

**CONSTITUTION
OF
HOROWHENUA-KAPITI RUGBY FOOTBALL UNION (INCORPORATED)**

1. Name

- 1.1 The Union shall be called “The Horowhenua-Kapiti Rugby Football Union (Incorporated)” (“the Union”).

2. Membership of NZRFU

- 2.1 The Union must be affiliated to the NZRFU and shall be subject to and abide by the rules and regulations of the NZRFU and any amendments and alterations to those rules and regulations as may be in force from time to time.

3. Boundaries

- 3.1 The boundaries of the Union shall be as defined by the NZRFU (“the Union Territory”).

4. Definitions

- 4.1 In this constitution, unless the context otherwise requires:

“Act” means the Incorporated Societies Act 1908 including all amendments and any Act passed in substitution.

“Board” means the Board constituted under this constitution.

“Club” means a Rugby Football club affiliated to the Union.

“Commencement Date” means the date on which this Constitution is registered in accordance with Section 21 (3) of the Act.

“Tangata Whenua” is used to describe the confederation of iwi and hapu of Te Atiawa, Ngati Raukawa and Ngati Toa Rangatira; and the iwi of Muaupoko, and extended to embrace taurahere, that is, iwi residing within the Union.

5. Objectives

- 5.1 The objectives of the Union are:

- (a) to foster advance organise and control the game of Rugby Football and supporters of Rugby Football at all levels within the boundaries defined by the NZRFU.
- (b) to uphold the rules of the game of Rugby Football as prescribed from time to time by the NZRFU.

6. Powers

6.1 The Union shall have the power to do all things as may be necessary or conducive to the furtherance of the objects set out in Rule 5 and in particular and without limiting the generality of Rule 5 the Union shall have the following powers:

- (a) To consider discuss and determine all questions affecting the interests of the Union and the game of Rugby Football.
- (b) To provide means for properly conducting controlling and carrying on the game of Rugby Football in the Union Territory.
- (c) To define the boundaries of any Club or Sub-Union affiliated to the Union.
- (d) To control arrange and regulate the playing of matches in the Union Territory to arrange matches outside the Union Territory for the teams from within or representing the Union including traveling and accommodation of the teams representing the Union.
- (e) To adjudicate upon all disputes between Members of the Union arising out of the playing or control of the game of Rugby Football in the Union Territory.
- (f) To adjudicate upon all matters whether of misconduct or otherwise in the playing control or management of the game of Rugby Football in the Union Territory or outside it in cases in which players or officials from or representing the Union are concerned and to impose fines penalties and punishments including suspension and/or expulsion from the Union upon any Club Association Organisation or individual bound by these rules.

- (g) To purchase, take on lease, hire or otherwise acquire any property or any related rights and to hold improve manage and develop any such property and rights.
- (h) To sell lease mortgage charge or otherwise dispose of any of the property of the Union and to grant such rights and privileges thereover in such manner as the Union may from time to time think necessary and proper.
- (i) 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.
- (j) 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.
- (k) To borrow money in such a manner as the Union may think fit and to give security for such borrowing by the issue of debentures or by mortgage or charge upon the whole or any part of the property or assets of the Union (whether present or future) and to purchase redeem or pay off any such securities.
- (l) To raise money by subscriptions or any other means and to grant rights to sponsors, promoters or funds raisers.
- (m) 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.
- (n) 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.
- (o) To give indemnities and obtain insurances as may be appropriate in favour of or for the benefit of any current or former Director, Rugby Board Member, employee or Trustee of the Union.

