolution passed by a majority of 75 percent of the members of the Council of Clubs present at a special meeting of the Council of Clubs convened in manner provided by Rule 11.8.
- 11.4 In the event of any vacancy on the Council arising out of Rule 11.3(a) (c) (d) (e) or (f) the nominating Body shall thereupon nominate some person other than the former member to fill the vacancy.
- 11.5 (a) The Council of Clubs shall elect a Chairperson and a Deputy Chairperson from amongst its members to act until the next Annual General Meeting. Such election shall be held at the first COC meeting following the AGM's of the Clubs and Affiliated Bodies. If so required under Rule 8.3(b) a further meeting shall be called to elect a new Chairperson and a new Deputy Chairperson.
- (b) Following the election of the Chairperson the nominating Body which that person represents shall be permitted to nominate a further member to the Council of Clubs during the time that the Chairperson holds office such new member having all the rights and privileges of a member of the Council of Clubs.
- (c) Following any appointment pursuant to Rule 8.3(b) the provisions of Rule 11.5(b) shall apply as a result to the nominating Body concerned.
- 11.6 (a) At all meetings of the Council of Clubs each member shall have 1 vote.
- (b) The voting at all meetings of the Council of Clubs 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 Council of Clubs 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.
- 11.7 The Chairperson shall normally have a casting vote as well as a deliberative vote, but once a substitute club member is appointed under Rule 11.5(b) or 11.5(c) the Chairperson shall have a casting vote only.
- 11.8 A meeting of the Council of Clubs must be summoned by the Chief Executive Officer of the Union on receipt of a requisition signed by 3 members of the Council of Clubs specifying the object of the meeting. Such meeting shall be summoned by the Chief Executive Officer forthwith and shall be held within 5 days of the receipt of such requisition.
- 11.9 At any meeting of the Council of Clubs 60 percent of members present shall form a quorum.
- 11.10 The Chairperson of the Board of Directors and the President or nominee of the Board, shall be entitled to attend all meetings of the Council of Clubs and to speak but shall have no vote.

## **12: COUNCIL OF CLUBS (POWERS AND DUTIES)**

- 12.1 To assist with match duties for all International and Representative fixtures such duties to include liaison, hospitality and event organisation.
- 12.2 To arrange regulate and control all matches other than International and Representative matches as it may deem desirable for which purpose it shall have power to make alter amend and revoke Bylaws and regulations.
- 12.3 To regulate and control all officials, players and members of Clubs in matters pertaining to the playing of Non-Representative Rugby.
- 12.4 To impose such penalty as it deems fit upon any Club or Affiliated Body found guilty of breaking any of the Rules, Regulations or Bylaws of the Union or the conditions governing any of its competitions or refusing to give effect to any resolution of the Council of Clubs.
- 12.5 To suspend or otherwise penalise any officials or members of any Club or Affiliated Body or any spectator who may be found guilty by the Council of Clubs of a breach of NZRU laws or of improper, unfair or unsportsmanlike conduct.
- 12.6 To prohibit for a time any Club or Affiliated Body from using any ground on which a disturbance has taken place in connection with any match played under the auspices of the Union.
- 12.7 To determine all questions or disputes as to the construction and meaning of any Bylaws or Regulations made by the Council of Clubs or of any of expression therein.
- 12.8 To provide for setting-up of Advisory Boards as it may from time to time determine and to make alter amend or revoke Regulations relating to the constitution powers and duties of such Boards.
- 12.9 To recommend to the Board of Directors the affiliation of a Club or Affiliated Body or a representative of any Body not provided for herein as a member of the Union.
- 12.10 To appoint from its own number or otherwise as it sees fit individuals or sub committees for special purposes or to appoint to the Council of Clubs persons of special qualifications on a non-voting basis.
- 12.11 To make alter or revoke standing orders for the conduct of its meetings.

## **13: TRUSTEES**

- 13.1 (a) The Union in General Meeting may appoint such number of Trustees as may be determined from time to time and may determine the mode of appointment and of retirement of such Trustees and may vest in the Trustees any real or personal property securities or moneys of the Union upon such trusts and subject to such conditions as the Union may from time to time determine.



- (c) The Union in General Meeting may also define the powers and duties of the Trustees so appointed and may from time to time extend modify or vary such powers and duties.

#### **14: MEETINGS**

14.1 The Annual General Meeting of the Union shall be held not later than the 31<sup>st</sup> day of March annually on a date determined by the Board of Directors for the purpose of:

- (a) Receiving the Board of Directors Report and audited Balance Sheet and Statement of Income and Expenditure for the past year.
- (b) Receiving the Council of Clubs Report.
- (c) Receiving the announcement of members of the Council of Clubs for the ensuing year.
- (d) Electing:
  - (i) The Officers of the Union under Rule 6.1
  - (ii) Directors under Rule 7.1(b) and 7.1(c).
  - (iii) The Auditor or Auditors. The Auditor or Auditors shall not hold any other office in the Union.
- (e) Considering Notice of Motion provided that if the carrying of any such proposed Motion would materially affect any of the above mentioned business, then such Motion shall be dealt with prior to such business.
- (f) Transacting General Business.

14.2 Not less than 28 days' notice of the date of an Annual General Meeting shall be given by the Chief Executive Officer of the Union by sending notice to the Members of the Union defined in rule 4.1(a) (b) (e) and (f) and in the case of Members of the Union defined in Rule 4.1(c) and (d) by sending notices for them to the Secretary of the Clubs and Affiliated Bodies appointing the Members. No business shall be transacted unless notice thereof shall have been given in writing to the Chief Executive Officer of the Union at least 14 days prior to the meeting. A copy of the Order Paper and the Annual Accounts and Annual Reports referred to in Rule 14.1(a) and (b) shall be forwarded in the same manner hereinbefore provided for notice of the meeting not less than 7 days before the date of the meeting.

14.3 A quorum at all General Meetings whether Annual or Special shall consist of persons holding not less than 60 percent of the voting power of the Members referred to in rule 14.6(a).

- (a) A Special General Meeting shall be convened by the Chief Executive Officer and held within 21 days after receipt of a requisition signed by not less than 25 percent

of all Clubs and Affiliated Bodies or a requisition of the Board of Directors in each case stating the business for which the meeting is called.

- (b) The Chief Executive Officer of the Union shall give not less than 14 days' notice of such meeting and the Order Paper for such meeting shall be sent to the Members of the Union in the same manner as provided for in Rule 14.2 stating the business for which the meeting is called.

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

14.5 (a) The President for the time being shall take the Chair at all Annual General Meetings and Special General Meetings of the Union. In the President's absence the Chair shall be taken by the Chairperson for the time being of the Union as defined in rule 8.3(a). In the absence of the Chairperson of the Union the Chair shall be taken by the Chairperson of the Council of Clubs. In the event of the absence of the President and the Chairperson of the Union and the Chairperson of the Council of Clubs the Meeting shall elect another Member of the union to take the Chair.

- (b) At all General Meetings of the Union whether Annual or Special only Members of the Union, persons representing Members of the Union and entitled to vote under Rule 14.6, the auditors, persons holding Honorary positions or representing Honorary appointees and representatives of the NZRU shall be entitled to speak.

- (c) Each Member entitled to be represented and to vote as stated in Rule 14.6(a) shall notify the Chief Executive Officer of the names of those persons authorised to represent the Member not less than 48 hours prior to the time of any such meeting. In the event that any person so authorised is unable to attend any General Meeting the Member so authorising shall be at liberty to send a substitute who shall present to the meeting an authority in writing confirming representation.

14.6 At all General Meetings whether Annual or Special:

- (a) Each Member shall be entitled to be represented and to vote as follows:

- (i) Officers of the Union shall each have 1 vote.
- (ii) A Club with at least 6 or more Senior or Junior grade teams of which one must be a Premier 1 team shall have a total of three (3) votes.
- (iii) A Club with at least 4 or more Senior or Junior grade teams shall have a total of two (2) votes.
- (iv) A Club with three (3) teams or less in either Senior or Junior grades shall have a total of one (1) vote.
- (v) The North Harbour Rugby Referees Association shall be entitled to 3 representatives having a total of 3 votes which may be exercised by any 1 or more of such representatives.