- (p) 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.
- (q) To establish and disestablish companies, societies, trusts and other entities and appoint and remove officers, Directors and trustees of such bodies as deemed appropriate.
- (r) To charge admission to playing grounds controlled by the Union and to receive and expend moneys for the advancement of the game of Rugby Football.
- (s) To employ such professional or other services as may in the opinion of the Board be expedient or necessary for the carrying out or execution of any of the purposes or objects of the Union.
- (t) To obtain any provisional orders Acts of Parliament or other licenses or powers for any of the purposes or objects of the Union.
- (u) To render voluntary aid to any member of a Club or affiliate who may be physically injured or disabled while playing the game of Rugby Football such aid to be in accordance with the By-Laws and Regulations relating to the Accident Fund made by the Union and for the time being and from time to time in force.
- (v) Generally to do all things whatsoever for the extension and benefit of the game of Rugby Football which may be deemed expedient or which may be directly or indirectly incidental or ancillary to the objects of the Union.

7. Membership

7.1 The members of the Union are;

- (a) the Patron
- (b) the President
- (c) Honorary Members
- (d) Life Members.
- (e) the Clubs

- (f) the Directors
 - (g) the bodies that are affiliated to the Union being; Horowhenua-Kapiti Secondary Schools Rugby Association, Horowhenua-Kapiti Saturday Morning Rugby Association, Horowhenua-Kapiti Primary Schools Rugby Association, Horowhenua-Kapiti Maori Rugby Board, Horowhenua-Kapiti Rugby Referees Association and any other organisation affiliated to the Union (hereinafter referred to as “affiliated bodies”).
- 7.2 Patron. A patron of the Union shall be elected at each Annual General Meeting for a term of one year.
- 7.3 President. A President of the Union shall be elected at every second Annual General Meeting for a term of two years. The President has the right to attend and to speak at General Meetings and at meetings of the Rugby Committee and Board but does not have the right to vote.
- 7.4 Honorary Members. The Board may admit persons as honorary members from time to time with the rights and privileges (except the right to vote at General Meetings) as the Union may from time to time decide. Honorary Members shall pay an annual subscription fee set by the Board from time to time.
- 7.5 Life Members. An Annual General Meeting may on the recommendation of the Board elect any past or present member as a Life Member in recognition of special services to or on behalf of the Union. Life Members have the status of members and are entitled to speak at any motion at any General Meeting of the Union but have no rights to vote. Life Members shall only be conferred for services rendered to or on behalf of the Union and not for any monetary consideration.
- 7.6 Clubs. The following provisions relate to Clubs;
- (a) The Clubs of the Union are at present;
 - Foxton Rugby Football Club
 - Shannon Rugby Football Club
 - Levin Wanderers Rugby Football and Sports Club
 - Levin Athletic Rugby Football Club
 - The Levin College Old Boys Rugby Football Club

Rahui Rugby Football and Sports Club

Waikanae Rugby Football Club

Paraparaumu Rugby Football Club

Toa Rugby Football Club

- (b) Other entities may become Clubs as follows;
- (i) a body of persons operating together in the Union (the “applicant”) may apply to the Board to be recommended to the Union for membership as a Club.
 - (ii) within one week of receipt of any such application the Executive Officer shall distribute to all Members a copy of the application and invite Members to express in writing to the Board their views on the application. The Executive Officer must specify the final date for Members to submit their views to the Board being a date no later than 28 days after copies of the application are dispatched to Members.
 - (iii) the Board will consider any such application at the Board Meeting following the last date for Member comments under Rule 7.6 (b) (ii). In deciding whether or not to recommend the applicant for membership as a Club, the Board will have regard to the interests of the current Clubs and the Union and Rugby Football in the Union.
 - (iv) the application will be considered at the next General Meeting that is no earlier than eight weeks after receipt of the application by the Executive Officer, and
 - (v) if an application is approved at a General Meeting the applicant will be admitted as a Club and a Member from the date of such General Meeting or such other date as may be agreed by majority vote of the members at the General Meeting.
- (c) Subject to the other provisions of this Constitution, a Club may not disaffiliate or otherwise withdraw from the Union without the prior written consent of the Board, and may not be affiliated with any other Union without the prior written consent of the Board.