- (vi) The North Harbour Secondary Schools Union shall be entitled to 1 representative and shall have one (1) vote.
  - (vii) The Members of the Board of Directors shall each have one (1) vote.
- (b) Members under Rule 4.1(b) shall be entitled to be present but not to vote other than in their capacity as a representative entitled to vote under Rule 14.6(a).
- (c) In the event of any 1 Member being entitled to membership by more than 1 qualification such Member shall vote only on behalf of 1 body and shall at the commencement of the meeting specify the body on behalf of which such vote is cast.
- (d) (i) The voting on all matters (except those provided for in Rule 5, Rule 6.1 and Rule 7.3(a) which shall be by ballot) 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.
- (ii) In respect of any election of Officers, Directors or any other appointees of the Union to be successful a candidate must receive more than 50 percent of the formal votes cast. If more than one ballot is necessary to achieve the 50 percent requirement the person who received the least number of votes shall have his/her name removed from the list and a further ballot held.
- (iii) Where there are two or more elected Director positions to be filled, separate ballots will be held for each position. The second ballot will only be held once the first ballot has been concluded, and results declared (and so on with subsequent ballots). In the ballots for subsequent vacant position(s), all candidates who have not already been elected will be included in the ballot.
- (iv) No debate shall be permitted on a motion to take a ballot.
- (v) In any ballot for election every vote cast shall be for not more than the full number to be elected otherwise the vote shall be informal.
- (v) Every question shall be decided by a majority of formal votes cast unless otherwise provided herein and in the case of an equality of votes the Chairperson of the meeting shall have a casting vote as well as a deliberative vote.

## **15: CLUBS**

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

- 15.2 A "Club" shall be further defined as a Club which is elected under Rule 15.4 and which gives satisfactory evidence to the Council of Clubs of its ability to take part in at least four (4) of either the Senior or Junior grade Competitions for the then current season.
- 15.3 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. These clubs are located in Schedule 1.
- 15.4 Any Entity within the Union boundaries as defined by the 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 but before being admitted such Entity must be duly proposed and seconded by 2 Clubs and such proposal in the form set out in Schedule 2; must be handed to the Chief Executive Officer of the Union having first been formally approved and recommended by the Council of Clubs. 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 facilities, demographics and finances.
- 15.5 Nomination Form (as per Schedule 2)
- 15.6 In voting under this Rule, a nomination, to be successful, must secure a 75% majority whether of the Council of Clubs or of the Board of Directors.
- 15.7 The annual subscription/affiliation fee payable by Clubs to the Union shall be fixed from time to time by the Board of Directors.
- 15.8 The Board of Directors:
- (a) Shall disaffiliate a Club if for 2 consecutive seasons the said Club ceases to have throughout each season an effective playing strength of three (3) teams (Senior or Junior grades).
  - (b) May suspend for such time as it in its absolute discretion thinks fit or disaffiliate a Club if in any year such Club's Annual Subscription / Affiliation Fee is not paid by the 1<sup>st</sup> day of July following the Annual General Meeting of the year in question.
  - (c) May disaffiliate an affiliated club, in its absolute discretion and the absolute discretion of the Council of Clubs any club which, having been given written notice of any breaches of the constitution, or non-compliance with the rules, regulations and directions of the union, fails to rectify such breach within 12 months of such notice being given.
- 15.9 The Clubs shall be entitled to the following voting rights:
- (a) A Club shall be entitled to appoint three (3) delegates to attend and vote at all General Meetings of the Union if it has:
    - At least 6 or more Senior or Junior grade teams of which one (1) must be a Premier 1 team;

One of such delegates shall be a member of the Council of Clubs appointed under Rule 10 who may attend all General Meetings of the Union and vote at such meetings as such Council member. In the event of a delegate being unable to attend any General Meetings, the Club by which he or she is appointed may appoint a substitute to act in his or her stead at such meeting.

- (b) A Club shall be entitled to appoint two (2) delegates to attend and vote at all General Meetings of the Union if it has:

- At least 4 or more Senior or Junior grade teams;

One of such delegates shall be a member of the Council of Clubs appointed under Rule 10 who may attend all General Meetings of the Union and vote at such meetings as such Council member. In the event of a delegate being unable to attend any General Meetings, the Club by which he or she is appointed may appoint a substitute to act in his or her stead at such meeting.