- (d) A Club must ensure Rugby Football teams under its control do not play teams which are not under the control of that Club without the prior written consent of the Board.

7.7 Other Affiliated Bodies. A General Meeting may elect an entity recommended by the Board to be an affiliated body, with the rights and privileges prescribed at such General Meeting by a simple majority.

8. Termination of Membership

8.1 A Member will cease to hold membership of the Union in the following circumstances;

- (a) if any Club's premises are excluded from the Union territory resulting from an alteration of the Union territory by NZRFU
- (b) on the expulsion of the Member for any wilful breach or infringement of the Rules of this Constitution or the By-Laws or regulations of the Union. A Member may be expelled by a General Meeting of which not less than seven clear days notice shall be given, and upon a resolution for such expulsion being carried by a majority of two thirds of those Members entitled to vote.
- (c) a Club will cease to be a Member of the Union if it;
 - (i) is disaffiliated pursuant to Rule 16 (c), or
 - (ii) the Board resolves to terminate the membership of a Club.
- (d) any member ceasing to be a Member of the Union shall do so without prejudice to the Unions right to recover any outstanding money payable to the Union or to insist of the performance of any obligation or prior arrangement up to and including the date of effective termination of membership.

9. General Provisions for Members;

9.1 (a) Compliance with Rules. Members agree to be bound by this Constitution. If a Member breaches any provisions of this Constitution the Member shall be liable for expulsion or termination of a membership in accordance with Rule 8 or to

such other penalty the Board (where expulsion is not involved) may at its discretion see fit to impose.

- (b) Abide by Rules. All Members are to abide by this Constitution and By-Laws of the Union and shall accept and enforce all decisions of the Union, the Board or other decision making body duly constituted under this Constitution. Should any Member act in a manner prejudicial to the interests of the Union, that Member shall be liable to suspension, expulsion or other penalty.

10. The Board of Directors

- 10.1 (a) Composition. The Board shall consist of;
 - (i) 4 Rugby Directors elected under Rule 11.1 (a) and
 - (ii) 2 Independent Directors appointed under Rule 12.1 (a)
- (b) Conduct of Board Meetings.
 - (i) the Board will meet a minimum of six times a year.
 - (ii) in the absence of the Chairperson the Deputy Chairperson shall chair the meeting.
 - (iii) four voting members of the Board will form a quorum for a meeting of the Board.
 - (iv) a Special Meeting of the Board may be called at any time on the direction of the Chairperson or any four Members of the Board.
 - (v) the Executive Officer will attend all meetings of the Board unless the Board decides that the Executive Officer is to retire from the meeting.
 - (vi) minutes shall be recorded of all meetings of the Board. The minutes will record the names of the members present, all resolutions and the proceedings of each meeting. The minutes, if signed by the Chairperson of a meeting or by the Chairperson of the next meeting, shall be conclusive evidence of the matters recorded. The minutes of all meetings shall be open to inspection by all Members.
 - (vii) at a Board Meeting each member is entitled to one vote. The Chairperson is entitled to exercise a deliberative vote

and may exercise a casting vote where there is an equality of votes.

- (c) Powers and duties of the Board.
- (i) the affairs of the Union shall be managed by the Board of Directors and 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. The Board is to always have overall responsibility for finance, marketing, promotion, development and management of rugby in accordance with the objectives set out in Rule 5.
 - (ii) the Board is to delegate to the Rugby Committee the management of all matters relating to the playing and development of club, schools and junior Rugby. Unless the Board resolve to the contrary, the powers and duties set out in **Rule 10** are to take effect as powers and duties delegated under this Rule, the exercise of which may be reviewed and revoked or modified by the Board under Rule 10 (c) (i);
 - (iii) the Board may delegate to the Rugby Committee such other powers and duties as may be necessary or advisable from time to time; and
 - (iv) the Board may extend, limit, amend or revoke any powers or duties delegated to the Rugby Committee under this Rule.

Without derogating from the forgoing the Board shall have the following powers;

- (a) Management of Assets. to control and manage the assets 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.

- (b) Formation of Committees. To appoint from its own members or otherwise such Committees or Sub Committees as it may deem necessary from time to time to assist it in exercising its powers and/or carrying out its duties and to fix and limit the powers and authorities of those Committees or Sub Committees.
- (c) External Relationships. To determine all matters of policy including that relating to NZRFU and other local and national authorities and other bodies.
- (d) Promotion, Marketing and Sponsorship. To determine all matters of policy relating to the promotion, marketing and sponsorship of the Union
- (e) Appointment of Union Representatives. To appoint persons to represent the Union on the NZRFU and on other bodies as necessary.
- (f) Appointment of Union Selectors. To approve the appointment of Selectors for representative teams of the Union.
- (g) Promote Maori Rugby in the Union through the Horowhenua Kapiti Maori Rugby Board, and in recognition of Tangata Whenua and the status of its Kaumatua
- (h) Conditions of Affiliation. To determine all matters of policy relating to the affiliation to the Union of Clubs or other bodies nominated in accordance with the procedure in these Rules.
- (i) Discretionary Admission to the Rugby Board. To decide upon the admission to the Rugby Board of a representative of any body not admitted by the current Rules but having a role to play in the conduct of the game of Rugby Football.
- (j) Referees Association. To provide for the continuation of a Referees Association whose members shall (unless appointments are made under the Rules or By-laws of the NZRFU) referee games played under the control of the Union.
- (k) School Rugby. To generally promote the playing of Junior Rugby and if deemed necessary or desirable to continue primary and secondary schools unions.

- (l) Employment of Staff. To employ the services of an Executive Officer and other staff on such terms as the Board of Directors shall negotiate with him/her. The Executive Officer shall be required to carry out such duties as from time to time prescribed by the Board of Directors.
- (m) Engage such experts and professional support as the Board sees fit.
- (n) Players Funds. To make alter or revoke regulations for a players' and referees' accident insurance or compensation fund and to hear determine and settle all questions and claims.
- (o) Extent of Powers. To make decisions on any matters concerning Rugby Football which are not or which in the opinion of the Board of Directors are not provided for by this Constitution and Rules or by the Rules of the NZRFU.
- (p) Regulations and By-laws. To make alter or revoke Regulations and By-laws affecting any matters concerning or in relation to the administration and control of the game of Rugby Football within its boundaries.
- (q) Resolution of Disputes. To hold inquiries into all matters questions and disputes. Such inquiries shall be conducted in such a manner as the Board of Directors decide 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 or any member of a club or affiliated body.
- (r) Standing Orders. To regulate the conduct of its affairs provided that such regulations are not inconsistent with this Constitution and Rules.
- (s) Appeals. The decision of the Board of Directors on all matters questions and disputes whatsoever shall be final unless the Rules of the NZRFU provide a right of appeal on the matter in question.

11. Rugby Directors

- 11.1 (a) Election: At its first meeting following an AGM the Rugby Committee shall appoint four Rugby Directors under Rule 10.1

- (a) (i), one of whom shall be Chairman both of the Board of Directors and the Rugby Committee and one of whom shall be Deputy Chairman.
- (b) Term of Office: Subject to Rule 11 (c) each Rugby Director elected will hold office for 2 years.
- (c) Vacating Office: The office of Rugby Director shall be vacated if the person holding that office;
- (i) dies, or
 - (ii) resigns by giving one month's notice in writing to the Board, or
 - (iii) brings disrepute to the office or to Rugby in the opinion of the Board, or
 - (iv) is removed from the office by a resolution at a General Meeting passed by a majority of not less than two thirds of the Members and delegates of Members attending and eligible to vote at that General Meeting.
- (d) Order of Retirement: At every Annual General Meeting two Rugby Directors shall retire from office. A retiring Rugby Director shall hold office until the closure of the meeting at which his successor is elected. The Rugby Directors to retire at an Annual General Meeting pursuant to this clause shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (ii) A retiring Rugby Director is eligible for re-election.