- (c) A Club shall be entitled to appoint one (1) delegate to attend and vote at all General Meetings of the Union if it has:

- Three (3) teams or less in either Senior or Junior grade teams.

- (d) All delegates must be an Official Member and office holder of that Club.

- (e) For the purposes of this Rule, Senior Grade includes Premier, Senior, Presidents, U85, U21, U19 and Women's grade teams as adopted from time to time by the Union.

15.10 Where two or more Clubs wish to enter an amalgamated team in either the Senior or Junior competitions they must first:

- (a) Seek the approval of the Council of Clubs at least 30 days prior to the commencement of the start of the competition for each competition year;
- (b) Make all endeavours to form a team from within their own Club in the following year's competition;
- (c) Shall report to the Council of Clubs with information as to the progress of the amalgamated team at the end of each playing season

Any Senior amalgamated team shall not be considered as a full team for either of the clubs involved in respect of Rules 15.2 and voting rights under Rule 15.9.

15.11 Clubs will be invited to enter teams into competitions as determined by the bylaws of the Union and will be required to be bound by the Rules of Competition as determined from time to time

**16: AFFILIATED BODIES (SCHOOL UNIONS)**

- 16.1 (a) The body known as the North Harbour Secondary Schools Rugby Union shall be an Affiliated Body of the Union and shall be deemed to have been set up and constituted under the provision in that behalf in Rule 9.2(l).
- (b) 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 and of and by the laws of Amateurism from time to time adopted by the NZRU.
- (c) The rules of each such Affiliated Body that are present in force, shall be deemed to be the approved Rules of each Body provided that any subsequent amendments and additions thereto shall first be submitted to and approved by the Board of Directors.
- 16.2 The Union and the Board of Directors may delegate to the aforementioned Affiliated Bodies such powers and authorities as may be deemed necessary and advisable and from time to time may extend limit amend alter or revoke such delegated powers and authorities.
- 16.3 The Annual Subscriptions/Affiliation Fees payable by the aforementioned Affiliated Bodies to the Union shall be fixed from time to time by the Board of Directors of the Union.
- 16.4 The Affiliated Body shall be entitled to appoint one (1) delegate to attend all General Meetings of the Union. The one (1) delegate shall be entitled to vote at all General Meetings of the Union. In the event of the delegate being unable to attend any General Meeting, the Affiliated Body that appointed the delegate may appoint a substitute to act and vote in his or her stead at such meeting.

**17: AFFILIATED BODIES (REFEREES ASSOCIATION)**

- 17.1 The North Harbour Rugby Referees Association (in this rule referred to as "the Association") as at present constituted shall be an Affiliated Body and shall be deemed to have been set up and constituted under the provision in that behalf in Rule 9.2(k).
- 17.2 The Rules of the Association at present in force shall be deemed to be the approved Rules of the Association provided that any subsequent amendments and additions thereto shall first be submitted to and approved by the Board of Directors.
- 17.3 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.
- 17.4 The Association shall be entitled to appoint three (3) delegates to attend all General Meetings of the Union of whom one (1) shall be a member of the Council of Clubs appointed under Rule 11 hereof who may attend all General Meetings of the Union and vote at such meetings. All three (3) delegates shall be entitled to vote at all General

Meetings of the Union. In the event of any delegate being unable to attend any General Meeting, the Association that appointed the delegate may appoint a substitute to act and vote in his or her stead at such meeting.

**18: FINANCE**

- 18.1 The financial year of the union shall close on the 31<sup>st</sup> day of December in each year.
- 18.2 A copy of the audited Balance Sheet and Statement of Income and Expenditure shall be prepared in accordance with the requirements of the Financial Reporting Act 1993 or any act in substitution therefore in so far as they are appropriate for an Incorporated Society and shall be supplied to each Member. The audited Balance Sheet and Statement of Income and Expenditure shall be submitted to the Annual General Meeting.
- 18.3 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 for payment by the Board of Directors and payments shall be made in such a manner as determined by the Board of Directors from time to time, or by their delegated authority.
- 18.4 At the Annual General Meeting 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 in lieu thereof.
- 18.5 As part of the Union audit procedure the Board of Directors shall establish an Audit Committee comprising 3 Board members. This Sub Committee will carry out internal audit functions recommended by the Auditor and report to the Board of Directors.