12. Independent Directors

- 12.1 (a) For the purpose of filling any pending vacancy occasioned by expiration of the two year term of appointment or any other reason the Executive Officer will, no later than 15 October in each year, advertise for applications from suitable candidates interested in being appointed as an Independent Director as provided for in Rule 10 (a) (ii) and will collate the names of and other relevant information on potential candidates. From the applications received, the Rugby Directors will recommend the appointment of the Independent Directors who will be confirmed at the next Annual General Meeting. In recommending persons for appointment as Independent Directors the Rugby Directors shall use their best endeavours to recommend persons who have specific and relevant skills, qualifications and experience that are likely to add value and benefit to the activities and decisions of the Board.
- (b) Subject to Rule 12 (c) each Independent Director will hold office for two years.
- (c) An office of Independent Director shall be vacated if the person holding that office:
- (i) dies, or
 - (ii) resigns by giving one month's prior notice in writing to the Board, or
 - (iii) in the reasonable opinion of the Board brings disrepute to the office or to Rugby, or
 - (iv) is removed from the office by a resolution of a General Meeting passed by a majority of not less than two thirds of the voting Members.

13. Vacancies

- 13.1 In the event of a vacancy occurring during the term of office of a Director, such vacancy may be filled by a person appointed by the Board. Any Director so appointed shall retire at the next Annual General Meeting following appointment, and shall be deemed to have

been in office since the last election of the Director whom he or she is appointed to replace, but shall be eligible for re-election or appointment in his or her own right.

14. Rugby Committee

14.1

- (b) the Rugby Committee shall comprise;
 - (i) the President.
 - (ii) one representative elected or appointed by each affiliated Club.
 - (iii) one representative elected or appointed from each of the affiliated bodies (as defined in Rule 7.1 (g)).
- (c) the Rugby Committee shall meet on at least ten occasions during each year at a time and place determined by the Committee for the purposes of receiving information from the Board and Members, and discussing the affairs of the Union and Rugby in the Union. It shall receive reports from the Board, including interim financial statements.
- (d) the Chairperson of the Board of Directors shall be the Chairperson of the Rugby Committee.
- (e) subject to Rule 10.1 (c) the Rugby Committee may exercise the following powers and discretions (as powers and discretions delegated by the Board of Directors):
 - (i) to provide communication between Members and the Board
 - (ii) to seek the approval of the Board on the appointment of selectors, coaches and management of the Unions Representative teams.
 - (iii) to assist with match duties and organization for all international and representative fixtures.
 - (iv) to arrange such matches as decided from time to time by the Board.
 - (v) to make submissions to the Board on all matters pertaining to Rugby in the Union.

- (vi) to arrange, regulate and control Club Rugby competitions in the Union including prescribing Rules to govern Club Rugby competitions, prescribe grades and draws and ground allocations according to the by-laws in force at the time.
- (vii) to appoint Sub-Committees as it deems necessary to assist in exercising its powers and functions.
- (viii) to make, alter and revoke standing orders for the conduct of its meetings.

15. General Meetings:

15.1. Annual General Meetings:

- (a) The AGM of the Union shall be held annually on a date fixed by the Board, being a date not later than the 22nd of December of any year for the following purposes:
 - (i) to confirm the minutes of the previous AGM and any Special Meetings.
 - (ii) to consider and to adopt the annual report of the Board together with an audited income and expenditure account and a balance sheet showing the assets and liabilities for the Union for the past year.
 - (iii) to elect the Patron and President as provided for by this Constitution for the ensuing term.
 - (iv) to confirm appointments to the Rugby Committee under Rule 14.1 (b)
 - (v) to appoint the Independent Directors as recommended by the Rugby Directors under Rule 12.
 - (vi) electing Life Members as from time to time shall be necessary.
 - (vii) to appoint an Auditor and Honorary Solicitor.
 - (viii) consideration of any remit submitted by the Board or any Club or affiliated body and in respect of which proper notice has been given.
 - (ix) transacting general business

- (b) Not less than 28 days notice of the date and place of an AGM shall be given by the Executive Officer by sending notice to Clubs and affiliated bodies.
- (c) No business other than that stated shall be transacted unless notice of other business shall have been given in writing to the Executive Officer and at least 14 days prior to the meeting.
- (d) A copy of the agenda, annual accounts, annual reports and remits shall be forwarded to clubs and affiliated bodies at least 7 days before the date of the meeting

15.2 Special General Meetings:

- (a) A Special General Meeting may be called at any time by the Board or by the written requisition of not less than three Clubs, such requisition to disclose the object of the meeting.
- (b) The Board shall give not less than 14 days written notice of a SGM to each Club and affiliated body, such notice to specify the date and place of the meeting and the subject matter to be submitted to the meeting.

15.3 Nominations and Recommendations for the position of President, Patron and Directors as required under this Constitution shall be in the hands of the Executive Officer no later than 14 days before the AGM. Such nominations shall be acknowledged in writing and are to be sent to members 7 days before the date so fixed for the AGM.

15.4 A Quorum at all General Meetings shall consist of not less than 60% of the voting entitlement of voting members present in person.

15.5 At all General Meetings of the Union, the members, Life Members, Officers, the Auditor, Directors, Employees of the Union and such other persons who may be permitted by the Board, shall be entitled to attend and speak. Only those members referred to in subparagraph 6 herein shall be entitled to vote.

15.6 The following shall be entitled to be represented and vote;

- (a) the Chairman of the meeting who shall have a casting vote.
- (b) each club shall be entitled to be represented by the same number of voting delegates as the number of its teams which completed

the Club competitions arranged by the Union in the season immediately preceding the date of the relevant General Meeting.

- (c) each affiliate body shall be entitled to be represented by one voting delegate.
- (d) voting delegates must be members of the Club or affiliated body each represents. Each club and affiliated body must give written notice to the Union of the names of voting delegates prior to each meeting. A voting delegate of one member cannot be a voting delegate of another member.

15.7

- (a) all General meetings shall be chaired by the Chairperson or in his/her absence, the Deputy Chairman or in the absences of both, by a person elected by the board. The Chairperson of a General meeting shall at all times have a casting vote and a deliberative vote if he/she is also a voting delegate under rule 15.6
- (b) all resolutions at any General meeting (except those pertaining to rule changes) shall be carried by a majority of the votes of the voting delegates present in person. Voting is to be by a show of hands unless a voting delegate demands a ballot.

15.8 Any irregularity, error or omission in notices, agendas and relevant papers for General meetings or the omission to give notice within the required timeframe or the omission to give notice to all members and any other error in the organization 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.

16. Clubs

- 16.1 (a) All clubs affiliated to the Union at the date upon which this Constitution shall become operative shall be deemed to be an affiliated club and member of the Union.
- (b) The annual subscription payable by Clubs to the Union shall be fixed from time to time by the Board of Directors.
- (c) The Board of Directors
- i. may in consultation with the Rugby Committee disaffiliate a Club if for two consecutive seasons the Club fails to field throughout each such season a Rugby team playing under its own Club colours in the Horowhenua-Kapiti Club competition.
 - ii. 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.

17. Colours

- 17.1 The Union's colours are red white and blue and these colours must be used on the playing strip of all representative teams.

18. Matters not provided for

- 18.1 If any matter shall arise which is not or which in the opinion of the Board is not provided for under these Rules, the same shall be determined by the Board in such manner as it shall deem fit and every such determination shall be binding upon the Union and its members unless and until set aside by a resolution of a General Meeting.