**19: COMMON SEAL**

The Common Seal of the Union shall be kept in the control of the Chief Executive Officer and shall be affixed to any document or writing only by Resolution of the Board of Directors in the presence and under the signatures of 1 member of the Board of Directors and the Chief Executive Officer. In the absence of the Chief Executive Officer a second member of the Board of Directors shall be a valid signatory to the Common Seal.

**20: 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.

**21: REPRESENTATIVE COLOURS**

- 21.1 The Representative colours of the Union shall be black white and cardinal red or otherwise as determined from time to time by the Board of Directors. In the event of a colour clash with an opposing team alternative non-standard colours may be used.

21.2 The Representative Blazer shall be black with a badge featuring the hibiscus flower and the words "North Harbour Rugby Union", or otherwise as determined from time to time by the Board of Directors.

**22: ALTERATION OF RULES**

22.1 This Constitution and Rules shall not be altered added to or rescinded except on a vote of a majority of two-thirds of the Members present at any Annual General Meeting or at a Special General Meeting duly convened for that purpose.

22.2 Notice of any proposed alternation addition or rescission shall be given in writing to the Chief Executive Officer at least 21 days before the meeting at which it is intended to propose such alternation addition or rescission and be signed by the proposer and seconder who may be any Member of the Union.

**23: LIQUIDATION**

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

23.2 Upon the liquidation of the Union the surplus assets available after payment of all liabilities shall be applied to such object or objects as may be decided by a majority of votes of the Members present at a Special General Meeting of the Union provided that such object or objects are consistent with the objects of the Union and provided further that no Member of the Union obtains a pecuniary gain as the result of any such decision.

**24: LIMITATION OF LIABILITY AND INDEMNITY PROVISIONS**

- 24.1 No current or former Member of the Board of Directors of the Union, President of the Union, Member of the Council of Clubs of the Union, Member of a Committee appointed by the Council of Clubs who is not a delegate, Trustee of the Union and Honorary Solicitor shall have any liability of any nature whatsoever to the Union or its members for any act or omission in his or her capacity, except in the case of his or her own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by him or her to be a breach of duties owed by him or her at law. Each such office holder of the Union is hereby indemnified by and out of the assets of the Union against:
- (a) any liability of any nature whatsoever arising out of any act or omission in his or her capacity excluding criminal liability arising out of his or her own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by him or her to be a breach of duties owed by him or her at law; and
  - (b) costs incurred by him or her in any proceeding relating to such liability.

For the purposes of the Contracts (Privacy) Act 1982, this Rule is intended to be enforceable at the suit of each member.



## **SCHEDULE 1**

### Affiliated Clubs of the North Harbour Rugby Union

The following Clubs are Members of the Union as at the date of this Constitution:

East Coast Bays Rugby Football Club (Inc.)

Glenfield Rugby Union & Sports Club (Inc.)

Helensville District Rugby Football Club (Inc.)

Kumeu Rugby Football and Sports Club (Inc.)

Mahurangi Rugby Football Club (Inc.)

Marist North Harbour Rugby & Sports Club (Inc.)

Massey Rugby Football and Sports Club (Inc.)

Northcote/Birkenhead Rugby Union and Sports Club (Inc.)

North Shore Rugby Football Club (Inc.)

Royal New Zealand Navy Rugby Football Club (Inc.)

Silverdale United Rugby Football and Sports Club (Inc.)

Takapuna Rugby Football Club (Inc.)

**SCHEDULE 2**

Form to be used for the Nomination of a Club as an Affiliated Club of the Union

To: The Chief Executive Officer  
NORTH HARBOUR RUGBY UNION

We the undersigned Delegates representing the

..... Club, and the ..... Club;

respectively do nominate the

..... Club

As an Affiliated Club and Member of the Union

Dated the..... day of .....in the year.....

Signature of Proposer.....




Name and Position.....

Proposer Club.....

Signature of Seconder.....

Name and Position.....

Seconder Club.....

|   |                   |            |
|---|-------------------|------------|
|  | John Morgan       | - Chairman |
|  | GARY ROY HOWARTH  | - Director |
|  | Shaun Roger Nixon | - Director |