19. Private Pecuniary Gain

- 19.1 (a) Any income, benefit or advantage shall be applied to the objects of the Union.
- (b) No member of the Union or any person associated with a member shall be participate in or materially influence any decision made by the Union in respect of the payment to or on

behalf of that member or associated person of any income, benefit or advantage whatsoever.

- (c) Any such income so paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value).
- (d) The provisions and effect of this Rule 19 shall not be removed from these Rules and shall be included and implied in any Rules replacing these Rules.

20. Common Seal

- 20.1 The Common Seal of the Union shall be kept in the control of the 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 the Chairman of the Board and the Executive Officer or, in the absence of the Executive Officer, a second member of the Board.

21. Registered Office

- 21.1 The Registered Office of the Union shall be at such place as the Board 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.

22. Rule Changes

- 22.1 (a) Subject to the provisions of the Act, the provisions of this constitution may be amended, added to, rescinded or replaced by resolution carried by a two-thirds majority of the votes of the voting delegates present (in person or by proxy) at any Annual or Special General Meeting of the Union of which the required notice has been given.
- (b) Notice of any of the above must be given in writing to the Executive Officer at least 21 days before the meeting at which the alteration, addition, rescission or replacement is intended to be

proposed and 14 days notice of such intention must be given by the Executive Officer to the members in writing.

- (c) 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.
- (d) The provisions and effect of this paragraph 22 shall not be removed from the Constitution and shall be included into any document replacing this Constitution.

23. Winding up

- 23.1 (a) The Union may be put into liquidation or dissolved in any of the ways provided for in the Act.
- (b) In the event of liquidation or dissolution of the Union the Board shall call a Special General Meeting of the Union to resolve how any surplus assets are to be disposed of. A resolution under this Rule as to the disposal of surplus assets must be passed by a majority of two-thirds of the voting delegates present (in person or by proxy) provided however that the recipient(s) of any surplus assets shall have objects which 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 disposal.
- (c) The Union may employ such professional or other services as may in the opinion of the Board be expedient or necessary for the carrying out or execution of any of the purposes or objectives of the Union. No individual shall receive any surplus assets of the Union upon winding up.
- (d) If a resolution is not passed in accordance with the preceding Rule the surplus assets shall be applied as directed by a judge of the High Court of New Zealand and the provisions of Section 27 of the Act shall apply.

24. Limitation of Liability and Indemnity

- 24.1 (a) No current or former member of the Board and no current or former Rugby Director shall have any liability of any nature

whatsoever to the Union or its members for any act or omission in his/her capacity as a Director or member of the Rugby Board except in the case of his or her own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by him or her to be a breach of duties owed by him or her at law.

- (b) Each current or former member of the Board and each current or former member of the Rugby Board is hereby indemnified by and out of the assets of the Union against;
 - i) any liability of any nature whatsoever arising out of any act or omission in his or her capacity as a Director or member of the Rugby Board excluding criminal liability arising out of his or her own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by him or her to be a breach of duties owed by him or her at law; and
 - ii) costs incurred by him or her in any proceeding relating to such liability.
- (c) For the purposes of the Contracts (Privity) Act 1982 this Rule is intended to be enforceable at the suit of each member of the Board and each member of the Rugby Board.

25. Date of Adoption

25.1 This constitution was adopted at an Annual General Meeting of the Union held at Levin on this 18th day of December 2006.

25.2 Transition For matters of clarity the following transition procedure is to be followed on adoption of this constitution:

25.2 (a) The Rugby Directors shall be appointed by the Rugby Committee immediately following the AGM at which this Constitution is adopted.

25.2 (b) Within three months of the adoption of this Constitution the Rugby Directors shall appoint two Independent Directors under Rule 12.1 (a). Their appointment shall be ratified by the AGM which follows the adoption of this Constitution.